

Corporate Governance Statement

The Board of Directors (the “**Board**”) of JEP Holdings Ltd. (the “**Company**”) is committed in upholding high standards of corporate governance and practices throughout the Company and its subsidiaries (the “**Group**”), as a fundamental part of its responsibilities to protect shareholders’ interest, enhance shareholders’ value and the performance of the Group.

This report describes the Group’s corporate governance practices and structures for the financial year ended 31 December 2024 (“**FY2024**”) with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”).

The Board is pleased to report that the Group has complied in most materials aspects with the principles and provisions set out in the Code, save for deviations or areas of non-compliance which appropriate explanations are provided.

(A) BOARD MATTERS

The Board as at the date of this Annual Report comprises:

Mr. Andy Luong	(Executive Chairman and Chief Executive Officer)
Mr. Goh Kuan Teck	(Executive Director, appointed on 27 February 2025)
Mr. Kong Chee Keong	(Lead Independent Non-Executive Director, redesignated on 24 April 2024)
Ms. Lee Sook Wai, Irene	(Independent Non-Executive Director)
Mr. Tan Wei Shyan	(Independent Non-Executive Director, appointed on 24 April 2024)

The profiles of Directors, including the date of last re-election of each Director are set out under the “Board of Directors” section of this Annual Report.

THE BOARD’S CONDUCT OF ITS AFFAIRS

Principle 1 – The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Directors’ Fiduciary Duties and Conflicts of Interest (Provision 1.1)

The Board oversees the Group’s business and its performance and is collectively responsible for the long-term success of the Group.

The Board has overall responsibility for establishing and maintaining a framework of good corporate governance in the Group, including the risk management and internal control systems to safeguard shareholders’ interests and the Group’s assets, taking into account the interest of key stakeholder groups in its decision-making.

All Board members bring their independent judgement, diversified knowledge and experience to bear on issues of strategy, performance, resources and standards of conduct and ethics. The Board regularly reviews the Group’s strategic business plans, the assessment of key risks by Management and the operational and financial performance of the Group to enable the Group to meet its objectives.

The Board objectively discharges its duties and responsibilities at all times and makes decisions in the interests of the Group and holds Management accountable for the overall performance for long-term success of the Group.

Directors' Orientation, Induction, Training and Development (Provision 1.2)

A formal letter is provided to each Director upon their appointment, setting out their relevant duties and obligations, to acquaint them with their responsibilities as Directors of the Company.

The Company conducts orientation programme for new Directors. Newly appointed Directors will be briefed by Management to familiarise themselves with the Group's business and governance policies and practices. The orientation programme aims to provide new Directors with an understanding of the Group's businesses to enable them to assimilate into their new roles and to get acquainted with Management, thereby facilitating Board interaction and independent access to Management. Training on areas such as accounting, legal and industry-specific knowledge would be provided for first time Directors as appropriate and where necessary.

The Company also ensures that any newly appointed Director who does not have prior experience or is not familiar with the duties and obligations required of a Director of a listed company in Singapore, will undergo mandatory training pursuant to Rule 406(3)(a) of the Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in the roles and responsibilities of a listed company Director.

To keep abreast with developments in the financial, legal and accounting sectors and to ensure that the Directors are kept informed of relevant new laws, regulations and changing commercial risks, the Company encourages its Directors to attend relevant instructional or training courses at the Company's expense. In particular, the Board is regularly kept informed and updated on courses and seminars offered by the Singapore Institute of Directors ("**SID**") which are relevant to the training and professional development of the Directors.

The Directors are also briefed on the new requirements of the SGX-ST, Companies Act and other regulatory requirements from time to time by the Company Secretary, the auditors and the Sponsor. In FY2024, all Directors attended the mandated sustainability training.

A training register is maintained by the Company with respect to the courses/seminars attended by each Director.

Board Reserved Matters (Provision 1.3)

The Company has adopted a set of internal guidelines on matters which require Board's approval. Matters which are specifically reserved for the Board's decisions including but not limited to, the appointment of Directors, the Company Secretary and the Sponsor, as well as major transactions such as, *inter alia*, capital funding, acquisitions and disposals of assets and the release of the Group's financial results announcements.

Management understands that these matters require the Board's approval. The Board will review these internal guidelines on a periodic basis to ensure their relevance to the operations of the Group. Below the Board level, there is appropriate delegation of authority and approval sub-limits at Management level, to facilitate operational efficiency.

The Board is obliged to exercise reasonable due diligence and independent judgement when making decisions. It sets appropriate tone-from-the-top and desired organisational culture and ensures proper accountability within the Group. All Directors are required to avoid situations where their own personal or business interests may conflict or appear to conflict with the interests of the Company. Where a Director has a conflict of interest, or it appears that the Director might have a conflict of interest in relation to any matter, the Director must immediately declare personal or business interest to the Board with details of personal or business interest in the matter and the actual or potential conflict, and the Director shall recuse from participating in any discussion or decision on the matter.

Delegation of Authority by the Board to its Board Committees (Provision 1.4)

To assist in the execution of its responsibilities, the Board has established and delegated certain functions to its various sub-committees, namely, the Audit Committee (“**AC**”), the Nominating Committee (“**NC**”) and the Remuneration Committee (“**RC**”) (collectively known as the “**Board Committees**”). Each Board Committee is chaired by an Independent Non-Executive Director (“**INED**”) and all of the members are INEDs.

Specific written Terms of Reference (“**TOR**”) setting out the compositions, authorities and duties of the Board Committees, which have been approved by the Board, are reviewed on a regular basis to ensure their continued relevance. The TOR in relation to the responsibilities and functions of the Directors in each Board Committee is provided in this report.

The Board is responsible for shaping the Company’s strategic direction and has decided to integrate sustainability components into all the Company’s business and operations. This integration involves the consideration of Environmental, Social, and Governance (“**ESG**”) factors in the Group’s business and operations. The Board will work alongside the Management to advance sustainability efforts within the Group.

The Group has a Sustainability Steering Team (“**SST**”) in place with members from senior management and across all business units. The SST conducts materiality assessment to identify the ESG factors which are significant and contribute to the Group’s performance, business activities and its stakeholders. Since then, the Group has been setting performance indicators and monitoring processes are in place. The Sustainability Report for FY2024 is included as a part of the Annual Report.

Board and Board Committees Meetings and Attendance (Provision 1.5)

The Board and AC conduct regular scheduled meetings each year to review the financial results and holds additional or ad hoc meetings at such other times as is necessary to address significant matters that may arise. Each of the NC and RC conducts at least one scheduled meeting each year. The meetings are scheduled in advance to facilitate the individual Directors’ planning in view of their on-going commitments. All agendas for the meetings are reviewed by the Chairman of the Board and the Chairman of the respective Board Committees.

The Company’s Constitution (the “**Constitution**”) allows Directors to participate in Board meetings by way of teleconference.

In lieu of physical meetings, Board or Board Committees decisions are also made via written resolutions circulated to the Board or Board Committees members for their approvals.

The number of Board and Board Committees meetings held in FY2024 and the attendance of Directors and Key Management Personnel (“KMP”) during these meetings are as follows:

	Board Meeting	Audit Committee Meeting	Nominating Committee Meeting	Remuneration Committee Meeting	General Meeting(s)
Total held in 2024 ⁽¹⁾	2	2	1	1	1
No. of meetings attended by Directors					
Mr. Andy Luong	2	2 ⁽²⁾	1 ⁽²⁾	1 ⁽²⁾	1
Mr. Zee Hoong Huay (retired on 27 February 2025)	2	2 ⁽²⁾	1 ⁽²⁾	1 ⁽²⁾	1
Mr. Kong Chee Keong	2	2	1	1	1
Ms. Lee Sook Wai, Irene	2	2	1	1	1
Mr. Tan Wei Shyan (appointed on 24 April 2024)	1	1	—	—	1
Mr. Wong Gang (retired on 24 April 2024)	1	1	1	1	1
No. of meetings attended by KMP					
Ms. Pang Su Chun	2 ⁽²⁾	2 ⁽²⁾	1 ⁽²⁾	1 ⁽²⁾	1

⁽¹⁾ Number of meetings held/attended during the financial year/period from 1 January 2024 (or from date of appointment/retirement of Director, where applicable) to 31 December 2024.

⁽²⁾ By invitation.

Board Access to Information (Provision 1.6)

The Company makes available to all Directors its half-year and full-year financial results and where required, other financial statements, budgets and forecasts, and other relevant information as necessary. Detailed reports and board papers are sent to the Directors prior to Board meetings to enable the Directors to obtain a proper understanding of the issues. With regard to budgets whereby material variances exist between the actual and forecasted numbers, they are reviewed by the Board as well as disclosed and explained by Management, where required by the Board.

Management is invited to attend the meetings to present information and/or render clarification when required. Directors may request for explanations, briefings by or discussions with Management on any aspect of the Group’s operations or business. When circumstances require, Board members exchange views outside the formal environment of Board meetings.

Access to Management, the Company Secretary and Professional Advice (Provision 1.7)

The Company Secretary and/or his representative(s) attends all Board and Board Committees meetings and ensures the Board procedures and the performance of the Group’s compliance obligations pursuant to the relevant statutes and regulations are followed. Under the direction of the Executive Chairman and Chief Executive Officer (“CEO”), the Company Secretary ensures good information flows within the Board and Board Committees and between senior management and INEDs, as well as facilitating orientation and assisting with professional development, if required. The appointment and removal of the Company Secretary can only be taken by the Board as a whole.

The Directors have separate and independent access to Management, including the CEO, the Group Financial Controller (“**GFC**”) and other KMP, the Company Secretary as well as the Group’s internal and external auditors, at all times.

The Directors, either individually or as a group, in the furtherance of their duties, may take independent professional advice, if necessary, at the Company’s expense.

BOARD COMPOSITION AND GUIDANCE

Principle 2 – The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Independent Directors and Non-Executive Directors Comprise a Majority of the Board (Provisions 2.1 to 2.3)

The Board currently comprises five (5) members, of whom one (1) is Executive Chairman and CEO, one (1) is Executive Director (“**ED**”) and three (3) are INEDs. The INEDs make up a majority of the Board.

The Board assesses the independence of INEDs in accordance with the requirements of the Code to ensure that the Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Group.

Under the Code, an Independent Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related companies, its shareholder who hold 5% or more of the voting shares (the “**Substantial Shareholders**”), or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement in the best interests of the Group.

All Directors are required to disclose any relationships or appointments which would impair their independence to the Board as and when the need arises. The NC had reviewed the independence of each INED and determined that these Directors are independent. The NC and the Board are of the view that the INEDs of the Company are independent in character and judgement and that there are no relationships which are likely to affect or could appear to affect the Director’s judgement in the course of discharging his/her fiduciary duties. No individual or small group of individuals dominates the Board’s decision-making.

Board Composition, Size and Diversity (Provision 2.4)

The NC reviews the size and composition of the Board and Board Committees on an annual basis to ensure its appropriateness in facilitating robust engagement and effective decision-making under the Group’s current scope and nature of operations and business requirements.

Board Diversity

To promote diversity of the Board, the Company has adopted a Board Diversity Policy in February 2020, which sets out the approach to achieve diversity in the Company’s Board. The Company recognises and embraces the importance and benefits of having a diverse Board to enhance the quality of its performance. It is accordingly committed to promoting diversity of the Board.

The Company's Board Diversity Policy has considered a number of aspects, including but not limited to:

- (a) age;
- (b) cultural background;
- (c) educational background;
- (d) ethnicity;
- (e) expertise and experience;
- (f) nationality;
- (g) gender;
- (h) geographical background;
- (i) skills;
- (j) knowledge;
- (k) length of service; and
- (l) independence (if applicable)

These aspects will be considered in determining the optimum composition of the Board.

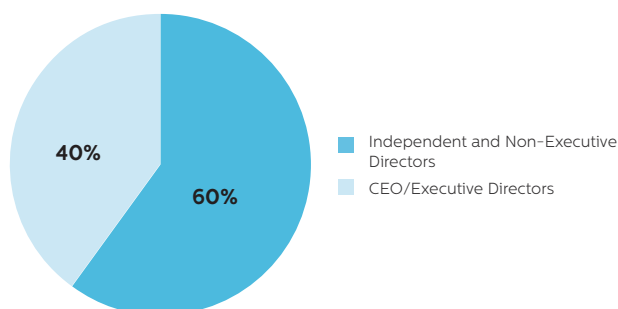
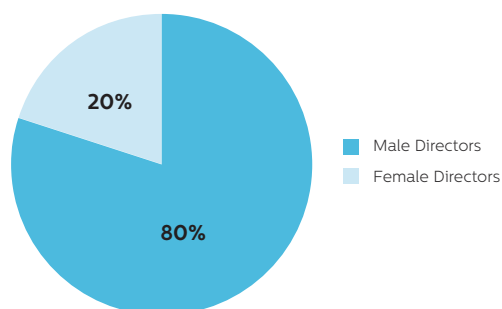
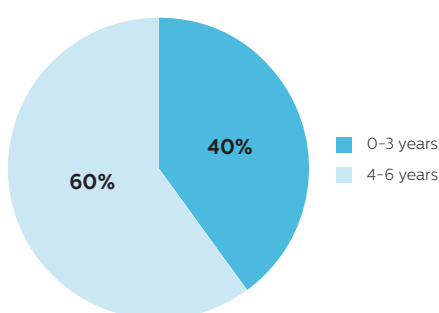
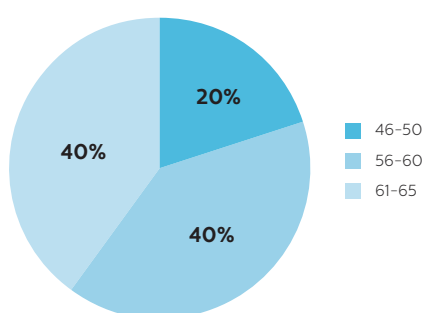
Guided by the Company's Board Diversity Policy, the NC is cognisant of achieving an appropriately balanced mix of talent on the Board, comprising Directors with diverse but complementary backgrounds and experiences. Selection of candidates will be based on a range of diversity perspectives as mentioned above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Board Composition

The Board comprises business leaders and professionals with financial, legal and business management background. The Board, as a whole, has an appropriate balance and mix of skills with the necessary core competencies such as accounting or finance, business or management experience and industry knowledge, strategic planning experience and customer-based experience or knowledge, as well as other aspects of diversity such as gender diversity. This allows the Board to foster constructive debate and avoid groupthink. The Company does not have any alternate Directors.

In consideration of the current scope and nature of the operations of the Group's operations, the NC, with the concurrence of the Board, is of the view that the current composition and size of the Board is appropriate and allows for effective decision-making at the Board and Board Committees meetings.

As part of its continuous effort in promoting diversity of the Board, the NC will review the need for setting targets for board diversity.

Independence**Gender Diversity****Length of Service****Age of Directors****Meeting of Independent Non-Executive Directors without Management (Provision 2.5)**

Although all the Directors have an equal responsibility for the Group's operations, the role of INEDs are particularly important in ensuring that the strategies proposed by Management are constructively challenged from an objective perspective, and at the same time take into account any constructive suggestions that will shape the Company's policies. The INEDs also aid in the review of Management's performance and monitor Management's reporting framework.

The INEDs, led by the Lead Independent Non-Executive Director ("LID"), Mr. Kong Chee Keong meet on a need basis without the presence of Management, in order to facilitate a more effective check on Management. The LID would provide feedback to the Executive Chairman after such meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Principle 3 – There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Chairman and Chief Executive Officer (Provision 3.1)

The position of Chairman and CEO are currently held by Mr. Andy Luong. Although this is a deviation from the recommendation of the Code, the Board believes that vesting the roles of both Chairman and CEO on the same person who is knowledgeable and has vast experience in the business of the Group provides the Group with strong and consistent leadership and allows for more effective planning and execution of long-term business strategies.

Despite the roles and responsibilities of the Executive Chairman and CEO being vested in Mr. Andy Luong, all major decisions are made by the Executive Chairman cum CEO in consultation with the Board which comprises a majority of INEDs. The Board is of the view that there are adequate measures in place against any uneven concentration of power and authority in one individual.

Roles of Chairman and Chief Executive Officer (Provision 3.2)

As the Executive Chairman and CEO, Mr. Andy Luong is responsible for leading the Board and ensuring that the Board is effective in all aspects of its role. He encourages constructive relations among the Board and between the Board and Management. Mr. Andy Luong takes a lead role in promoting high standards of corporate governance. This includes setting the agenda for Board meetings, ensuring that adequate time is available for the discussion of all agenda items at Board meetings, promoting a culture of openness and debate at the Board and effective communication with shareholders, encouraging the INEDs to contribute effectively, and exercising control over the complete, adequate and timely information flow between the Board and Management. He also has full executive responsibilities over the business directions and operational decisions in the day-to-day management of the Group and is responsible in assisting the Board to develop corporate policies and strategies.

Appointment of Lead Independent Director (Provision 3.3)

Mr. Kong Chee Keong was redesignated the LID on 24 April 2024. He is available to shareholders of the Company for any concerns or issues that cannot be appropriately addressed by the Chairman and CEO or the GFC. Shareholders may contact the LID at ckkong@jep-holdings.com when their concerns cannot be appropriately dealt with through normal channels with the Chairman and Management.

BOARD MEMBERSHIP

Principle 4 – The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Composition of the Nominating Committee (Provision 4.2)

The NC comprises the following three (3) INEDs. The LID, Mr. Kong Chee Keong, is a member of the NC.

Ms. Lee Sook Wai, Irene (Chairperson)
Mr. Kong Chee Keong
Mr. Tan Wei Shyan

Role and Responsibilities of the Nominating Committee (Provision 4.1)

The NC's principal responsibilities in accordance with its TOR are as follows:

- establish a formal and transparent process for appointments and re-appointments to the Board;
- identify and nominate candidates for appointment or election to the Board, determining whether or not such nominee has the requisite qualifications and whether or not he/she is independent;
- review the Board effectiveness, structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary;
- review the Board's succession plans, in particular, succession plans for Executive Chairman and CEO and KMP;

- recommend training needs and professional development programmes for Directors;
- determine annually, whether a Director is independent in accordance with the guidelines set out in the Code;
- recommend Directors who are retiring by rotation to be put forward for re-election;
- review whether a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple board representations; and
- develop a process for evaluation of the effectiveness of the Board and Board Committees.

Selection, Appointment and Re-appointment of Directors (Provision 4.3)

The process for selection and appointment of new Directors will be led by the NC in the following order:

- determining the desirable competencies for the appointment, and after consultation with Management;
- assessing the suitability of the candidates and conducting an open dialogue to ensure that each candidate is aware of the role and obligations; and
- submitting a final shortlist for recommendation to the Board.

The search and nomination process for new Directors, led by the NC, is as follows:

- the NC evaluates the balance, skills, knowledge and experience of the existing Board and the requirements of the Group. In light of such evaluation, the NC determines the role and key attributes that an incoming Director should have.
- after endorsement by the Board of the key attributes required, the NC taps on the networking resources of the existing Directors and seeks recommendations from them in relation to the potential candidates, and goes through a short listing process. If candidates identified from this process are not suitable, executive recruitment agencies are appointed to aid in the search process.
- the NC meets with the shortlisted candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required.
- the NC recommends the most suitable candidate to the Board for appointment as Director.

Re-appointment of Directors

The Constitution provides that at least one-third of the Board shall retire by rotation at every AGM, and in accordance with the SGX-ST Catalist Rules, all Directors will be required to submit themselves for re-nomination and re-election on a rotational basis and at least once every three (3) years. All new Directors appointed by the Board during the year shall hold office until the next AGM and are eligible for re-election at the said AGM.

Ms. Lee Sook Wai, Irene will be retiring as Director of the Company at the forthcoming AGM pursuant to Article 91 of the Constitution of the Company and being eligible, has consented to be re-elected as a Director of the Company. Mr. Tan Wei Shyan and Mr. Goh Kuan Teck will retire as Directors pursuant to Article 97 and have also consented to be re-elected as Directors of the Company. The NC, with the concurrence of the Board, had considered the Directors' overall contribution and performance and had recommended/nominated Ms. Irene Lee, Mr. Tan Wei Shyan and Mr. Goh Kuan Teck for re-election at the forthcoming AGM.

The dates of initial appointment and last re-election of the Directors, together with their directorships in other listed companies and their principal commitments, are set out below:

Name of Director	Position	Date of Initial Appointment	Date of Last Re-election	Directorships in other Listed Companies	Other Principal Commitments
Mr. Andy Luong	Executive Chairman and Chief Executive Officer	22 February 2018	19 April 2023	Executive Chairman and Chief Executive Officer of UMS Integration Limited (formerly known as UMS Holdings Limited)	–
Mr. Goh Kuan Teck	Executive Director	27 February 2025	–	–	–
Mr. Kong Chee Keong	Lead Independent Director	25 April 2018	24 April 2024	Independent Director of Ever Glory United Holdings Limited Independent Director of PC Partner Group Limited	Director of Penvest Co. Pte. Ltd.
Ms. Lee Sook Wai, Irene	Independent Director	8 July 2019	26 April 2022	Independent Director of Comet Holding AG	Director of Key Point (S) Pte Ltd Director of Amethyst Micrometric (S) Pte Ltd Investment Officer at Singapore-based family office Little Rain Pte Ltd
Mr. Tan Wei Shyan	Independent Director	24 April 2024	–	Independent Director of Anchun International Holdings Ltd.	Partner of Shook Lin & Bok LLP

Determining Directors' Independence (Provision 4.4)

The NC is also responsible for determining annually, and as and when circumstances arises, the independence of Directors. On an annual basis, each INED is required to complete a declaration of independence based on the provisions in the Code and the Catalist Rules, for the NC's review. The NC takes into account the principles and guidelines set out in the Code and the Catalist Rules and assessed the independence of Directors based on the following considerations:

- whether the Director has a relationship with the Company or its related corporations, Substantial Shareholders or its officers that could interfere, or be reasonably perceived to interfere with the exercise of his/her independent judgement in the best interests of the Company;
- whether the Director is or has been employed by the Company or any of its related corporations in the current or immediate past three financial years;

- (iii) whether the Director has an immediate family member who is or has been employed by the Company or any of its related corporations in the current or any of the past three financial years, and whose remuneration is or was determined by the RC;
- (iv) whether the Director or his/her immediate family member has, in the current or immediate past financial year, provided to or received from the Company or any of its subsidiaries any significant payments or material services, other than compensation for Board service;
- (v) whether the Director or a Director whose immediate family member, in the current or immediate past financial year, is or was, a Substantial Shareholder or a partner in (with 5% or more stake), or an executive officer of, or a Director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services;
- (vi) whether the Director has been a Director on the Board for an aggregate period of more than nine years; and
- (vii) any other applicable circumstances.

The NC has reviewed and ascertained that Ms. Lee Sook Wai, Irene, Mr. Kong Chee Keong and Mr. Tan Wei Shyan continue to remain independent having considered their confirmation that they do not have any relationship with the Company, its related companies, Substantial Shareholders, or officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interests of the Company and Group, and the other considerations set out above.

Directors' Time Commitments and Multiple Directorships (Provision 4.5)

The NC monitors and determines annually whether Directors who have multiple board representations and principal commitments, give sufficient time and attention to the affairs of the Company and adequately carry out his/her duties as a Director of the Company. The NC takes into account the attendance and participation of the Directors at meetings for FY2024 and the guidance provided to Management.

The NC has ascertained that for the period under review, where a Director had other listed company board representations and/or other principal commitments, the Director was able to and had been adequately carrying out, his/her duties as a Director of the Company. The Directors have expressed that they are committed to carrying out their roles and responsibilities to their best of efforts. The NC concluded that there is no need to impose a limit on the number of board representations at this stage.

BOARD PERFORMANCE

Principle 5 – The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Assessing the effectiveness of the Board and Board Committees (Provision 5.1)

Based on the recommendations of the NC, the Board has established processes and objective performance criteria for evaluating the effectiveness of the Board as a whole and its Board Committees as well as assessing performance of the Chairman and each Director in his/her contribution to the effectiveness of the Board. This is carried out on an annual basis.

Assessment and evaluation forms designed as a questionnaire have been developed and adopted for the process of determining the strengths and capabilities of the Board and the Board Committees. The forms were completed by the Directors and were then collated and presented to the NC as a summary report.

Following the evaluation exercise for FY2024 completed by five (5) Directors, the NC is satisfied that the Board and its Board Committees are performing effectively and have met their respective performance objectives. All NC members have abstained from the voting and review of any matter in connection with the assessment of his performance. No external facilitator was engaged for the evaluation exercise.

Board and Board Committees Evaluation Criteria

Part of the evaluation process is through the review of the appraisal and evaluation forms, which considered an assessment of the following key performance criteria:

- Attendance
- Board size and composition of the Board
- Board independence
- Board processes
- Board information and accountability
- Participation in constructive discussions and communication
- Board performance in discharging principal functions
- Board Committee performance
- Board time commitment
- Board diversity
- Overall contribution

Evaluation of Individual Director (Provision 5.2)

The performance evaluation of a Director includes his/her attendance to meetings and contributions to the development of strategy, availability at Board meetings (as well as informal contribution via email and telephone), interactive skills, degree of preparedness, industry and business knowledge and experience which are crucial to the Group's business and operations. The Company believes that apart from the Directors' fiduciary duties (i.e. acting in good faith, with due diligence and care, and in the best interests of the Company and its shareholders), the Board's key responsibilities are to set strategic directions for the Group and to ensure that the long-term objective of enhancing shareholders' value is achieved. The NC has reviewed the overall performance of the Board, Board Committees and each Director for FY2024 and is satisfied that the Board as a whole and Board Committees have met the performance evaluation criteria and objectives and each Director has contributed effectively and demonstrated commitment to his/her respective role, including commitment of time for the Board and Board Committees meetings and any other duties in FY2024.

(B) REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6 – The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Composition of the Remuneration Committee (Provision 6.2)

The RC comprises the following three (3) INEDs:

Mr. Tan Wei Shyan (Chairman)
Mr. Kong Chee Keong
Ms. Lee Sook Wai, Irene

Role and Responsibilities of the Remuneration Committee (Provision 6.1)

The RC is responsible for review and recommend to the Board, a framework of remuneration for the Board and KMP, and to determining the specified remuneration packages and terms of employment for each Director and KMP to ensure that the remuneration packages are fair, competitive and sufficient to attract, retain and motivate senior management of the required quality to run the Company successfully.

The RC's principal responsibilities in accordance with its TOR are as follows:

- review and recommend to the Board a framework of remuneration and to determine the specific remuneration packages and terms of employment for each of the EDs and KMP of the Group including those employees related to the EDs and controlling shareholders of the Group;
- review all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind;
- review and ensure the remuneration packages are comparable within the industry and comparable companies and it should include a performance-related element coupled with appropriate and meaningful measures of assessing the performance of EDs and KMP. A significant proportion of remuneration for the EDs should be structured so as to link rewards to corporate and individual performance; and
- review and ensure the remuneration packages of employees related to EDs and controlling shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

Remuneration Framework (Provision 6.3)

There is a formal and transparent process for developing executive remuneration and determining the remuneration packages of individual Directors. No Director is involved in deciding his/her own remuneration.

The RC reviews all matters concerning remuneration, including the reasonableness of the contracts of service of EDs and KMP to ensure that their compensation commensurate with the responsibilities and risks involved in being a Director and that their remuneration packages are comparable within the industry and include a performance related element with appropriate and meaningful measures of assessing performance.

The RC also reviews the Company's obligations, if any, arising in the event of termination of the EDs' and/or KMP's contract of services to ensure that the termination clauses contained in the contracts of service for EDs and/or KMP are fair and reasonable and not overly generous. The RC aims to be fair and avoid rewarding poor performance.

RC access to Expert Professional Advice (Provision 6.4)

The RC has full authority to engage any external professional advisors, as and when the need arises, on matters relating to remuneration and the cost of such engagement shall be borne by the Company. In FY2024, no remuneration consultant was engaged by the Company.

LEVEL AND MIX OF REMUNERATION

Principle 7 – The level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

The remuneration policy of the Company is designed to align the interests of EDs and KMP with those of shareholders and stakeholders, and promotes long-term success of the Group. The policy seeks to attract, retain and motivate the Directors to provide good stewardship of the Company and KMP with competitive remuneration packages based on the scope of responsibilities, prevailing market conditions and comparable industry benchmarks.

Remuneration of Executive Directors and Key Management Personnel (Provisions 7.1 and 7.3)

In determining remuneration packages, the RC takes into consideration the Code's principles and provisions on the level and mix of remuneration and ensures that a significant and appropriate proportion of the remuneration is linked to the individual's and the Group's performance. The Company has formulated a remuneration policy that sets a base salary as a fixed component of the remuneration and a variable bonus linked to the performance of the Company and the employees.

Annual review of the remuneration including the variable bonus of EDs and KMP are conducted by the RC to ensure that the remuneration commensurate with the performance of each employee, taking into account the respective key performance indicators and the Group's financial results and risk policies. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promote the long-term success of the Group.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from EDs and KMP in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company. The Company will avail itself of legal processes for recovery against the employees. As EDs owe a fiduciary duty to the Company, the Company may avail itself of legal remedies in the event of such breach of fiduciary duties.

Based on the Remuneration Framework, the service contract for EDs and KMP comprises a fixed component (in the form of basic salary, fixed allowance and other benefits-in-kind) and variable components (in the form of annual performance bonus) which is based on the Group's and individual performance. The service contracts of EDs and KMP provide for a fixed appointment period, after which they are subject to renewal.

Remuneration of Independent Directors or Non-Executive Directors (Provision 7.2)

The INEDs do not have any service agreements with the Company. Each INED was issued a letter of appointment. Save for Directors' fees, which have to be approved by the shareholders at every AGM, the INEDs do not receive any other remuneration from the Company. The RC has recommended a fixed fee for the efforts and responsibilities of and the time spent by each INED serving on the Board and Board Committees.

The RC has recommended to the Board Directors' fees of up to S\$200,000 for the financial year ending 31 December 2025, to be paid half-yearly in arrears. No Director or member of the RC is involved in deciding his/her own remuneration.

DISCLOSURE ON REMUNERATION

Principle 8 – The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Disclosure of the Remuneration of Directors and Key Management Personnel (Provisions 8.1 and 8.3)

The remuneration of Directors and KMP of the Company for FY2024 are set out below:

Name	Fees ⁽¹⁾	Salary ⁽²⁾	Bonus ⁽²⁾	Others ⁽³⁾	Total
Directors					
S\$1,250,000 – S\$1,499,999					
Mr. Andy Luong	–	273,984	601,796	149,971	1,025,751
S\$250,000 – S\$499,999					
Mr. Zee Hoong Huay ⁽⁴⁾	–	242,824	88,479	40,800	372,103
Below S\$250,000					
Mr. Kong Chee Keong	50,000	–	–	–	50,000
Ms. Lee Sook Wai, Irene	50,000	–	–	–	50,000
Mr. Tan Wei Shyan ⁽⁵⁾	9,341	–	–	–	9,341
Mr. Wong Gang ⁽⁶⁾	40,797	–	–	–	40,797
Key Management Personnel					
S\$250,000 – S\$499,999					
Mr. Goh Kuan Teck ⁽⁷⁾	–	56%	39%	5%	100%
Ms. Pang Su Chun	–	50%	46%	4%	100%
Below S\$250,000					
Mr. Darren Zee Yu Liang ⁽⁸⁾	–	25%	68%	7%	100%

Notes:

- ⁽¹⁾ These fees were approved by shareholders at the last AGM held on 24 April 2024.
- ⁽²⁾ Salaries and bonuses include employer contributions to the Central Provident Fund. Bonuses also include performance related incentives.
- ⁽³⁾ Allowances and fringe benefits (included benefits-in-kind).
- ⁽⁴⁾ Mr. Zee Hoong Huay retired as an Executive Director on 27 February 2025.
- ⁽⁵⁾ Mr. Tan Wei Shyan was appointed as an Independent Director on 24 April 2024.
- ⁽⁶⁾ Mr. Wong Gang retired as an Independent Director on 24 April 2024.
- ⁽⁷⁾ Mr. Goh Kuan Teck was appointed as an Executive Director on 27 February 2025.
- ⁽⁸⁾ Mr. Darren Zee Yu Liang resigned on 1 May 2024.

Notwithstanding Provision 8.1 of the Code, there were only three (3) KMP (who are not Directors or the CEO) during FY2024. The Board is of the view that it is in the interests of the Company not to disclose the absolute number, the amount of the remuneration paid to the three (3) KMP (who are not Directors or the CEO) and the total remuneration paid to them in this report due to the sensitive and confidential nature of such information and disadvantages that this might bring.

Taking into account the disclosure of the exact fees for the Chairman and CEO as well as INEDs, and the remuneration policies, composition of remuneration and performance metrics which go towards determination of the total remuneration packages of the CEO and KMP, the Board has determined that there is sufficient transparency and information on the remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation consistent with the intent of Principle 8 of the Code.

There were no termination, retirement and post-employment benefits granted to Directors, the CEO and KMP in FY2024.

Disclosure of the Remuneration of Employees who are Substantial Shareholders of the company, Immediate Family Members of a Director, the CEO or a Substantial Shareholder of the company (Provision 8.2)

The table below shows annual remuneration (in incremental bands of S\$100,000) of employees who are immediate family members of a Director, the CEO or a Substantial Shareholder, and whose remuneration exceeds S\$100,000 during FY2024:

Remuneration Band & Name of Executive
S\$150,000 – S\$249,999 Mr. Darren Zee Yu Liang* (resigned on 1 May 2024)

* Son of Mr. Zee Hoong Huay, Executive Director of the Company (who retired on 27 February 2025).

Long-term Incentive Scheme

The Company does not have any share option or long-term incentive scheme in place.

(C) ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9 – The Board is responsible for the governance and risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholder.

Design, Implementation and Monitoring of Risk Management and Internal Control Systems and Written Assurances on Their Adequacy and Effectiveness (Provisions 9.1 and 9.2)

Separate Risk Committee

The Company does not have a risk management committee. The Board is overall responsible for the management of risk within the Group. It ensures that the Management maintains a sound system of risk management and internal controls to safeguard shareholders’ interests and the Company’s assets and the interests of shareholders. The Board determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic business objectives.

Risk management and internal control systems

Virtus Assure Pte. Ltd. (“VA”), the Company’s internal auditors conducted a major review of the Group’s operations and business to identify and assess risks relevant to the Group with the objective of mitigating the risks, and allocating the Group’s resources to create and preserve value aligned to the Group’s strategy. VA performed a facilitative role in the risk assessment process and conducted an enterprise risk assessment with Management and relevant employees to identify key risks that would impact the achievement of the Group’s business objectives. The risk assessment exercise highlighted pertinent risks in strategic, operational, financial, regulatory compliance and information technology areas. Identified risks formed a basis of the Group’s risk management framework and the Enterprise Risk Management (“ERM”) manual.

The risk management framework and ERM manual developed provide the architecture for managing risks across the Group. Identification, evaluation and reporting of risks are conducted by an in-house risk management team on a continuing basis.

The Management is responsible for ensuring that the risks identified are relevant to the business environment and that controls or mitigating factors are in place. The Board reviews and approves policies and procedures for managing the identified risks. The AC provides independent oversight to the effectiveness of the risk management process.

Adequacy and effectiveness

In FY2024, the internal auditors conduct annual reviews of the adequacy and effectiveness of the Group’s key internal controls, including financial, operational, compliance and informational technology controls and risk management systems. Any material non-compliances or lapses in internal controls and recommendation for improvement are reported to the AC. All required corrective and preventive measures, and steps for improvement are closely monitored. Additionally, in performing their audit of the financial statements, the external auditors perform a review of the adequacy and effectiveness of the Group’s key internal controls to the extent of their scope as laid out in their audit plan. Significant non-compliance and internal control weaknesses noted during the audit are reported to the AC together with the recommendations of the external auditors.

The effectiveness of the Group’s system of internal controls are in place to address the key financial, operational, compliance and information technology risks affecting the operations are reviewed by the AC, together with the Board.

For FY2024, the Board had received assurance from the CEO, ED and the GFC (who performs the role of a Chief Financial Officer) that:

- (i) the financial records have been properly maintained and the financial statements give a true and fair view of the Group’s operations and finances; and
- (ii) the Group’s risk management and internal control systems are adequate and effective.

In compliance with Rule 1204(10) of the Catalist Rules, the Board, with the concurrence of the AC, is of the opinion that the Company has a robust and effective internal control system. The system of internal controls is sufficiently adequate and effective to address the information technology controls and risk management systems, as well as the financial, operational, compliance and information technology risks based on the internal controls established and maintained by the Group and reports from the internal auditors and external auditors.

The Board notes that the system of internal controls provides reasonable but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

AUDIT COMMITTEE

Principle 10 – The Board has an Audit Committee which discharges its duties objectively.

Composition of the Audit Committee (Provision 10.2)

The AC comprises the following three (3) INEDs, who have recent and relevant accounting or related financial expertise or experience to discharge their responsibilities:

Mr. Kong Chee Keong (Chairman)
Ms. Lee Sook Wai, Irene
Mr. Tan Wei Shyan

Former Partner or Director of the Company's Existing Auditing Firm (Provision 10.3)

None of the AC members is a former partner or Director of the Company's external auditors, Moore Stephens LLP within the last two (2) years or has any financial interest in the audit firm.

The Board is of the view that all the AC members are appropriately qualified to discharge their responsibilities.

Roles and Responsibilities of the Audit Committee (Provision 10.1)

The principal responsibilities of the AC in accordance with its TOR are:

- (a) review the external auditors' audit plan, audit report, management letter and Management's response;
- (b) review the half-year and full-year financial statements on significant financial reporting issues and judgments before submission to the Board for approval;
- (c) review any formal announcements relating to the Company's financial performance;
- (d) discuss problems and concerns, if any, arising from the interim and final audits, in consultation with the external auditors;
- (e) meet with the internal and external auditors without the presence of the Management, at least annually, to discuss any problems and concerns they may have;
- (f) review the assistance given by Management to external auditors;
- (g) review and evaluate the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- (h) review the effectiveness of the Company's internal audit function;
- (i) review annually the scope and results of the external audit and its cost-effectiveness as well as the independence and objectivity of the external auditors;
- (j) review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters within its terms of reference or whistleblowing reports;

- (k) report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- (l) review interested person transactions falling within the scope of the Catalist Rules;
- (m) undertake such other reviews and projects as may be requested by the Board;
- (n) review the assurance from the EDs and the GFC on the financial records and financial statements; and
- (o) consider the appointment/re-appointment of external auditors, the audit fee and matters relating to the resignation or dismissal of auditors.

Authority of the AC

The AC assists the Board in discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records and develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains an effective control environment. The AC provides a channel of communication between the Board, Management, and the internal and external auditors on audit matters.

The AC also has explicit authority to investigate any matter within its terms of reference, full access to and cooperation by Management and full discretion to invite any Director to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

Financial Matters

In the review of the financial statements, the AC has discussed with Management the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The following significant matters impacting the financial statements were discussed with Management and the external auditors and were reviewed by the AC:

Significant matters	How the AC reviewed these matters and what decision were made
Impairment review of goodwill	<p>The AC considered the approach and methodology applied to the valuation model in goodwill impairment assessment. It reviewed the reasonableness of cash flow forecasts, the terminal growth rate, budgeted gross margins and discount rate.</p> <p>The impairment review was also an area of focus of the external auditors. The external auditors has included this item as a key audit matter in its audit report for FY2024.</p>
Valuation of inventories	<p>The AC considered the approach and assessment applied in determining the allowance for inventory obsolescence and the net realisable value of the inventories.</p> <p>The assessment of the carrying amount of inventories was also an area of focus of the external auditors. The external auditors has included this item as a key audit matter in its audit report for FY2024.</p>

Interested Person Transactions (“IPTs”)

The AC reviewed the Group’s IPTs to ensure that the transactions were executed at normal commercial terms and did not prejudice the interests of the Group and its minority shareholders.

The Company obtained its shareholders’ mandate for IPTs between the Group and UMS Integration Limited (formerly known as UMS Holdings Limited) and its subsidiaries (“**UMS Group**”) at the AGM held on 24 April 2024.

In line with Chapter 9 of the Catalist Rules, the aggregated value of transactions entered into by the Group with interested persons namely, UMS Group in FY2024 as shown in the table below, the aggregate value of all IPTs during the period was approximately 17.4% of the Group’s audited net tangible assets as at 31 December 2024.

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders’ mandate pursuant to rule 920)	Aggregate value of all interested person transactions conducted under shareholders’ mandate pursuant to rule 920 (excluding transactions less than S\$100,000)
		31 December 2024	31 December 2024
UMS Integration Limited & its subsidiaries	Controlling shareholder of the Company	S\$683,771	S\$11,274,449

As announced on 24 May 2024, the Group entered into a S\$13 million loan agreement with its ultimate holding company, UMS Integration Limited. The aggregate value of all IPTs under review is S\$683,771, of which S\$276,811 is interest on the term loan from the ultimate holding company.

Material Contracts

Save for the IPTs disclosed above, the AC is satisfied that there were no material contracts of the Company and its subsidiaries involving the interest of the Executive Chairman or any Director or controlling shareholder subsisted at the end of the financial year or had been entered into since the end of the previous financial year. In the event that a member of the AC is involved in any IPTs, he/she will abstain from reviewing that particular transaction.

The Group will seek shareholders’ approval on the renewal of the IPTs General Mandate at the forthcoming AGM.

External Auditors

Moore Stephens LLP is the external auditors of the Company. Changes to accounting standards and issues which have a direct impact on financial statements will be highlighted to the AC from time to time by the external auditors. The external auditors will work with Management to ensure that the Group complies with the new accounting standards, if applicable.

In assessing independence of external auditors, the AC reviewed the fees and expenses paid to the external auditors, including fees paid for non-audit services during the year. There were no non-audit services rendered by the external auditors for FY2024. The AC is of the opinion that the external auditors is independent and was adequate and effective in performing its audit.

	S\$'000	% of fees
Audit fees	115	100
Non-audit fees	—	—
Total fees	115	100

The Group has also complied with Rules 712 and 715 of the Catalist Rules in relation to the engagement of its external auditors. The AC has recommended to the Board the re-appointment of Moore Stephens LLP as its external auditor at the forthcoming AGM.

Internal Audit (Provision 10.4)

The internal auditors, Virtus Assure Pte. Ltd. reports directly to the AC Chairman and administratively to the Executive Chairman and CEO. The main objective of the internal audit function is to assist the Group in evaluating and assessing the adequacy and effectiveness of internal controls, and to highlight the areas where control weaknesses exist, if any. The Company continues to work with the internal auditors to identify other scope of work which will help to further enhance the robustness of the Company.

The internal auditors carried out its function according to the standards set by locally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The AC has reviewed the independence, adequacy and effectiveness of the internal audit function at least annually and ensured that it is adequately resourced and has appropriate standing within the Company. Based on the review, the AC was of the view that the internal audit function is independent, effective and adequately resourced.

The AC approves the hiring, removal, evaluation and compensation of the internal auditors, who has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

Meeting with External and Internal Auditors (Provision 10.5)

The AC has met with external and internal auditors without the presence of Management once during FY2024 to review various audit matters, including reviewing the audit plans, and evaluating the internal accounting controls, the audit reports, and the assistance given by Management to the internal and external auditors.

Whistleblowing Policy

The Company has a Whistleblowing Policy, reviewed and endorsed by the AC, whereby the employees can, in confidence, raise concerns relating to financial reporting, unethical or improper conduct to the AC for investigation. The LID will lead in all queries as may be raised by the staff of the Company.

The Whistleblowing Policy provides well-defined and accessible channels in the Group through which employees may raise concerns about improper conduct within the Group directly to the AC Chairman, as appropriate, without fear of reprisals. The Whistleblowing Policy serves to encourage and provide a channel where employees of the Company may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters.

The Company has designated the AC to investigate whistleblowing reports made in good faith independently. The Company will treat all (written) complaints in a confidential and sensitive manner. A report of a complaint will only be disclosed to persons on a need to know basis in order to properly carry out an investigation and the identity of the whistleblower is kept confidential. The Company is committed to ensure protection of the whistleblower against detrimental or unfair treatment arising from whistleblowing.

No whistleblowing report was received during the year and until the date of this report.

(D) SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Principle 11 – The company treats all shareholder fairly and equitably in order to enable them to exercise shareholders’ rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Conduct of Shareholders’ Meetings (Provision 11.1)

All shareholders are encouraged to attend the Company’s general meetings to ensure a high level of accountability and to stay informed of the Company’s strategy and goals. Shareholders are informed of general meetings through notices, through reports or circulars released via SGXNet. At general meetings, shareholders are given the opportunity to participate effectively and vote, where relevant rules and procedures governing such meetings, such as voting procedure, are clearly communicated prior to the start of the meeting.

The Company is in full support of shareholder participation at general meetings. The Constitution allows a shareholder to appoint not more than two (2) proxies to attend and vote at general meetings. For those who hold their shares through nominee or custodial services, they are allowed, upon prior request through their nominee, to attend the general meetings as observers without being constrained by the two-proxy rule.

The Company allows corporations which provide nominee or custodial services to appoint more than two (2) proxies so that shareholders who hold shares through such corporations can attend and participate in general meetings as proxies.

Separate Resolutions at General Meetings on Each Substantially Separate Issue (Provision 11.2)

Each item of special business in the notices of the shareholders’ general meetings is accompanied, where appropriate, by an explanation for the proposed resolution. Separate resolutions are proposed for each distinct issue.

Attendance at General Meetings (Provision 11.3)

All Directors, including the Chairpersons of the Board, AC, NC and RC are in attendance at the general meetings to allow shareholders the opportunity to express their views and ask questions regarding the Company. In addition, external auditors are also invited to attend AGMs to assist the Directors in answering any queries relating to the conduct of the audit and the contents of the auditor’s report.

All resolutions at general meetings are voted on by poll so as to better reflect shareholders’ shareholding interests and ensure greater transparency. Shareholders are briefed by the appointed polling agent on the poll voting procedures at the general meetings. The appointed scrutineer will ensure that the poll process is properly carried out and the counting of the votes is verified by the scrutineer. The poll voting results of all votes cast for, or against, or abstain, each resolution and the respective percentages are announced at the meeting and via SGXNet upon the conclusion of the general meetings.

Absentia Voting (Provision 11.4)

The Company is not implementing absentia voting methods (such as voting via mail, email or fax) until issues such as the authentication of shareholder identity and other related security and integrity of such information can be resolved. Notwithstanding the foregoing, the Company's Constitution allows the shareholder to appoint proxies to attend and vote on behalf of him/her/it, if he/she/it is unable to attend the general meetings.

Minutes of General Meetings (Provision 11.5)

Substantial and relevant comments or queries from shareholders relating to the agenda of the AGM together with responses from the Board and the Management will be prepared by the Company. The minutes of AGM which capture the attendance of Board members at the meeting, matters approved by shareholders and voting results will be prepared by the Company.

The minutes of the AGM for FY2024 will be released to the SGX-ST within one (1) month from the date of AGM and shall be made available on the Company's website.

Dividend Policy (Provision 11.6)

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, operational and capital requirements, cash flow and financial conditions, as well as general business conditions and other factors which the Board may deem appropriate. The Board endeavours to maintain a balance between meeting shareholder's expectations and prudent capital management. The Board will review the dividend payment from time to time and any dividend declaration will be communicated to shareholders via announcement through SGXNet.

ENGAGEMENT WITH SHAREHOLDERS

Principle 12 – The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

Communication with Shareholders (Provision 12.1)

The Company upholds the best practices of transparency and accountability to its shareholders. The Board ensures that all shareholders are treated fairly and equitably and the rights of all investors including non-controlling shareholders are safeguarded and protected.

The Company does not practice selective disclosure. In line with the continuous disclosure obligations of the Company and in accordance with the Catalist Rules and the Companies Act, the Board adopts a policy whereby shareholders will be informed of all major developments of the Company.

Financial information and other price sensitive information are circulated in a timely manner to the shareholders through announcements via SGXNet, press releases, the Company's website, media and analysts' briefings. The Company's corporate information as well as Annual Reports are also available on the Company's website.

Investor Relations Policy (Provisions 12.2 and 12.3)

The Company has an Investor Relations ("IR") policy outlining the principles and practices adopted in the course of its investor relations activities, including communication with shareholders and the investment community.

The IR policy reflects avenues for communication between shareholders and the Company, including shareholders' meetings, the Company's Annual Report and Sustainability Report, the information available on the Company's website, results announcements, meetings with analysts and media, and describes how shareholders may contact the Company should they have questions. The policy thus allows for an ongoing exchange of views with shareholders, thereby promoting regular, effective and fair communication.

If the need arises, the Company may organise media/analyst briefings to enable a better appreciation of the Group's performance and developments, which will also act as platforms to solicit and understand the views of shareholders and investors. There were two (2) sessions of analyst briefings held for FY2024.

(E) MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

Principle 13 – The Board adopts an inclusive approach by considering and balancing the needs and interests of materials stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Board adopts an inclusive approach by considering and balancing the needs and interests of materials stakeholders, as part of its overall responsibility to ensure that the best interests of the Group are served.

Material Stakeholder Groups (Provision 13.1)

The Company's key stakeholders as listed in its Sustainability Report, includes its shareholders, its employees and workers, its consumers, its suppliers and business partners, communities, government and regulators, and its financiers. The Sustainability Report also outlines how relationships with these key stakeholders are managed.

Pursuant to Rule 71B(3) of the Catalist Rules and the Sustainability Guide under that Practice Note 7.6 of the Code, internal review has been conducted on the Company's sustainability reporting process to increase stakeholders confidence in the accuracy and reliability of the sustainability information disclosed.

Management of Stakeholder Relationships (Provision 13.2)

The Group's policies (including the Board Diversity Policy, the IR Policy and Whistleblowing Policy) facilitates the Group's engagement with its key stakeholders.

The Sustainability Report outlines the Group's policies, practices, performance and targets in relation to its Economic and Environmental, Social, and Governance ("ESG") activities. Developed in accordance with the SGX Sustainability Report Guide, with reference to the Global Reporting Initiative ("GRI") reporting framework and has aligned its climate-related disclosures with the Task Force on Climate-related Financial Disclosures ("TCFD") in the four key areas of governance, strategy, risk management and metrics and targets. It has also mapped the material ESG topics to the United Nations Sustainable Development Goals ("UN SDGs"), the Group endeavours to communicate how sustainability is embedded in its business practices and value chain across its operations in the report.

Corporate Website to Communicate and Engage with Stakeholders (Provision 13.3)

The Company maintains a corporate website www.jep-holdings.com to communicate and engage with stakeholders. Stakeholders may contact the Company through 'Contact Us' in the Company's corporate website.

Additional Information Required by the Singapore Exchange Securities Trading Limited

1. DEALINGS IN SECURITIES

In compliance with Rule 1204(19) of the Catalist Rules, the Company imposes a trading embargo on its Directors and employees of the Company from trading in its securities for the period of one (1) month prior to the announcement of the half-year and full-year financial results, or when they are in possession of unpublished material price-sensitive information.

An internal memorandum was circulated informing all persons covered by the policy that they are prohibited from dealing in the securities of the Company during the 'closed window' period until after the release of the results. The Company's internal memorandum includes the clause whereby an officer of the Company is prohibited from dealing in the Company's securities on short-term considerations. In view of the policy in place, the Board is of the opinion that the Company has complied with the recommended best practices on dealings in securities under Rule 1204(19) of the Catalist Rules.

2. NON-SPONSORSHIP FEES

There were no non-sponsor fees paid to the Company's Sponsor, RHT Capital Pte. Ltd., during the financial year under review.

3. CODE OF CONDUCT AND ETHICS

All employees of the Group are required to observe and maintain high standard of integrity, as well as to comply with laws, regulations and the Group's policies. The Group's internal policies set out the standards of ethical conduct which covers all aspects of the business operation of the Group such as work ethics, personal conflicts of interest, and confidentiality of information, related party transactions, gifts and dealings in the Company's securities.

4. ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT

Pursuant to Rule 720(5) of Catalist Rules, the information relating to the Directors who are seeking re-appointment at the forthcoming AGM of the Company, as set out in Appendix 7F to the Catalist Rules is set out below:

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
Date of appointment	8 July 2019	24 April 2024	27 February 2025
Date of last re-appointment	26 April 2022	–	–
Age	64	47	59
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on the re-appointment (including rationale, selection criteria, and the search and nomination process)	Based on the recommendation of the NC, the Board (save for Ms. Lee Sook Wai, Irene who abstained from deliberating her own re-election) proposes to the Company's shareholders to approve the re-election of Ms. Lee Sook Wai, Irene as an Independent Director of the Company.	Based on the recommendation of the NC, the Board (save for Mr. Tan Wei Shyan who abstained from deliberating his own re-election) proposes to the Company's shareholders to approve the re-election of Mr. Tan Wei Shyan as an Independent Director of the Company.	Based on the recommendation of the NC, the Board (save for Mr. Goh Kuan Teck who abstained from deliberating his own re-election) proposes to the Company's shareholders to approve the re-election of Mr. Goh Kuan Teck as a Director of the Company.
Whether the appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Executive, responsible for overseeing the Group overall operations and strategies and developing new businesses for the Group and supervise the implementation of internal controls for the Group.
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairperson of the NC and a member of the AC and RC	Independent Director, Chairman of the RC and a member of the NC and AC	Executive Director

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
Working experience and occupation(s) in the past 10 years	<p><u>2012 - 2018</u> Senior Vice President Global Operations, Chief Quality Officer</p> <ul style="list-style-type: none"> Kulicke & Soffa Pte. Ltd. <p><u>1987 - 2011</u> Vice President, Head of Asia Quality</p> <ul style="list-style-type: none"> Seagate Technology Int'l Inc 	<p><u>2005 - Present</u> Partner</p> <ul style="list-style-type: none"> Shook Lin & Bok LLP 	<p><u>2025 - Present</u> Executive Director</p> <ul style="list-style-type: none"> JEP Holdings Ltd. <p><u>2025 - Present</u> Executive Director</p> <ul style="list-style-type: none"> JEP Industrades Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive director, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
Other Principal Commitments* Including Directorships# * “Principal Commitments” has the same meaning as defined in the Code # These fields are not applicable for announcements of appointments pursuant to Catalist Rule 704(8)			
Present	Directorship: Listed companies • JEP Holdings Ltd. • Comet Holding AG Non-listed companies • Key Point (S) Pte. Ltd. • Key Point Holding Pte. Ltd. • Amethyst Micrometric (S) Pte. Ltd. • Ying World Investments (S) Pte. Ltd. • Little Rain Pte. Ltd. • Spuck (S) Pte. Ltd.	Directorship: Listed companies • JEP Holdings Ltd. • Anchun International Holdings Ltd. Non-listed companies • Famtan Holdings Pte. Ltd. • Famtan Services Pte. Ltd. • Shyan Investment Pte. Ltd.	Directorship: Listed company • JEP Holdings Ltd. Non-listed company • JEP Industrades Pte. Ltd.
Past (for the last 5 years)	Directorship: Nil	Directorship: Listed company • ecoWise Holdings Limited	Directorship: Nil
Information required Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No

Details	Name of Directors		
	Ms. Lee Sook Wai, Irene	Mr. Tan Wei Shyan	Mr. Goh Kuan Teck
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No
Disclosure applicable to the appointment of Director only.			
<p>Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	N.A. (as this is a re-election of Director)	N.A. (as this is a re-election of Director)	N.A. (as this is a re-election of Director)