Mewah

Shaping a Better World

MEWAH INTERNATIONAL INC. | Annual Report 2024

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Our Long Established Brands

OUR VISION

To be a leading, integrated and diversified global food and agribusiness providing quality and value-added products to customers worldwide.

MISSION

Create value for our stakeholders by delivering quality products and services through continuous improvement, innovation and sustainable business practices.

OUR CORE VALUES

Motivation
We are one great Mewah team that make things possible. We embrace challenges, we never give up.

Engagement
We believe in being constantly engaged with the company and with each other. There's no you or I, there's only "WE".

Wisdom
To be discerning when making decision, after careful analysis and in-depth study.

Aspiration
We create a dynamic environment to inspire, motivate our people, our customers and community at large to continuously change for the better in order to scale new heights.

Honor
We believe in Mewah honor, helmed with honesty. We hold ourselves accountable to the highest ethical and professional standards.

MEWAH INTERNATIONAL INC.

We have come a long way from our humble beginnings in 1950s, when we established our first packing factory in Pandan Loop, Singapore, with a small but dedicated team of employees.

Over the decades, we have transformed from a local packing operation into a global food and agribusiness listed on the Mainboard of the Singapore Stock Exchange Securities Trading Limited in 2010. Our products now reach customers in over 100 countries, supported by a well-established global sales and distribution network, and its wide range of brands including our flagship brands **OKI** and **MOI** brands.

Today, Mewah stands as one of the prominent edible oils and fats businesses with total refining capacity in excess of 4.5 million MT annually. Our diverse operations span Malaysia, Singapore, and Indonesia, where we operate edible oil refineries, food manufacturing plants for bakery and confectionery products, biodiesel plant and dairy factory.
In addition to our core edible oils & fats business, we market and distribute a wide range of Fast-Moving Consumer Goods products such as rice, cashew, dairy related products, cocoa, food premixes and soap. At Mewah, we are dedicated to enhancing the everyday lives of families around the world providing essential ingredients that contribute to better-tasting and healthier meals.

Sales to over
100
countries

SALES AND MARKETING OFFICES

Malaysia, Singapore, Indonesia, Australia, Cameroon, China, Ghana, India, Ivory Coast, Mozambique, Nigeria, Turkey, Uganda, United Arab Emirates, and United States of America.

Sales volume of
4.8
million MT

MANUFACTURING OPERATIONS

Malaysia, Singapore, Indonesia

Malaysia
- 4 edible oil refineries and manufacturing plants
- 2 packing plants
- 1 biodiesel plant
- 1 dairy manufacturing plant

Singapore
- 1 packing plant

Indonesia
- 2 edible oil refineries
- 3 milling plants
- 1 plantation*
- 1 manufacturing & packaging plant

* Plantation in Indonesia is insignificant to the Group

Corporate Profile

Our business operations are integrated throughout the value chain from sourcing of raw materials, refining, processing, packing, branding to marketing and distribution to end customers under our own brands.

A GLOBAL FOOD AND AGRIBUSINESS
focused on edible oils and fats

Mewah

UPSTREAM

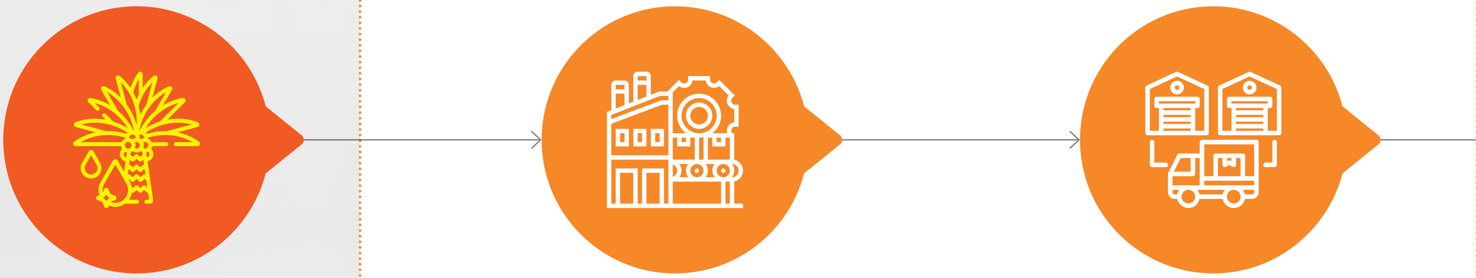
- Plantation*
- Milling

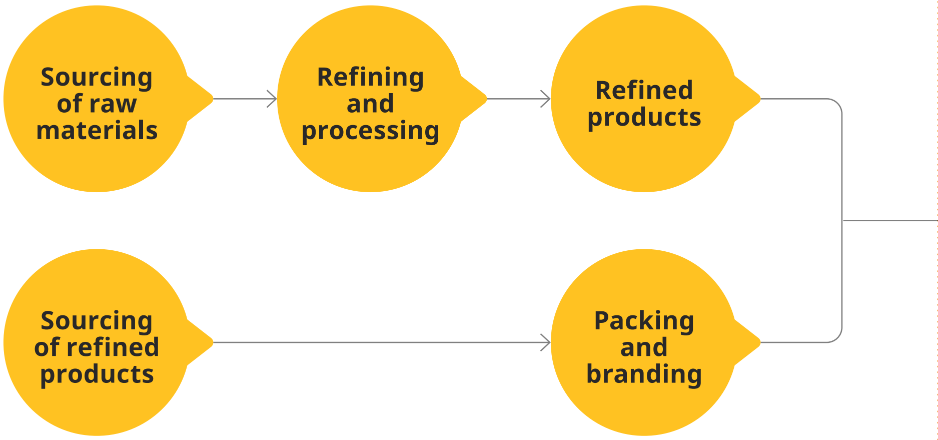
MIDSTREAM

- Refining vegetable oil
- Specialty oils
- Bioenergy

DOWNSTREAM

- Consumer packs
- Branding
- Private Label
- Sales / marketing
- Distribution





Bulk
Bulk segment produces and sells vegetable-based edible oil and fat products in bulk form primarily to distributors and factories involved in the production of confectionery, bakery products and other food items. Additionally, the Group also produces bioenergy products as part of its bulk products offerings.

Consumer Pack
Consumer pack segment produces vegetable-based edible oil and fat products, in consumer pack form and sell under own brands and under the brands of third parties, primarily to importers and distributors at destination markets. Dairy related products, soap, and rice are also part of the Group's Consumer Pack portfolio, which serves as additional stream of income and help to better serve existing customers, as they normally deal in a basket of commodities.

* Plantation in Indonesia is insignificant to the Group

>70
years of
operations

Sales
volume of
4.8
million MT

Total refining
capacity in
excess of
4.5
million MT
annually

Products are sold
to customers in
>100
countries

SALES, MARKETING & DISTRIBUTION

CUSTOMERS

Our Flagship Brands –
OKI & MOI

Consumer Products Range
Our range of consumer products include cooking oils, margarine, rice, cashew, sweetened condensed creamer, evaporated milk, cheese, soap, detergent, cocoa and premix powder. We are continuously working on expanding the products range.

Chairman's Message

The global economy in 2024 continued to navigate a complex landscape shaped by persistent macroeconomic and geopolitical uncertainties. Inflationary pressures remained a key challenge, albeit with some moderation in response to monetary policy adjustments by central banks worldwide. Meanwhile, geopolitical tensions, including the ongoing conflict in Eastern Europe and disruptions in global supply chains, continued to pose risks to economic stability. Notably, the series of high-stakes elections across major economies, including the United States, India, Indonesia, and the European Union, added to market volatility and policy uncertainty. Resultantly, the agriculture commodity sector was also characterised by significant shifts and challenges. Crude palm oil ("**CPO**") prices ranged from a low of RM3,629 per tonne in January to a high of RM5,342 per tonne in December 2024. For the full year, the average CPO price stood at RM4,228 per tonne, up 10.0% from RM3,842 per tonne in 2023. Palm oil prices surged to an unusual premium over soyabean oil.

Staying focused on strengthening customer service, product quality and production and distribution operations proved to be a sound strategy for the Group, enabling us to remain resilient and adaptable to market demand. The Group achieved a 10.3% growth in sales volume to reach 4,781,800 million metric tonnes ("**MT**") in 2024 from 4,334,600 MT last year. Coupled with 5.1% higher average selling prices, the Group's revenue increased from US$4,123.8 million in 2023 to US$4,782.0 million in 2024, representing a growth of 16.0%. For the full year, the Group posted a net profit attributable to equity holders of US$38.8 million, a decrease of 4.4% from US$40.6 million in the preceding year, attributed to a 6.9% lower operating margin per MT.

The growth in sales volume was primarily driven by the commencement of operations in the Group's second refinery in Indonesia during the second half of 2024, leading to a 14.3% increase in sales volume for the Bulk segment. However, the Bulk segment faced margin pressures due to lower prevailing refining margins. In contrast, the Group's Consumer Pack segment achieved a record total operating margin of US$110.3 million in 2024, reflecting a 10.6% year-on-year increase. The Group's balance sheet and liquidity position remained robust in 2024, with total equity reaching US$824.5 million. We maintained a prudent capital structure with net debt to equity ratio of 0.63.

Looking at 2025, we are cognisant that the global agri-commodity sector continues to be influenced by a complex interplay of external factors, including geopolitical developments such as US trade policy, currency fluctuations and the economic trajectory of key markets such as China. Nonetheless, we maintain a cautiously optimistic outlook for our industry.

In our core business of vegetable oils, we anticipate sustained demand growth, particularly in the high-potential markets of Asia and Africa. This growth is underpinned by robust demographic trends and evolving consumption patterns in these regions. The Group is strategically positioned to capitalise on these emerging opportunities. Specifically, our recently commissioned greenfield refinery in Indonesia has broadened our supply base and strengthened our value chain.

Recognising that the Group's resilience during these uncertain times is emboldened by the support and trust of our shareholders, the Board of Directors is proposing a final exempt dividend of S$0.0061 per ordinary share. This, along with the interim dividend of S$0.0014 paid earlier, brings the total dividend to S$0.0075 per ordinary share for the full year. We would like to express our heartfelt gratitude to all our stakeholders, including our valued shareholders, supportive bankers, collaborative partners, and dedicated employees, for their unwavering trust and support throughout the year. Their contributions have been instrumental in navigating the complexities of the global market and achieving our goals. We also extend our sincere appreciation to our new Independent Directors, Mr Eu Yee Ming Richard and Professor Koh Annie who joined our Board in 2024. Their diverse expertise and fresh perspectives have been invaluable in guiding our strategic decisions and enhancing our corporate governance.

As we navigate the challenges and opportunities that lie ahead, our Group remains steadfast in our commitment to excellence and sustainable growth. Through sustainable growth initiatives and responsible business practices, we aim to weather the storms of global markets and emerge stronger, more innovative, and better positioned to capitalise on future opportunities.

DR CHEO TONG CHOON @ LEE TONG CHOON
Chairman and Executive Director

CEO'S Message

2024 was a year of resilience and strategic progress for the Group as we navigated a complex market landscape characterised by volatile demand-supply dynamics, erratic weather patterns, inflationary pressures, potential tariffs on imports and changing biofuel subsidies. Despite these challenges, we delivered volume growth and improved total operating margin, underscoring our agility and strong market positioning.

The Group achieved revenue of US$4,782.0 million, an increase of 16.0% from the previous year, led by 10.3% higher sales volume and 5.1% higher average selling prices. In addition, the Group registered a 2.7% increase in total operating margin from US$201.1 million in 2023 to US$206.6 million in 2024, though at a lower operating margin per metric tonne ("**MT**"). The Group's net profit attributable to equity holders of US$38.8 million for the full year represents a 4.4% contraction from the year before, majorly due to impairment losses provided on property, plant and equipment of US$15.9 million as further detailed in our financial statements. The Group's performance in this environment demonstrates our ability to adapt to market conditions and capitalise on emerging opportunities.

The Bulk segment registered a sales volume of 3,607,700 MT, a 14.3% increase over 2023 mainly attributed to the commencement of our new refinery in Indonesia during the second half of 2024. Revenue increased 21.9% to US$3,518.5 million driven by 14.3% higher sales volume and 6.6% higher average selling prices. However, its operating margins contracted by 5.0% year-on-year arising from the challenging market conditions.

While the Bulk segment faced margin pressures, our Consumer Pack segment delivered robust growth underscoring the strength of its diversified portfolio and global distribution capabilities. Consumer Pack segment delivered a record total operating margin of US$110.3 million in 2024, an increase of 10.6% year-on-year, driven by strong performance across diverse product categories. These included edible oils and fats, dairy-based products and various agri-commodities such as rice, cocoa and cashew nuts.

The Group's financial position remains strong. Our total equity increased to US$824.5 million in 2024 from US$786.5 million in 2023. Our cycle time (inventories days add trade receivables days less trade payables days) extended to 69 days from 58 days in the previous year, mainly due to elevated average commodity prices and additional working capital requirements associated with our increased production capacity in Indonesia. Despite this increase, the Group continues to demonstrate efficient working capital management across our operations with our current ratio at 1.52.

As we navigate an evolving landscape, our unwavering focus on operational excellence, sustainable sourcing and product innovation remains central to our strategy. Through prudent risk management, strong supplier partnerships and a diversified product portfolio, we have been able to mitigate volatility and sustain our performance in a dynamic market.

Our commitment to excellence was recognised on multiple fronts. We were honoured with the Singapore Corporate Award's Silver Award for Best Managed Board in the mid-cap category for companies listed on the Singapore Exchange. Additionally, we gained international recognition by ranking 11th in the inaugural Fortune Southeast Asia 500 rankings within the Food, Beverages & Tobacco sector.

These achievements are a testament to the dedication and expertise of our over 4,600-strong permanent and contractual global workforce, whose daily efforts ensure our continued participation in vital global food supply chains. I extend my sincere gratitude to our Board of Directors, Chairman, shareholders, customers, venture partners, suppliers, bankers and other stakeholders for their unwavering support.

Looking ahead, we remain committed to sustainable growth and responsible business practices, shaping a better future through innovation, resilience and collaboration.

MS MICHELLE CHEO HUI NING
Deputy Chairperson, Executive Director and Chief Executive Officer

Board of Directors

DR CHEO TONG CHOON @ LEE TONG CHOON

Chairman and Executive Director

First appointment as Director: 29 October 2010
Last re-election as Director: 26 April 2024

Served on the following Board Committees

- Member of Nominating Committee

Academic and professional qualification

- Doctor of Medicine (MD) Degree, the University of Saskatchewan, Canada

Present directorships in other listed companies

- NIL

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Has been leading Mewah for the past four decades.
- Responsible for leading the Board, ensures effective collaboration with non-executive directors, effective communication with shareholders and promoting high standards of corporate governance.
- Established Mewah's strategic trajectory, steering its expansion into refining, manufacturing and trading of vegetable oil and direct diversification initiative into bioenergy, rice, dairy, premixes & seasonings, and soap.
- Began his career as a registered medical practitioner (1975 to 1986) with a group of medical specialists, Drs Bain & Partners in Singapore.

Membership and others

- Member of the Royal Colleges of Physicians of the United Kingdom in internal medicine

MS MICHELLE CHEO HUI NING

Deputy Chairperson, Executive Director and Chief Executive Officer

First appointment as Director: 29 October 2010
Last re-election as Director: 28 April 2022

Will be seeking re-election at the 2025 Annual General Meeting

Served on the following Board Committees

- NIL

Academic and professional qualification

- Chemical Engineering Degree, Imperial College, London
- Master of Business Administration, INSEAD

Present directorships in other listed companies

- NIL

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Joined Mewah since 2003, spearheads the Group's comprehensive strategy, encompassing new business development, project execution, risk management, factory operations and ESG initiatives.
- Expanded Mewah's supply chain into Indonesia, establishing additional facilities in Malaysia, including refineries, specialty fats facilities, bioenergy and dairy factory.
- Facilitate Mewah's successful listing on the Mainboard of the Singapore Exchange in 2010.
- Prior to joining Mewah, she contributed to Exxon Mobil (1997 to 2003) in both the USA and Singapore.
- Council member of the Singapore Chinese Chamber of Commerce & Industries ("**SCCCI**") since 2019 and a global board member of the Young Presidents Organisation since 2024.

Awards

2019: Her Times Women Empowerment Award

2021: Outstanding Chief Executive of the Year, Singapore Business Awards

2024: Fortune's 100 Most Powerful Women (MPW) in Asia

MS BIANCA CHEO HUI HSIN

Executive Director and Deputy Chief Executive Officer

First appointment as Director: 29 October 2010
Last re-election as Director: 28 April 2023

Served on the following Board Committees

- NIL

Academic and professional qualification

- Bachelor of Laws, King's College University of London
- Admitted as an advocate and solicitor of the Supreme Court of Singapore

Present directorships in other listed companies

- NIL

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Joined Mewah since 2004, contributing to the Group's overall strategy with a particular focus on the Consumer Pack segment, including brand development and managing sales of premium customised oils & fat products.
- Expanded the division into rice, soap, premixes and dairy products, such as condensed and evaporated milk, introducing Mewah to global markets in West Africa (Benin, Cameroon, Ghana, Côte d'Ivoire, Mozambique), Europe (Turkey), and South America.
- Established cashews, sesame and cocoa.
- Facilitating Mewah's expansion to serve more than 100 countries globally.
- Instrumental in Mewah's listing on the Mainboard of the Singapore Stock Exchange.
- Currently serves as:
  - Chairperson of Development and Advocacy Committee in National Cancer Centre, Singapore.
  - Trustee of the Board of National Cancer Centre Research Fund ("**NCCRF**") and a member of the Institution Fund Committee.
  - Head of Remuneration Committee, a member of the Audit Committee, and an Independent Commissioner on the Board of Commissioners of PT Matahari Department Store Tbk, listed on the Indonesia Stock Exchange and the largest retail platform in Indonesia with stores located across the country and online presence on Matahari.com.
  - Member of The Salvation Army National Advisory Board (Singapore).
- Prior to joining Mewah, she practised law in Singapore at Allen & Gledhill LLP (2000 to 2003) and Norton Rose LLP (2003 to 2004).

MR EU YEE MING RICHARD

Lead Independent Director

First appointment as Director: 26 April 2024
Last re-election as Director: NIL

Served on the following Board Committees

- Chairman of Nominating Committee
- Chairman of Remuneration Committee

Academic and professional qualification

- Bachelor of Laws (LL.B) Hons, University of London

Present directorships in other listed companies

- SUTL Enterprise Limited
- Tuan Sing Holdings Limited

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Key appointment holder for Eu Yan Sang Group from 1989, appointed as Group CEO and subsequently the Group Chairman.
- Founding Chair, Singapore Advisory Council, The Nature Conservancy Singapore Limited.
- Non-Executive Director, Vanda Global Capital Pte. Ltd.
- Non-Executive Director, Nippon Life India Asset Management (Singapore) Pte. Ltd.
- Non-Executive Director, Dragonfly Education Group Pte. Ltd.
- Non-Executive Director, Thye Hua Kwan Nursing Home Limited.
- Non-Executive Director, Ang Mo Kio – Thye Hua Kwan Hospital Ltd.
- Early working career in merchant banking, investment, stockbroking and computer distribution before joining the Eu Yan Sang Group.

Awards

2003: Entrepreneur of the Year Award, Singapore, Master Category, Ernst & Young

2007: Honorary Fellow, Marketing Institute of Singapore

2010: Best Chief Executive Officer Award (companies with market capitalisation less than S$300 million) at the Business Times Singapore Corporate Awards

2011: Ernst & Young Entrepreneur of the Year, Singapore, represented Singapore at the World Entrepreneur of the Year Awards

2019: Spirit of Enterprise- Nexia TS Entrepreneurship Award

2020: Public Service Medal (Pingat Bakti Masyarakat), Singapore National Day Awards 2020

DATUK DR FAWZIA BINTI ABDULLAH

Independent Director

First appointment as Director: 8 August 2017
Last re-election as Director: 28 April 2023

Served on the following Board Committees

- Member of Audit Committee
- Member of Nominating Committee

Academic and professional qualification

- Bachelor of Dental Surgery, University of Singapore
- Postgraduate Degree in Public Health Dentistry, London University

Present directorships in other listed companies

- NIL

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Currently serving on the Board of Econ Medicare Centre, Nursing Home Sdn. Bhd. and Econ Healthcare (M) Sdn. Bhd. in Malaysia.
- Served 32 years in the Ministry of Health Malaysia, where she made history as the first female Director of Oral Health.
- Foundation Dean of the Faculty of Dentistry at SEGI University holding the position of Professor and Head of Dental Faculty.
- Appointed as Public Services Commissioner by the Yang Di Pertuan Agong of Malaysia.
- Recognised as the first woman Honorary Member of the Malaysian Dental Association ("**MDA**"), where she also served as Vice President.

Awards

1976: Pingat Ibrahim Sultan

1978: Setia Mahkota Johor

1999: Received the honourable title — Panglima Jasa Negara ("**P.J.N**") by DYMM Yang Di Pertuan Agong of Malaysia

Membership and others

- Fellow of Federation Dentaire International, founded in Paris

TAN SRI DATO'A GHANI BIN OTHMAN

Independent Director

First appointment as Director: 24 February 2021
Last re-election as Director: 26 April 2024

Served on the following Board Committees

- Member of Audit Committee
- Member of Remuneration Committee

Academic and professional qualification

- Colombo Plan Scholar, Bachelor of Economics (Hons), La Trobe University, Australia
- Master of Political Economy, Queensland University, Australia

Present directorships in other listed companies

- NIL

Past (3 years) directorships in other listed companies

- NIL

Background and working experience

- Board member of Trustees of Malaysian Institute of Economic Research ("**MIER**").
- Chairman of Sime Darby Plantation Bhd, Sime Darby Bhd and Sime Darby Property Bhd.
- Served as Chief Minister of Johor, Malaysia, for 18 years.

- Chaiman of Johor Corporation and Co-Chairman of Iskandar Regional Development Authority.
- Held various ministerial positions, including:
  - Deputy Minister of Energy, Telecommunications and Post
  - Deputy Minister of Finance
  - Minister of Youth and Sports
- Board member of Trustees of World Islamic Economic Forum ("**WIEF**").
- Dean of the Faculty of Economics and Administration.
- Began career as a lecturer at the University of Malaya.

Awards

2006: Honorable award — Darjah Kerabat Johor 1, DK1 by DYMM Sultan Iskandar of Johor

2014: Received the honourable title — Tan Sri- Darjah Panglima Setia Mahkota Johor, PSM by DYMM Yang Di Pertuan Agong of Malaysia

PROFESSOR KOH ANNIE

Independent Director

First appointment as Director: 26 April 2024
Last re-election as Director: NIL

Served on the following Board Committees

- Chairperson of Audit Committee
- Member of Remuneration Committee
- Member of Nominating Committee

Academic and professional qualification

- Bachelor of Social Science & Economics (Hons) National University of Singapore
- Ph.D. in International Finance as a Fulbright Scholar from Stern School of Business, New York University

Present directorships in other listed companies

- AMTD IDEA Group (formerly known as AMTD International Inc.)
- Yoma Strategic Holdings Ltd

Past (3 years) directorships in other listed companies

- KBS US Prime Property Management Pte. Ltd. (manager of Prime US REIT)

Background and working experience

- Professor Emeritus of Finance (Practice) at Lee Kong Chian School of Business at Singapore Management University ("**SMU**").
- Chaired the Asian Bond Fund 2 supervisory committee of the Monetary Authority of Singapore ("**MAS**").
- Committee member of Singapore's Customs Advisory Council.
- Board member of the Singapore Food Agency.
- Former Chairman of Prime US REIT.
- Independent director of Prudential Assurance Company Singapore Pte Ltd, and board member of Eton House Community Fund (Non-Profit Organisation).
- Advisory Council member of the Center for Sustainability & Private Wealth and an Advisor for Cyber Youth Singapore.
- Investment committee member of iGlobe Partners.
- Previously served on the boards of GovTech, Singapore's CPF, Health Management International Ltd ("**HMI**"), K1 Ventures Limited.
- Was a member of the World Economic Forum Global Future Council and HR Industry Transformation Advisory Panel.
- Held several leadership positions at SMU, including Vice President for Business Development, V3 Group Professor of Family Entrepreneurship, Academic Director of the Business Families Institute and the International Trading Institute, Associate Dean of the Lee Kong Chian School of Business and Dean of the Office of Executive and Professional Education.
- Co-author of books such as:
  - Financial Management: Theory and Practice, 2nd edition (2021)
  - Financing Internationalisation — Growth Strategies for Successful Companies (2004)
- Co-editor of Asian Family Business: Succession, Governance and Innovation (2020).
- Author of a number of Asian family business cases and survey reports.

Awards

2010: Awarded the Bronze Singapore Public Administration Medal

2016: Awarded the Silver Singapore Public Administration Medal

2017: Received the Adult Education Prism Award

2023: Received the Tripartite Alliance Award

Senior Management

DR CHEO TONG CHOON @ LEE TONG CHOON
Chairman and Executive Director

Details of Dr. Cheo's working experience and qualifications are set out in "Board of Directors", page 6.

MS MICHELLE CHEO HUI NING
Deputy Chairperson, Executive Director & Chief Executive Officer

Details of Ms Michelle Cheo's working experience and qualifications are set out in "Board of Directors", page 6.

MS BIANCA CHEO HUI HSIN
Executive Director & Deputy Chief Executive Officer

Details of Ms Bianca Cheo's working experience and qualifications are set out in "Board of Directors", page 7.

MR RAJESH SHROFF
Chief Financial Officer

Rajesh Shroff is the Chief Financial Officer of Mewah since 2019. He plays a key role in strengthening the Group's global financial strategy to support long-term growth objectives. He leads the Group's global financial operations, which include corporate finance and tax, treasury, investor relations and financial planning. In addition, he drives the Group's shared services strategy where his focus areas include centralised delivery, process efficiency and cost optimisation.

Mr Shroff began his career with an associate firm of Ernst & Young. He has over 30 years of experience in manufacturing, food, agribusiness and commodity trading sectors holding senior finance leadership roles in well-known organisations. In these roles, he contributed to financial strategy, business growth and operational excellence.

Mr Shroff is a Fellow member of The Institute of Chartered Accountants of India. He is also an Associate member of The Institute of Company Secretaries of India.

MR SHYAM KUMBHAT
Head of Trading and Merchandising

Mr Shyam Kumbhat joined Mewah in 1995, assuming the role of President of Mewah Oils & Fats Pte Ltd. In this capacity, he oversees the Group's palm oil bulk trading and marketing activities.

With over 45 years of experience in the edible oils and fats industry, Mr Kumbhat brings a wealth of expertise to his role. Prior to joining Mewah, he served as Vice President, Marketing at Pan Century Edible Oils Sdn. Bhd., a multinational company under A V Birla Group, where he worked from 1977 to 1995.

MR CHEO JIAN JIA

Senior Executive Vice President, Commercial

Mr Cheo Jian Jia joined Mewah in 2012 as a trader, progressing to the role of Trading Manager in 2014, and subsequently to Senior Executive Vice President, Commercial in 2023. In his current role, he is responsible for overseeing commercial vegetable oil activities for refineries in East Malaysia and Indonesia. Before joining Mewah, Mr Cheo started his career with Bunge Global Agribusiness.

Mr Cheo holds a Master of Business Administration from The University of Chicago Booth School of Business, a Master of Science in Asian Studies from Nanyang Technology University, and a Bachelor of Science in Chemical Engineering from Northwestern University.

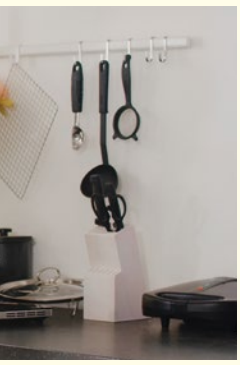
MS WONG LAI WAN

Head of Risk Management

Ms Wong Lai Wan joined Mewah in 1987 as a Chemist and has since accumulated over 35 years of extensive experience. Her multifaceted expertise encompasses quality control, production, operations, logistics, marketing, trading, business development, and risk management. In her current role, Ms Wong is entrusted with overseeing operational controls and managing risks within the organisation.

Before joining Mewah, Ms Wong initiated her career as a Chemist with Pan Century Edible Oils Sdn. Bhd.

Ms Wong is a distinguished graduate, holding a Bachelor of Science degree in Chemistry with First Class Honours from University Kebangsaan, Malaysia.



MS AGNES LIM SIEW CHOO

Head of Operations (Malaysia)

Ms Agnes Lim Siew Choo joined Mewah in 1988, initially serving as a Factory Operations Executive. Over the years, she has ascended to oversee the factory operations of the Malaysian subsidiaries as Mewah expanded. With over 40 years of experience in factory operations, her current responsibilities include production management, quality assurance, procurement, and ensuring timely fulfilment of both local and international delivery commitments.

Before joining Mewah, Ms Lim served as an Operations Executive at Southern Edible Oils Sdn. Bhd. from 1983 to 1988. where she managed logistics of edible oil, production planning, and meeting local and overseas shipping requirements.

Ms Lim holds a Bachelor of Arts degree from The University of York, Toronto, Canada in 1982.

MR ANIL DASHRATH INGROLE

Head of Technical & Operations (South)

Mr Anil Dashrath Ingrole joined Mewah in 2011, initially as Technical Director, and has since advanced to lead the Technical & Operations aspects of key factories and projects. Boasting over 45 years of experience in oleochemical & palm oil industries, Mr Ingrole possesses profound expertise in technology transfer, cost-saving, and process innovations.

Before joining Mewah, he contributed to VVF India, Aditya Birla's Pan Century Oleochemical and Bombay Oil Industries under various roles.

In recognition of his exceptional contributions, Mr Ingrole has received an honorary Doctorate from International Intern University and Distinguish Alumni Award from Institute of Chemical Technology (formerly known as UDCT) & its Alumni Association. His influence extends to industry committees, having served as a member of MPOB's Program Advisory Committee and Process Engineering and Oleochemical subcommittee and Chairman of Malaysia Oleochemical Manufacturers Group Technical committee.

Milestone

1950s – 1990

1950s
Commenced packing facility in Singapore.

1987
1st vegetable oil refinery in Semenyih, Malaysia.

2011 – 2015

2011
- Expanded into Soap Business.

- Mewah awarded Best Annual Report- Silver Award under First-Year Listed Companies Category by Singapore Corporate Awards 2011.

2012
Expanded into Rice Business.

2013
Commissioned a dairy plant in Klang, Malaysia.

2014
- 4th vegetable oil refinery built in Sabah, Malaysia.
- Expanded into the Bioenergy Business in Klang, Malaysia.

2015
OKI oil awarded the Top Brand title for Premium Cooking Oil category in the year 2015.

1991 – 2010

1994
Commissioned an integrated food manufacturing complex in Pasir Gudang, Malaysia.

2002
Commissioned an integrated food manufacturing complex in Klang, Malaysia.

2009
Became an active member of RSPO and one of the first refiners in Malaysia certified for RSPO Supply Chain Certification.

CERTIFIED SUSTAINABLE PALM OIL™ RSPO

2010
Listed on the mainboard of the Singapore Stock Exchange (**"SGX"**).

2016 – 2020

2016

- Evaporated filled milk plant commissioned in Klang, Malaysia to complete Mewah range of canned milk product offerings.
- Cheese Plant commissioned in Klang, Malaysia with supporting cold-chain storage facilities.

2017

- Acquired 1st vessel to build logistic capabilities.
- Commissioned can making plant in Klang, Malaysia.
- Expanded into Premixes and Seasoning Business.

2018

- Expanded into Chocolate Malt Drink Business.
- Expanded into Indonesia via acquisition of a factory in Jambi, Indonesia.
- Participated in the supply of Healthier Blended Cooking Oil to the Singapore hawker food vendors under the Health Promotion Board (**"HPB"**)'s Healthier Ingredient Initiative.

2019

Became the first Malaysia's palm oil refinery to export MSPO-certified RBDPO to Japan.

2020

Mewah's Board was ranked top among the Mid-Cap companies category and fourth among all 704 primary listing companies on SGX in the Inaugural Singapore Board Diversity Index.

2021 – PRESENT

2021

- Mewah's joint venture business in Medan, Indonesia.

- Our Executive Director, Deputy Chairperson and CEO awarded the Outstanding Chief Executive at the Singapore Business Awards 2020/2021.

2022

- Acquired 2nd factory in Riau, Indonesia.

- Mewah recognised as the Fastest Growing Company in its Sector by The Edge Singapore's 2022 Centurion Club Awards.

- Received Sustainability Rising Star 2022 award from Asia Corporate Excellence & Sustainability Awards ("**ACES**") for pioneering ESG initiatives to address sustainability challenges.

2023

- Acquired 3rd factory in Riau, Indonesia.

- Invested in a refining plant in Dumai, Indonesia.
- Bestowed with the Best ASEAN Human Development Award by HRM Asia and ASEAN Human Development Organisation ("**AHDO**").

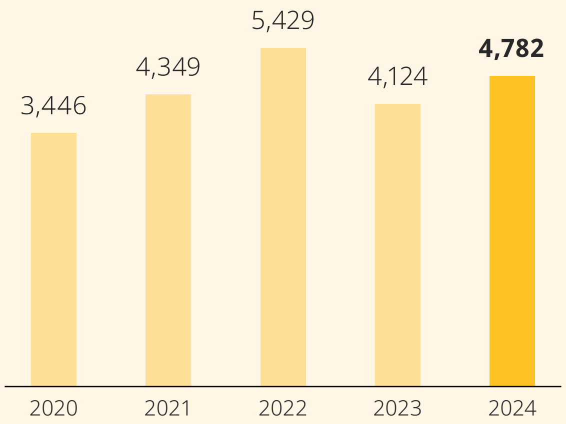
2024

- Commissioned a refining plant in Dumai, Indonesia.
- Awarded the Best Managed Board (Silver Award, Mid-Market capitalisation category) by Singapore Corporate Awards 2024.

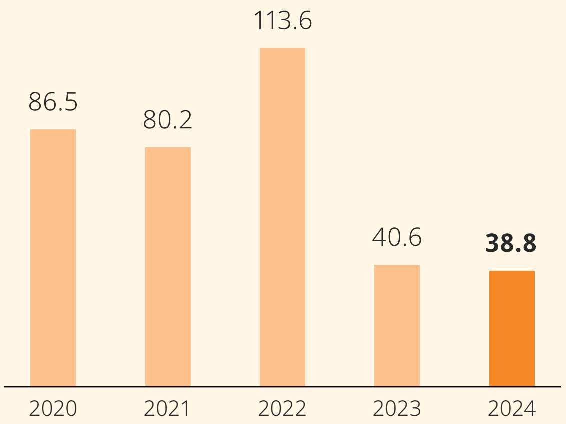
- Ranked 90th in inaugural Fortune Southeast Asia 500 rankings, and 11th in the Food, Beverages & Tobacco sector.
- Our Executive Director, Deputy Chairperson and CEO joins the ranks on the Fortune 100 Most Powerful Women Asia ("**MPW Asia**") 2024 list.

5-year Financial Highlights

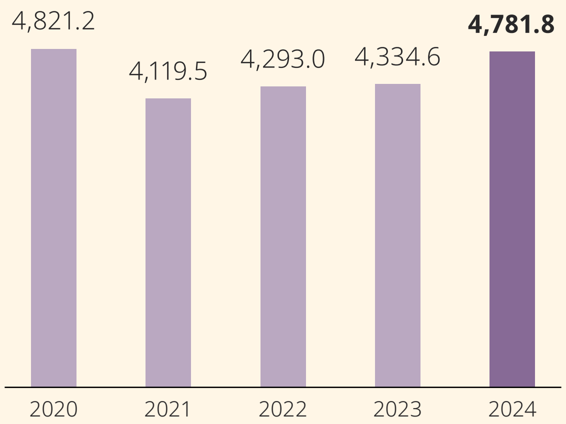
REVENUE (US$ million)



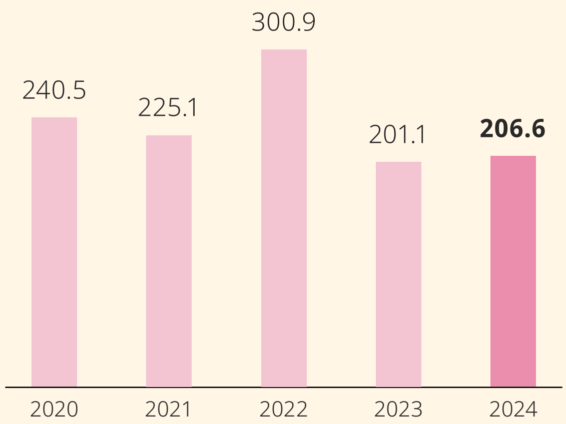
NET PROFIT (US$ million)



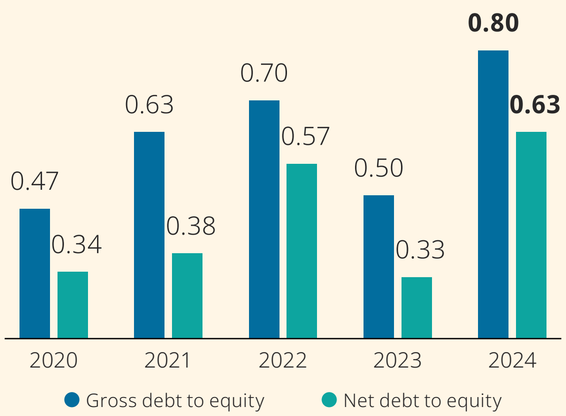
SALES VOLUME (MT'000)



OPERATING MARGIN (US$ million)



DEBT TO EQUITY RATIO



Bringing about Greater Food Security

Operations and Financial Review

	FY 2022	FY 2023	**FY 2024**
INCOME STATEMENT (US$'million)			
Revenue	5,429	4,124	**4,782**
Operating margin	300.9	201.1	**206.6**
Profit after tax	113.6	40.6	**38.8**
Earnings per share (US cents per share)	7.57	2.70	**2.59**
BALANCE SHEET (US$'million)			
Long-term investments	447	491	**517**
Working capital	766	555	**826**
Total investments	**1,213**	**1,046**	**1,343**
Equity	775	786	**824**
Gross debt	541	392	**662**
Cash	103	132	**143**
Net debt (Gross debt less Cash)	438	260	**519**
Total capital	**1,213**	**1,046**	**1,343**
Gross debt to equity	0.70	0.50	**0.80**
Net debt to equity	0.57	0.33	**0.63**
Net asset value per share (US cents per share)	51.30	52.23	**54.97**
SEGMENTAL PERFORMANCE			
Sales volume (MT'000)			
Bulk	3,124	3,156	**3,608**
Consumer Pack	1,169	1,179	**1,174**
Total	**4,293**	**4,335**	**4,782**
Operating margin (US$'million)			
Bulk	215.9	101.4	**96.3**
Consumer Pack	85.0	99.7	**110.3**
Total	**300.9**	**201.1**	**206.6**
Operating margin per MT (US$)			
Bulk	69.1	32.1	**26.7**
Consumer Pack	72.7	84.6	**93.9**
Total	**70.1**	**46.4**	**43.2**

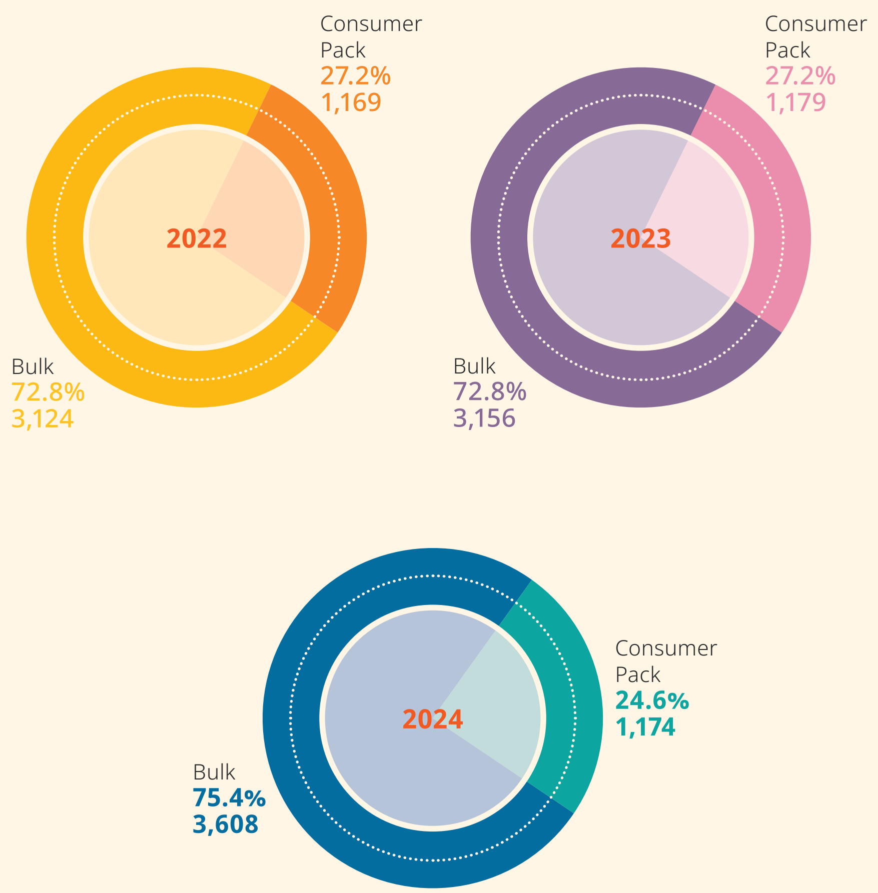
PALM OIL INDUSTRY IN 2024

For the full year, the average crude palm oil ("**CPO**") price stood at US$927 (RM4,228) per tonne, marking an approximate 10% increase from US$844 (RM3,842) per tonne recorded in the previous year. Throughout 2024, CPO prices exhibited significant volatility, reaching a low of US$784 (RM3,629) per tonne in January before surging to a peak of US$1,209 (RM5,342) per tonne in December, eventually closing the year at US$1,101 (RM4,923) per tonne. The upward trend in the average prices of oil palm products was primarily fueled by robust export demand, declining palm oil stock levels, and Indonesia's anticipated rollout of the B40 biofuel program in 2025. The reduction in palm oil inventories was largely attributed to heightened export activity, which further tightened supply and supported price increases.

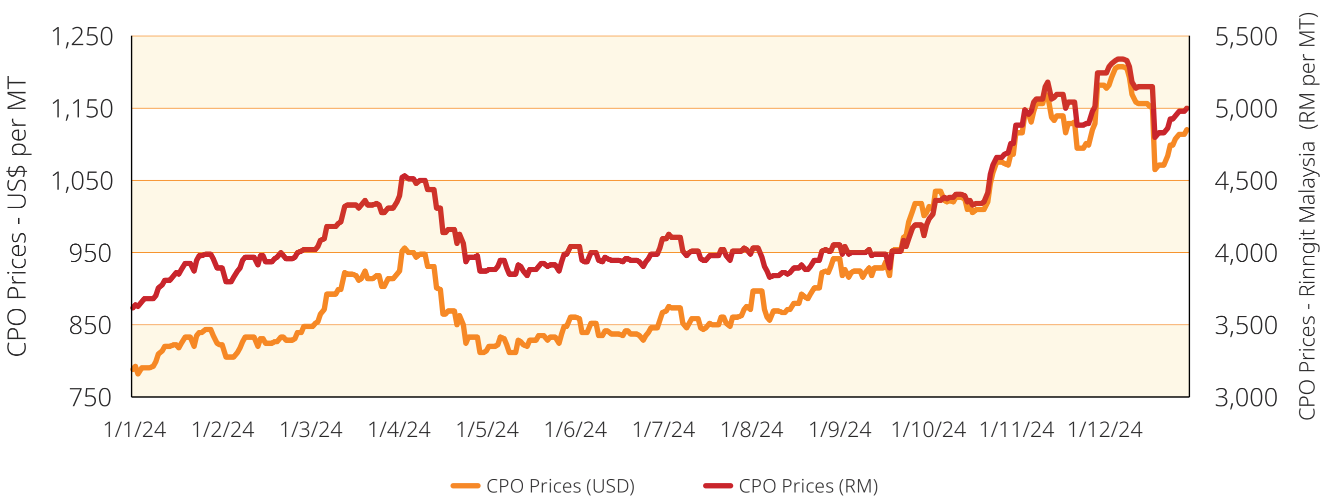
GROUP'S SALES VOLUME

The Group's sales volume increased by 10.3% to 4,781,800 MT. The Bulk segment accounted for 75.4% of this total, registering a 14.3% increase to 3,607,700 MT. Meanwhile, the Consumer Pack segment comprised 24.6% of the total sales volume, registering a 0.4% decrease to 1,174,100 MT.

SALES VOLUME (MT'000)



CPO PRICES (Ringgit and US Dollar)



WELL DIVERSIFIED SALES REVENUE

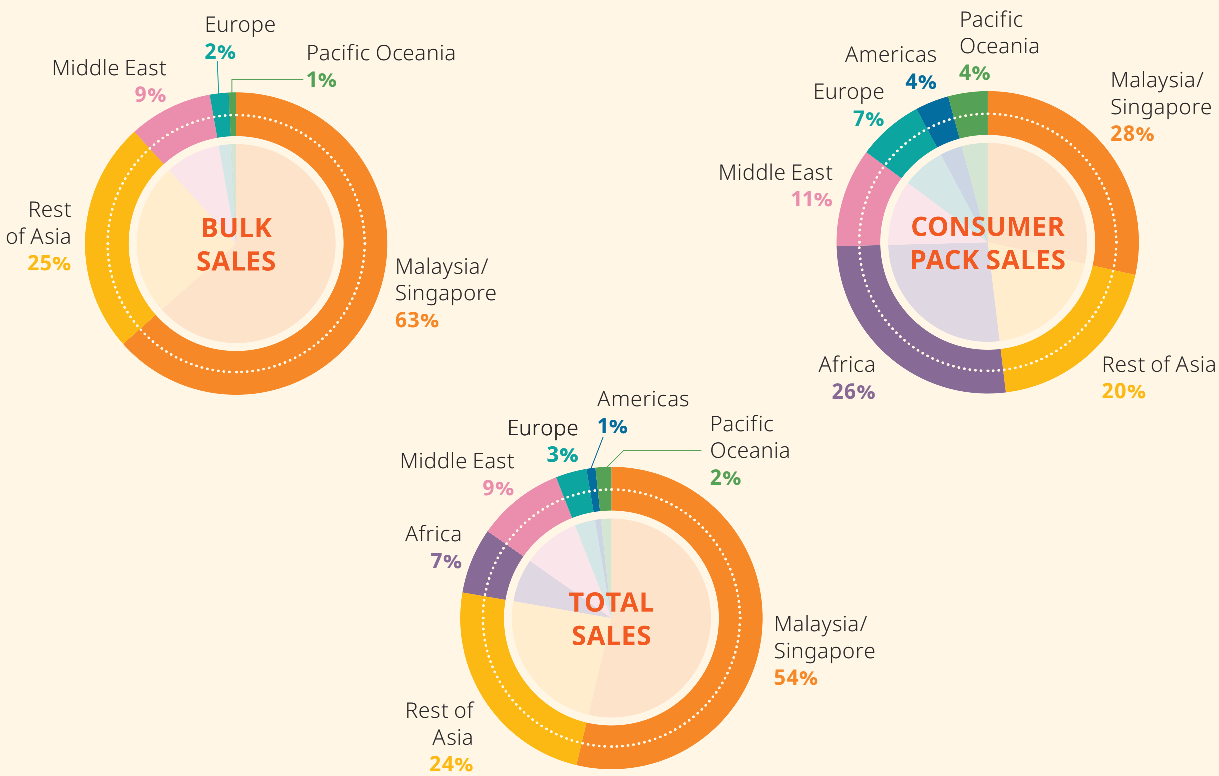
The Group reported sales revenue of US$4,782.0 million, reflecting a 16.0% year-on-year increase. This growth was primarily driven by a 5.1% increase in selling prices, coupled with a 10.3% increase in sales volume.

The Bulk segment accounted for 73.6% of total revenue, amounting to US$3,518.5 million, a 21.9% increase from the previous year. Meanwhile, the Consumer Pack segment contributed 26.4% of total revenue, amounting to US$1,263.5 million, with a 2.1% year-on-year growth.

The Group maintains a diverse global sales footprint, with products sold in over 140 countries in 2024. Notably, 46% of total sales were destination sales to customers outside Malaysia and Singapore. These sales were well-distributed, with contributions from the Rest of Asia, 24%, Africa, 7%, the Middle East, 9%, and the Rest of the World, 6%.

Within the Bulk segment, 37% of total sales were to destination markets, with the Rest of Asia, 25%, the Middle East, 9%, and the Rest of the World, 3%. In the Consumer Pack segment, 72% of total sales were to destination markets, demonstrating a well-diversified customer base. Sales were distributed across Africa, 26%, the Rest of Asia, 20%, the Middle East, 11%, Europe, 7%, and the Rest of the World, 8%.

GEOGRAPHICAL SPREAD*



* Based on billing addresses of the customers

OPERATING MARGINS

The Group has developed a large integrated food and agribusiness model over the last several decades by investing in both the midstream and downstream segments of the value chain within the attractive vegetable oil industry. Our economies of scale provide us with inherent operational flexibility. Over these years, we have developed sound risk management practices, enhanced our logistics and global distribution capabilities, and established our own consumer pack brands such as MOI and OKI. All these efforts have helped us deliver robust operating margins during normal industry conditions and resilient margins during tough economic cycles.

The Group measures and tracks performance in terms of Operating Margin per MT of sales volume and the resultant total operating margin ("**OM**"). OM is calculated as revenue, less cost of sales (excluding depreciation), selling and distribution expenses, (allowance for)/ reversal of expected credit losses of trade receivables, and foreign exchange gains/ (losses).

For the full year, the Group achieved a total operating margin of US$206.6 million, representing a 2.7% increase compared to the previous year. On a per MT basis, the operating margin stood at US$43.2, compared to US$46.4 in the prior year.

With the commencement of operations for our strategic investment in Indonesia in July 2024, the Bulk segment recorded a 14.3% increase in sales volume. However, its operating margins declined by 5.0% year-on-year, impacted by challenging market conditions leading to lower prevailing refining margins. While the Bulk segment faced margin pressures, the Consumer Pack segment demonstrated strong growth, underscoring the resilience of its diversified portfolio and global distribution network. The Consumer Pack segment achieved a record total operating margin of US$110.3 million, marking a 10.6% year-on-year increase.

The selling and distribution expenses increased US$41.3 million mainly due to higher sales volume on products subjected to export duty primarily originating from the export sales made by the new manufacturing plant in Indonesia. The selling and distribution expenses are generally passed-on to customers through the selling prices. The amounts may vary from period to period depending on the sale-terms with the customers.

Bulk and Consumer Pack segments contributed 46.6% and 53.4% of total operating margin respectively.

NET PROFIT

For the full year, the Group reported a net profit attributable to equity holders of US$38.8 million, reflecting a 4.4% decline from the previous year.

STRONG BALANCE SHEET

We actively manage our capital structure by maintaining a prudent debt-to-equity ratio. To support our long-term investments and working capital, we maintain a healthy combination of (i) equity (ii) non-current debt and (iii) current debt.

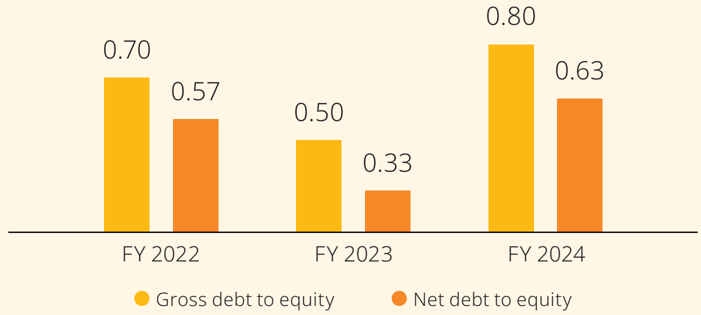
As of 31 December 2024, we had a gross debt-to-equity ratio of 0.80 and a net debt-to-equity ratio of 0.63. Our low net debt-to-equity ratio provides us with ample flexibility to raise additional debt in support of our growth plans or to utilise additional trade finance as required by business needs.

As of 31 December 2024, the Group's total equity stood at US$824.5 million, further strengthening its balance sheet. Long-term investments totaling US$517.1 million have been prudently funded, with 76.1% financed by equity and 23.9% by non-current debt. Additionally, the Group's working capital of US$826.1 million was funded 47.8% by current net debt, with the remaining 52.2% supported by equity. The Board of Directors regularly reviews the Group's capital structure and our long-term-to-short-term debt mix to ensure they are appropriately aligned with our long-term strategic objectives.

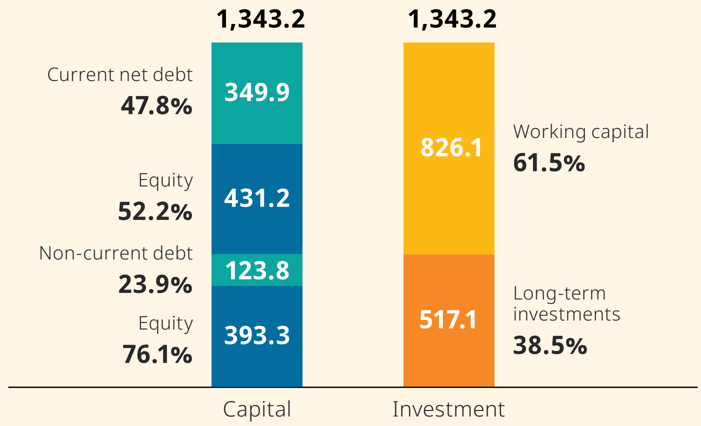
The increase in palm oil prices in the fourth quarter of 2024, the commencement of a new manufacturing plant in Indonesia, and higher revenue from products such as cocoa led to an increase in working capital requirements by US$270.6 million to US$826.1 million. Correspondingly, gross debt rose by US$270.0 million to US$661.6 million as of 31 December 2024.

Nevertheless, the Group's liquidity position remained strong with a current ratio of 1.52, reflecting effective working capital management.

DEBT TO EQUITY AND NET DEBT TO EQUITY



BALANCE SHEET (US$'mil)



We consistently ensure adequate working capital credit facilities to support our business needs. As of year-end, 60.5% of the total available credit facilities were utilised.

The Group's cycle time, calculated as inventory days plus trade receivables days minus trade payables days, extended slightly to 69 days, compared to 58 days in the previous year. This increase was primarily driven by higher average commodity prices and additional working capital requirements arising from expanded production capacity in Indonesia. Despite this, the Group continues to effectively manage working capital across its operations.

Forward Looking Strategy

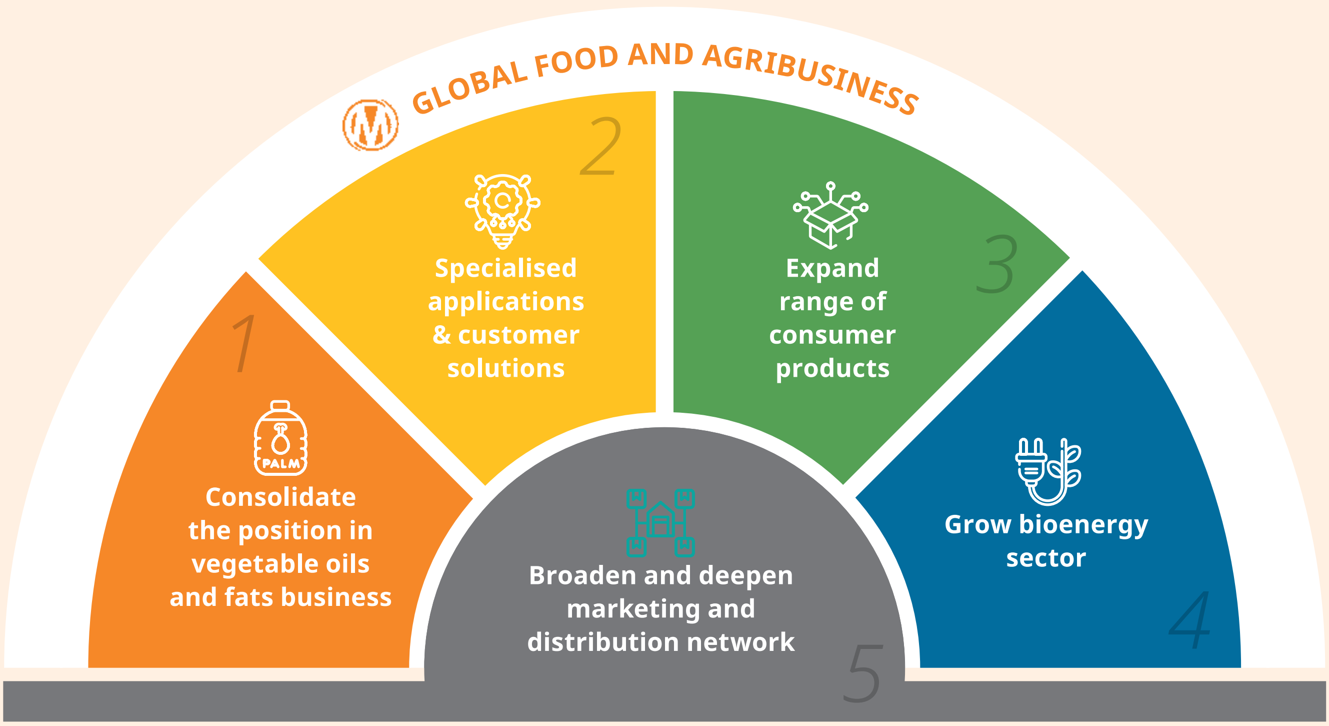
As a global food and agribusiness, we have demonstrated the resilience of our business model over the past several decades. Our integrated supply chain, spanning from midstream to downstream in the edible oils and fats business, encompasses large-scale integrated manufacturing facilities spread out across Malaysia, Singapore and Indonesia, as well as global distribution capabilities and a wide range of consumer products. With our strategic presence within this part of the end-to-end value chain, we efficiently satisfy the needs of both our customers and suppliers.

In terms of our global consumer products business, we remain dedicated to expanding our product range, cross-offering specialised applications and customer solutions. We continue to build a strong platform to deliver long-term value by investing in manufacturing facilities within or adjacent to our value chain and adding new products to our portfolio.

We are actively expanding our footprint and strengthening our presence in Indonesia. We acquired a small plantation and milling plant in Indonesia in the year 2018, followed by the acquisition of a majority shareholding in a vegetable oil refinery and packing plant in 2021 under a joint venture arrangement. We acquired a second milling plant in Indonesia in the year 2022, followed by a third milling plant in Indonesia in the year 2023. These acquisitions have enhanced our access to the supply of vegetable oil from Indonesia and have further consolidated our position as an integrated vegetable oils and fats business. We completed the construction of our greenfield edible oil refinery in Indonesia and commenced the first shipment from it in July 2024.

Our in-house R&D facilities enable us to develop and offer specialised applications and customer solutions for different industries such as food ingredients, infant nutrition, special functional oil, bakery fats and confectionery fats businesses.

Our dairy-based products manufacturing facility in Malaysia has facilitated significant marketing and distribution synergies within our Consumer Pack segment. Our tin-can making facility has minimised the lead times from order to delivery and expanded our flexibility to meet our customer packaging requirements.



Forward Looking Strategy

Our investment in a bioenergy plant adjacent to our Westport refinery in Malaysia has enabled us to expand our presence in the bioenergy sector. We have since doubled the capacity of our bioenergy plant and we believe biodiesel will continue to be an important catalyst for the industry.

We market and distribute a range of FMCG products such as oils and fats, rice, cashew, cocoa, food premixes and soap to more than 100 countries through a well-established global sales and distribution network, supported by our wide range of brands including our flagship brands OKI and MOI brands. We will continue to explore more consumer products that can be sold as a basket of products to our existing and prospective customers.

We remain continuously focused on our cost savings and sustainability efforts. We have gas turbine co-generation plants in our Malaysia refineries that contribute to cost efficiencies and have installed solar panels at various facilities to contribute towards a greener climate. Given the close links between the environment and human health, livelihoods, water and food security, we strive to implement key sustainability efforts, including environmental protection, conservation and sustainable management, at all levels of our operations.

The United Nations predicts that the global population will reach 9.7 billion[1] in 2050 with significant variations in population growth rates among different regions.

Sub-Saharan Africa is expected to see the most substantial increase, with its population nearly doubling from 1.1 billion to 2.1 billion. Meanwhile, Central and Southern Asia are projected to grow from 2.1 billion[2] in 2022 to 2.5 billion by 2050[3]. This population growth presents a sustainable opportunity for agribusinesses, particularly in the medium to long term. However, in the immediate future, macroeconomic, geopolitical, and climate-related volatility is expected to persist. Our large-scale integrated production facilities in Malaysia, expanding presence in Indonesia, established brands and widespread global supply chain network will enable the Group to continue to drive growth and success.

Our focus on expanding our integrated food and agribusiness strategy through demand-driven opportunities remains steadfast and we will continue to explore both organic and inorganic opportunities to achieve this goal. We remain committed to increasing our customer penetration across the globe by maintaining our manufacturing presence in critical geographies, supported by our marketing and distribution subsidiaries across key markets.

1 https://www.un.org/en/global-issues/population
2 https://desapublications.un.org/file/989/download
3 https://desapublications.un.org/file/989/download

Research & Development

Fats and oils are a crucial category in the global food industry, serving multifaceted roles beyond their nutritional value and vitamin content. They enhance texture, flavour, and sensory experiences, making them integral to food formulations.

At Mewah, we are driven by an unwavering commitment to placing our customers at the heart in everything we do. This customer-centric philosophy guides our research and development initiatives, ensuring that our products not only meet but exceed the evolving demands of the market.

NAVIGATING A DYNAMIC MARKET LANDSCAPE

The global market landscape is undergoing rapid transformation, influenced by climate change and shifting consumer preferences towards health-conscious, plant-based, and sustainable food solutions. Climate-related disruptions, including geopolitical conflicts, natural disasters, and changing agricultural patterns, have affected commodity markets, creating imbalances between supply and demand. This has heightened demand for alternative and innovative solutions, such as:

- specialty fats;
- frying oils with enhanced frying strength; and
- natural antioxidants,

which address challenges in cost efficiency, functionality, and sustainability.

PIONEERING SPECIALTY FATS FOR DIVERSE APPLICATIONS

Mewah's R&D efforts focus on developing specialty fats with specific functional properties, including improved stability, superior texture, and enhanced melting characteristics, making them ideal for applications in bakery, confectionery, and frying.

Our butter blend products serve as premium alternatives to pure butter, addressing consumer demands for health, affordability, and sustainability. In the confectionery segment, we provide premium cocoa butter equivalent product that can commonly use in chocolate and confectionery industries as a cost-effective alternative or supplement to cocoa butter. Besides, we also have range of products under category of cocoa butter substitutes ("**CBS**"), cocoa butter replacer ("**CBR**"), premium filling fats and spread fat, which support sustainable sourcing and production while maintaining excellent physical and chemical properties as well as sensory qualities.

Our dairy replacer solutions, such as milk fat replacers, butter oil substitutes, and various types of margarine tailored for different applications, offer versatile options that meet the expectations of plant-based diets without compromising taste or functionality. These products provide efficient, sustainable alternatives to traditional dairy fats while supporting our customers in achieving their sustainability goals.

Chocolate and confectionery indulgences made using our CBE MOIRA S2000.

Research & Development

ADVANCING FRYING OIL INNOVATIONS

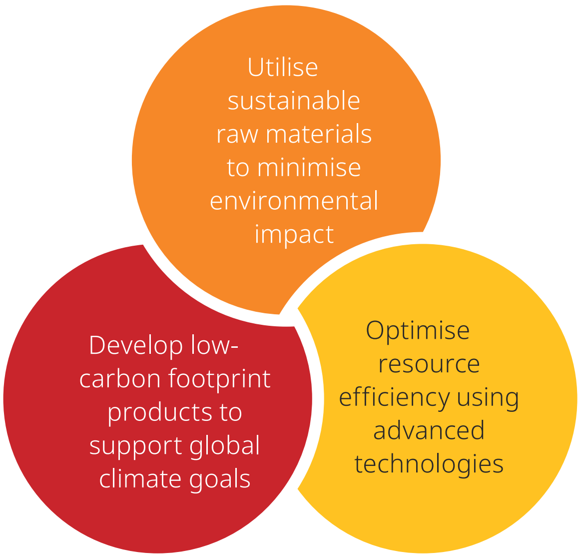
Perfecting perfection, Mewah continuously enhances frying oils formulations by developing oils with superior frying strength, taking into account stability, flavour retention, and extended usability. These oils are designed to maintain performance under high-temperature conditions, ensuring reduced waste and enhanced sustainability in food preparation processes. In line with health and sustainability trends, we incorporate natural antioxidants into our frying oil formulations to improve oxidative stability and prolong shelf life without the need for synthetic additives.

CONVENIENCE-DRIVEN PREMIX SOLUTIONS

In response to modern consumer lifestyles, Mewah has expanded its innovation pipeline to include convenient formulations for premix products. These solutions simplify food preparation while maintaining high standards of taste, quality, and nutritional value. By leveraging our expertise in specialty fats, we enhance the functionality, consistency, and shelf-life of premix products.

COMMITMENT TO SUSTAINABILITY & CLIMATE ACTION

Sustainability remains at the core of our R&D strategy. We actively seek to:



STATE-OF-THE ART R&D FACILITIES

Mewah's advanced R&D facilities, comprising state-of-the-art laboratories, pilot plants, and sensory evaluation centres, empowers us to:

- Develop formulations aligned with evolving market demands for health-conscious, sustainable, plant-based, and convenient products.
- Enhance the nutritional profiles while improving the environmental footprint of fats and oils.
- Innovate frying oils with superior frying strength and natural antioxidants for stability and health benefits.
- Collaborate with customers to co-develop tailored solutions that address market challenges and consumer needs.

SHAPING THE FUTURE OF SPECIALTY FATS & OILS

By integrating market insights, co-development initiatives, plant-based innovations, frying oil advancements, convenience-driven solutions, and customer-centric practices, we ensure that our specialty fats and frying solutions remain at the forefront of the global food industry. Mewah's unwavering focus on sustainability, wellness, and innovation positions us as a trusted partner in addressing global food challenges while delivering products that resonate with health-conscious and environmentally aware consumers.

Risk Management

OVERVIEW

The geopolitical conflicts and the U.S. election in 2024 contribute to a dynamic landscape marked by market volatility, geopolitical tensions, and evolving regulatory requirements. These challenges, combined with rapid technological advancements and environmental considerations, demand a proactive and resilient approach to risk management. In this environment, our risk management framework serves as a strategic pillar for sustainable growth and long-term value creation.

Risk management is deeply embedded in our strategic and operational decision-making processes. We recognise that a structured approach to identifying, assessing, and mitigating risks is essential for achieving business objectives and protecting shareholder value. While we strive to manage risks prudently, we acknowledge that not all risks can be eliminated. Instead, we focus on mitigating exposures to acceptable residual levels, ensuring they remain commensurate with potential rewards.

Our approach is guided by the Group's risk appetite, which considers a comprehensive assessment of the macroeconomic environment. This ensures that risks are meticulously balanced against strategic growth opportunities. To support business expansion, we continuously develop and refine centralised risk control functions, enabling efficient risk assessment and mitigation while maintaining flexibility to adapt to changing market conditions.

To reinforce our commitment to robust risk management, we are implementing automation initiatives to streamline operations, enhance risk visibility, and empower decision-making with data-driven insights.

RISK GOVERNANCE AND OVERSIGHT STRUCTURE

Our governance structure follows a four-tiered approach.

MEWAH'S RISK GOVERNANCE & OVERSIGHT STRUCTURE

Board's Audit Committee: Holds ultimate oversight responsibility and approving the risk appetite.

Executive Risk Management Team ("ERMT"): Leads risk management strategy development, oversees risk exposures, evaluates mitigation measures, overall monitors and improves effectiveness of risk management system.

Risk Department: Implements the risk framework, cultivates a proactive risk-aware culture, and integrates risk considerations into business activities.

Operational Level Risk Owners: Managers and employees across business units takes frontline ownership of risks and incident reporting, ensuring compliance with risk limits.

Risk Management

Mewah's Board of Directors through the Board's Audit Committee, which solely consists of three independent directors, provides independent oversight of the Group's risk, internal controls and governance to safeguard the company and its stakeholders.

Chaired by the CEO, the Executive Risk Management Team ("**ERMT**") drives the Group's risk strategy, with key leaders including the Chairman, Deputy CEO, CFO, and Head of Risk Management. The ERMT evaluates, monitors and review the overall effectiveness of the risk management system to achieve its strategic objectives. It ensures regulatory compliance and upholds best practices in risk management to enhance corporate resilience and long-term value creation and ensures a structured risk governance approach. It reviews and recommends to the Board's Audit Committee the Group's risk tolerance threshold, reviewing policies and procedures while managing exposures across products and regions.

The Risk Department acts as the custodian of the risk framework, tracking and measuring risks while ensuring compliance with established limits. It escalates significant issues, and leads training initiatives to embed a proactive risk culture. At the operational level, Risk Owners across business units identify and mitigate risks, ensuring effective controls. By integrating risk management into business processes, Mewah strengthens resilience, enhances decision-making, and reinforces its commitment to sustainable growth and stakeholder confidence.

This structured governance framework ensures both top-down and bottom-up engagement, aligning strategic objectives with operational realities while enabling informed decision-making and robust risk management across all levels.

MEWAH'S FOUR LINES OF DEFENSE MODEL

Mewah upholds a comprehensive risk management framework, aligned with global standards and industry best practices. Our structured approach ensures risks are systematically identified, assessed, and managed at all levels, reinforcing operational excellence and sustainability. To strengthen governance, we implement a Risk Management hierarchy, ensuring clear accountability across operational management, risk and compliance functions, internal audit, and executive oversight. This governance enhances risk anticipation, mitigation, and response, safeguarding stakeholders and reinforcing Mewah's position as a responsible industry leader.

Mewah's Risk Management Framework provides a systematic approach by integrating risk-informed decision-making, supported by Value-at-Risk ("**VaR**") and proactive hedging, while enhancing financial and operational resilience. Continuous stakeholder engagement is a priority, while the Risk Department leads training and workshops to instil a risk-aware culture. Risk mitigation, including forward contracts, natural hedging, and counterparty credit assessments, strengthens our ability to navigate market uncertainties.

The Internal Audit function reinforces Mewah's risk governance through a risk-based audit approach, focusing on high-impact areas. Aligned with strategic objectives and regulations, Internal Audit provides independent assurance to the Board and management, ensuring robust governance, risk management, and controls. By fostering a risk-aware culture, all levels of the group make proactive, informed decision, enhancing resilience and sustainable growth.

MEWAH'S FOUR LINES OF DEFENSE MODEL

Governing Body
Accountable to stakeholders for organisational oversight and ensures the Group's governance effectiveness through its leadership

Internal & External Assurance
Maintains primary accountability to the governing body and independence from the responsibilities of management

Oversee
Provides the framework, policies and systems to govern the process of risk assessment and risk management. Provides expertise and risk oversight. Monitors and ensures the adequacy and effectiveness of internal control

Manage
Owns and manages risks. Identifies, assesses, controls and mitigates risks on a day-to-day basis. Responsible for maintaining effective internal control and executing control procedures

Risk Management

KEY RISKS FOR MEWAH

Risk Category	Risk Type	Definition	Mitigations
Market Risk	Commodity Price Risk	Agricultural commodity prices are very volatile, with the price fluctuations driven by factors like supply and demand dynamics, geopolitical events, currency fluctuations, and weather conditions. In sourcing raw materials and selling manufactured products, the Group is exposed to commodity price fluctuations, as the sale and purchase commitments do not typically match at the close of each business day.	• The Board sets Group-level risk envelopes including market risk Value at Risk ("**VaR**"). The Risk Department allocates these limits across business units and monitors exposure to ensure compliance. • The positions are tracked and monitored against the limits set. This limit is reviewed regularly based on prevailing market conditions. • The Group uses derivative instruments, predominantly exchange traded futures for the purpose of managing exposures associated with commodity prices. The derivative instruments that we use for hedging purposes are intended to reduce the volatility in our operations. While these derivative instruments are subject to fluctuations in value, those fluctuations are generally offset for the hedged exposures by the changes in fair value of the underlying exposures. • However, as our major portion of inventories are valued at cost or net realisable value whichever is lower, no compensating fair value gain get recognised in our reported financial statements for inventories. Our net commodity position consists of our inventory of raw material and finished goods, forward purchase and sale contracts, and associated derivative instruments. The fair value of this position is a summation of the fair values calculated by valuing all our positions at quoted market prices for the period where available or utilising a close proxy. VaR is calculated on the net position and monitored at the 95% confidence interval. • The Group has been consistently working to actively manage and mitigate this inherent risk by systematic diversification of our product portfolio such as by increasing the sales volumes of consumer pack segment and value-added products.
Financial Risk	Counterparty and Credit Risk	We are subject to counterparty and credit risks that arise through our sale contracts and purchase transactions. This risk is influenced by global and local macroeconomic conditions, which contribute to ongoing volatility in commodity and financial markets, affecting the stability and reliability of business partners.	• Counterparties undergo rigorous due diligence to assess credit worthiness, including thorough evaluations of their financial standing, management capabilities, and performance track record. We leverage the strong internal knowledge of our commercial team and industry contacts to perform market background checks and further enhance this assessment. • The Risk Department allocates the Board approved limits across businesses and on individual parties, with consideration of Group's risk appetite as well as the size of relevant transactions in comparison to Group's Balance Sheet, set in accordance with defined approval hierarchies. Where possible, risks are mitigated through credit insurance, marine insurance, or bank guarantees. • The Group actively monitors credit and counterparty risks through regular reviews of exposures and credit analysis. • Existing credit limits are periodically reviewed after considering their payment history, transaction volume, and the duration of our business relationship, aligned with prevailing market conditions. • The Operational teams take their compliance obligations regarding international sanctions extremely seriously with support from the Risk, Legal and Treasury Departments.

Risk Category	Risk Type	Definition	Mitigations
Financial Risk	Foreign Exchange Risk	The Group's functional and reporting currency is in US Dollars ("USD"). Our key origin's exports are denominated in USD. The majority of our expenses and domestic sales are denominated in the respective subsidiary's local currency. The primary currencies we are exposed to directly or indirectly are Malaysian Ringgit, Euro, Singapore Dollar, Indonesian Rupiah, Australian Dollar and Chinese Yuan.	• Transactional foreign exchange exposures are managed by accessing forward FX markets, local currency borrowing as well as by implementing natural hedges within our business operations whenever possible. • As our consolidated financial statements are prepared in USD, this requires many of our subsidiaries financial statements to be translated from their respective local currency to the Group's reporting currency, USD. The fluctuations in the currency exchange rates due to this translation process also leads to foreign exchange gains or losses recognised in our reported financial statements. The equity in these countries is not hedged as these foreign currency exposures are considered long-term in nature.
	Liquidity (Cash Flow) Risk	Cash flow risk refers to the risk that the Company's cash flow will be insufficient to meet its liabilities when they become due.	• The Group continuously monitors its ability to meet cash flow requirements and evaluates its overall financial position. • Cash flow trends, debt maturity profiles, and market conditions are regularly assessed to identify optimal funding opportunities.
	Interest Rate Risk	• A major portion of our borrowings are from short-term trade finance banking facilities. These are used to fund our operations. • We also borrow term loans from banks. Such term loans are generally taken for funding our long-term investments.	• Our short-term loan facilities are generally linked to the prevailing interest rates. Our marketers budget these interest expenses into their product pricing, basis their forecasted cash conversion cycle, and recover from the customers. • Our long-term assets are substantially funded by equity, but we do avail ourselves of long-term loans from banks as part of our overall liquidity management strategy. We manage these term loans through our Group's capital management strategy. • The Group periodically reviews its financial ratios to assess its ability to service long-term loans.

Risk Management

Risk Category	Risk Type	Definition	Mitigations
Geopolitical Risk	Country Risk	Country risk refers to adverse impact on business operations due to political, economic, social, or environmental factors in a particular country.	• The Group continuously monitors country risk exposure across all regions of operation and stays informed about relevant news and events. The Group also takes political risk and terrorism risk insurance as per their assessment. • We ensure full compliance with local laws and regulations in each country where we operate.
Compliance Risk	Regulatory Compliance Risk	Regulatory compliance risk refers to the risk of failing to comply with laws and regulations that govern business operations, potentially leading to legal penalties, financial losses, and reputational damage.	• Driven by a robust governance framework and a proactive compliance culture, Mewah is positioned to uphold full regulatory adherence through continuous legal oversight, compliance tracking, and strategic engagement with regulators to navigate evolving industry requirements.
	Sanction Risk	Sanction risk involves the legal, financial, and reputational consequences of engaging with sanctioned entities, individuals, jurisdictions, or conducting prohibited transactions.	• Mewah has implemented a robust sanctions compliance framework. This includes regular risk assessments to identify exposure, due diligence on counterparties, and screening of transactions against major international sanctions lists. Employee training and awareness form a vital aspect of our sanction risk management strategy.
ESG Risk	Environmental Risk	Environmental risk arises from a company's impact on ecosystems, including pollution, deforestation, and resource depletion, leading to regulatory penalties and reputational harm.	• Through the implementation of various sustainability initiatives, Mewah is enhancing environmental stewardship by integrating eco-efficient technologies, achieving industry-recognised certifications, and strengthening its sustainability governance to mitigate long-term environmental risks.
	Social Risk	Social risk includes challenges related to labour rights, human rights, and community relations, which, if mismanaged, can result in reputational and financial losses.	• Mewah is reinforcing its commitment to responsible business practices by continuously enhancing ethical sourcing protocols, strengthening worker welfare initiatives, and advancing its grievance mechanisms to uphold the highest social responsibility standards.
	Climate-Related Risks	Climate-related risks encompass transition risks from regulatory shifts and physical risks such as extreme weather events, affecting business continuity and market positioning.	• Through a structured ESG governance framework, Mewah is integrating climate resilience strategies, optimising energy efficiency, and aligning with global sustainability benchmarks to ensure long-term business adaptability in response to evolving climate regulations.

Risk Category	Risk Type	Definition	Mitigations
Cyber & Data Security Risk	Cyber & Data Security Risk	Cyber and data security risks threaten critical IT systems, data integrity, and business operations, leading to potential financial and reputational damage.	• By continuously fortifying our IT cybersecurity architecture, enhancing system resilience, and embedding risk data analytics, Mewah is strengthening its ability to mitigate cyber threats, ensuring a secure and adaptive digital ecosystem.
Operational Risk	Safety, Health & Environmental ("**SHE**") Risk	SHE risk pertains to workplace safety, employee health, and environmental hazards that could lead to operational disruptions or legal liabilities.	• Through rigorous safety governance, predictive risk assessments, and continuous workforce training, Mewah is fostering a high-reliability culture that prioritises operational excellence and regulatory compliance in workplace safety and environmental management.
Reputational Risk	Reputational Risk	Reputational risk stems from negative publicity, ethical breaches, or operational failures that can erode stakeholder trust and brand value.	• Our policies, codes and standards focus on enhancing transparency in corporate communications, and strengthening stakeholder engagement, reinforcing Mewah's reputation as a trusted industry leader, prepared to navigate reputational challenges with agility.

Investor Relations at Mewah

At Mewah, Investor Relations ("**IR**") plays a role in bridging the Company with its shareholders and the broader investment community. This function reflects Mewah's unwavering commitment to transparent communication, equitable treatment of stakeholders, regulatory compliance and maintaining high standards of corporate governance while safeguarding commercial sensitivities.

Aligned with the principles of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Singapore Code of Governance 2018, Mewah is dedicated to ensuring the timely and accurate disclosure of material information, enabling informed investment decisions.

COLLABORATIVE ENGAGEMENT

The IR team works in close collaboration with management to execute key IR activities. Relevant and important feedback and inquiries are collected and reported to the Board of Directors.

EFFECTIVE COMMUNICATION CHANNELS

The IR team addresses and responds to investor queries actively via email, telephone, and during physical general meetings.

Shareholders have opportunities to engage directly with the Board and management during the Annual General Meeting.

The corporate website (www.mewahgroup.com) also provides comprehensive company information and relevant investor relations contact details. Investors can direct questions to Mewah via (ir@mewagroup.com).

TRANSPARENT AND ACCESSIBLE INFORMATION

Voting at the AGM is conducted through electronic polling, ensuring transparency. Detailed voting results are announced during the meeting and subsequently published on the SGXNET.

All announcements to the SGXNET are also accessible in the IR section of the corporate website, ensuring equal and timely access to information.

AWARDS AND RECOGNITION

Our investor engagement outreach and commitment to corporate governance gained due recognition by Singapore Corporate Awards held in August 2024, Mewah garnered "Best Managed Board" (Silver Award, S$300 million to less than S$1 billion market capitalisation category). In the 2024 Singapore Governance and Transparency Index 2024 published by NUS Business School's Centre, Mewah secured 75th position out of 477 publicly listed companies. This achievement positions Mewah as the third highest-ranked company among industry peers, irrespective of market capitalisation size.

Date	Event
2024	
Announcement of 2023 Full-Year Results	27 February 2024
Annual General Meeting	26 April 2024
Record Date Payment of 2023 Final Dividend (S$0.0061 cent/share)	7 May 2024 16 May 2024
Announcement of 2024 Half-Year Results	14 August 2024
Payment of 2024 Interim Dividend (S$0.0014 cent/share) Record Date	30 August 2024 22 August 2024
2025	
Announcement of 2024 Full-Year Results	28 February 2025
Annual General Meeting	29 April 2025
Proposed Final Dividend for FY2024 (S$0.0061 cent/share) Record Date[1] Payment Date[1]	 8 May 2025 21 May 2025
Announcement of 2025 Half-Year Results	14 August 2025

Note:

[1] Subject to approval of shareholders at the Annual General Meeting on 29 April 2025

[2] Any updates/ changes to the dates will be posted on www.mewahgroup.com.

Investor Relations Contact
For feedback and inquiries, please contact:

Investor Relations Team
Email: ir@mewahgroup.com
Tel.: +65 6829 5255

Building a More Sustainable World

Corporate Social Responsibility & Sustainability

Climate-related disasters have increased in severity and frequency over the past decade, and in 2024, climate-related disasters, including wildfires, drought/heat waves, floods and winter storms, have caused widespread damages, substantial economic losses, and regrettably significant fatalities. These disasters reinforce the urgent need to accelerate our climate action – not just by working harder and faster but by working smarter.

Over the next five years, Mewah will focus on leveraging technological advancements including digital innovations and artificial intelligence solutions to counter climate change and its impact on our ability to sustainably produce and deliver our products.

A LEGACY OF EFFICIENCY AND SUSTAINABILITY

As a home-grown Asian company with a legacy spanning over several decades, Mewah remains deeply rooted in traditional values. A key principle that defines our operations is "achieving more with less" and this is a crucial part of our climate action strategy. By optimising resource and energy efficiency, we aim to drive sustainable growth while minimising our environmental footprint.

GOVERNANCE AND OVERSIGHT: STRENGTHENING ESG COMMITMENTS

Our Board of Directors (the "**Board**") with the support of the Group's Strategic Sustainability Committee ("**SSC**") is responsible for managing and monitoring our Environmental, Social, and Governance ("**ESG**") Material Matters. This includes risk mitigation and the identification of opportunities related to sustainability/ climate-related issues that align and relevant to Mewah's long-term business goals.

To ensure effective execution, the SSC works closely with senior leadership teams and Heads of Departments ("**HODs**") across all business and functional units. This collaboration enables the development of strategic implementation roadmaps based on directives from the Board to ensure our business activities contribute positively to people, climate and planet.

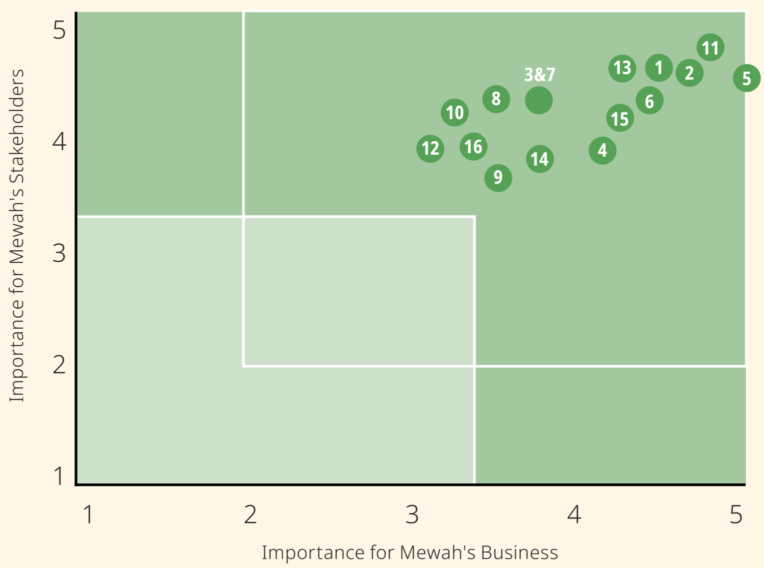
SUSTAINABILITY ORGANISATION CHART

REASSESSING MATERIAL MATTERS FOR GREATER RELEVANCE

In 2024, the Board initiated a reassessment of our ESG Material Matters, engaging both internal and external stakeholders to ensure relevance, alignment with evolving industry trends and our business operational priorities. This comprehensive review resulted in a refreshed Material Matrix which comprised of 16 Material Matters spanning
1) Good corporate governance;
2) Environmental Stewardship and
3) Social issues.

Mewah's Board has been honoured with the Silver Award for Best Managed Board at the Singapore Corporate Awards ("**SCA**")[1] 2024. The award falls under the category of SGX listed entities with a market capitalisation of S$300 million to S$1 billion. Mewah is proud to be acknowledged among this distinguished cohort for a diversified and effective board that has put in place long-term strategy and sustainability initiatives to create value for stakeholders.

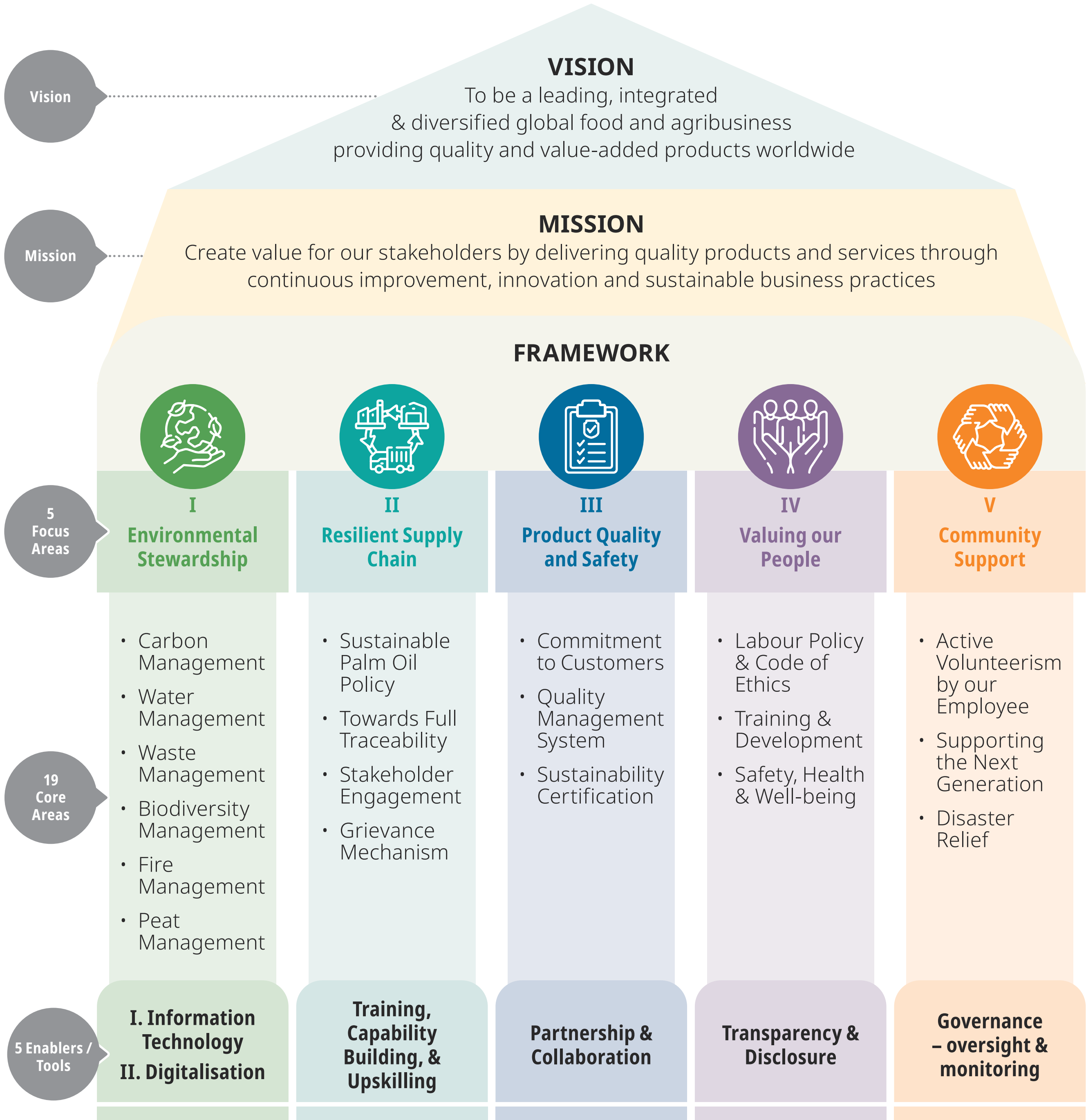
MEWAH'S MATERIALITY MATRIX 2024



No	Material ESG Matters
1	Corporate Governance
2	Anti-Bribery and Corruption
3	Sustainable Supply Chain
4	Innovation
5	Product Quality / Safety
6	Cyber-Data Security
7	Climate Action
8	Environmental Stewardship
9	Circular Economy
10	Nature / Biodiversity
11	Occupational Health and Safety
12	Smallholders
13	Human and Labour Rights
14	Local Communities
15	Training and Upskilling
16	Diversity, Equity and Inclusivity

[1] The SCA is jointly organised by the Singapore Institute of Directors, Institute of Singapore Chartered Accountants and the Business Times, with the support of SGX and the Accounting and Corporate Regulatory Authority of Singapore.

MEWAH SUSTAINABILITY FRAMEWORK: INTEGRATING SUSTAINABILITY INTO DAILY OPERATIONS



At Mewah, sustainability is embedded in the way we work. Through the Mewah Sustainable Framework, we integrate Sustainable and Responsible Practices into our daily operations and activities, making them part of our culture and 'Business as Usual'.

The framework comprises of five Focus areas with 19 Core initiatives, to drive positive value creation while minimising negative impacts across our operations and supply chain.

Corporate Social Responsibility & Sustainability

Our Solar PV Capacity in 2024 **more than doubled** compared to 2023

Average
33.5
Training Hours
per employees in 2024
(2023 : Ave 31.9 hours of training)

Zero
Fatalities

Conducted 2 Labour and Human Rights Due Diligence to ensure workers' welfare and rights are protected in accordance with International standards

35%
of senior leadership team are Female

22%
of employee received training on anti-bribery and corruption in 2024
(2023 : 6% of employee trained)

57%
Board Members are Female

Completed
27
on-site mill assessment

FOCUS AREA 1: ENVIRONMENTAL STEWARDSHIP

We are actively calculating our Greenhouse Gas ("**GHG**") Emission and in 2024, have established a comprehensive GHG inventory and prepared a GHG heatmap to identify opportunities to enhance energy efficiency, transition to clean energy source and to optimise resources. Our scope 3 GHG inventory includes 10 out of the 15 categories under scope 3, being

i. Purchased goods / services,
ii. Capital goods,
iii. Upstream transportation and distribution,
iv. Waste generated in operations,
v. Business travel,
vi. Employee commuting,
vii. Downstream transportation and distribution,
viii. Processing of sold products,
ix. Use of sold products
x. End of life treatment of sold products.

In FY2024, we installed additional Solar PV System and our capacity doubled compared to FY2023, and expanded our Rainwater Harvesting systems. Our plants have undergone a series of energy efficiency upgrades to reduce overall energy consumption. These improvements include:

i. Installation of economiser, steam control valve.
ii. Integration of intelligent and smart technology for waste heat and/or steam recovery.
iii. Automated shutdown of utilities systems during off-peak hours.
iv. Automation of cooling tower and hot water systems.

These initiatives provide multiple benefits, including:

i. Supporting the global climate action by reducing GHG emissions.
ii. Safeguarding and minimising the use of natural resources for long-term sustainability.
iii. Lowering production cost over the medium and long term, enhancing operational efficiency.

FOCUS AREA 2: RESPONSIBLE AND RESILIENT SUPPLY CHAIN

Our Responsible and Resilient Supply Chain is built through active and continuous engagements with our suppliers. We focus on:

i. Sharing best practices on ESG matters to drive continuous improvement.
ii. Traceability data collection to enhance transparency.
iii. Driving compliance with our Sustainable Policies.
iv. Supporting certification of MSPO, ISPO and/or RSPO.
v. Providing an accessible grievance mechanism for feedback, comments and to resolve any non-compliance issues.

Strengthening NDPE Commitments through On-Site Engagements

In 2024, we conducted on-site visits to 27 millers covering:

- Our Sustainable Palm Oil policy on No Deforestation, No Peat and No Exploitation ("**NDPE**") .
- Updates on the latest Traceability to plantation data.
- Raw material quality standards and requirements.
- Exploring climate action strategies to align with our sustainability goals.

Empowering Smallholders

Recognising their importance, our Indonesia Milling operations are actively engaging with smallholders in the surrounding communities on the following areas:

- Increase awareness of agriculture best management practices and agronomy knowledge.
- Promote occupational health and safety.
- Reinforce NDPE principles in smallholder operations.
- Support certification under Indonesian Sustainable Palm Oil ("**ISPO**") and Roundtable of Sustainable Palm Oil ("**RSPO**").

Cocoa Smallholder Success in Cameroon

In October 2024, Mewah's subsidiary in Cameroon officially achieved Rainforest Alliance ("**RA**") Certification of our first cohort of Cocoa Smallholders in Cameroon, Africa. The first cohort of cocoa smallholders consist of 1859 farmers, including 311 females and 1,548 males.

The RA Certification under Standard for farm requirement ensures adherence to rigorous environmental, social and governance ("**ESG**") criteria. In addition, MOI Foods Cameroon has opted to be audited against the four self-selected European Union Deforestation Regulation ("**EUDR**") requirements introduced by RA to comply with EUDR.

Capacity Building and Smallholder Support

MOI Foods Cameroon team worked closely with smallholders, providing:

- Farm boundary mapping and legal documentation compilation and recording.
- Training and upskilling throughout the year to increase knowledge on agriculture best practices to increase yield and guidance on safe usage/ handling and of pesticides and fertilisers and measures to reduce usage of these chemicals.
- Nature and Biodiversity conservation measure to eliminate deforestation risk.
- Governance and business administration guidance to uphold human and labour rights.
- Implementation of a transparent grievance mechanism.
- Improved financial literacy and access to financial services.

FOCUS AREA 3: PRODUCT QUALITY AND SAFETY

Ensuring product quality and safety is fundamental to our business success and growth. Our Total Quality Management System ensures strict adherence to food safety standards and protocols, with the ultimate goal of achieving zero product recalls across all manufacturing plants. This commitment has strengthened customer confidence and loyalty over the years.

Our Total Quality Management System is premised on Six Key Pillars:

i. ***SMART Targets***
   - Establish specific, measurable, achievable, relevant and time-bound goals and objectives to track progress effectively.

ii. ***HACCP - Hazard Analysis and Critical Control Points (HACCP) Implementation***
   - Identify potential hazards and critical control points in our production processes.
   - Establish preventive measures to eliminate risks, ensuring safe and quality products.

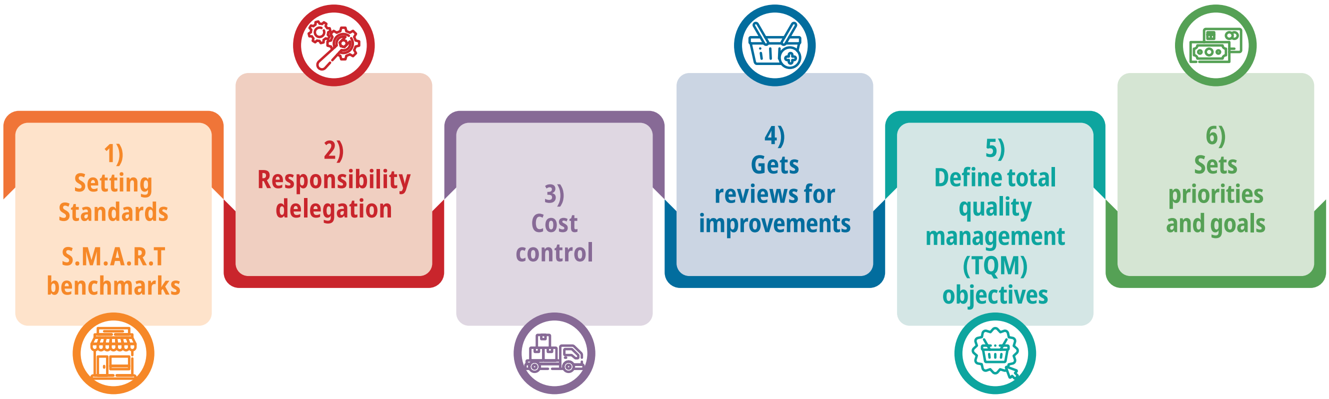
iii. ***Training and Capacity Building***
   - Conduct regular training and refresher briefings on food safety and quality.

iv. ***Supplier Quality Programme***
   - Maintain continuous engagements with suppliers to ensure that all raw materials and ingredients meet the required quality and safety standards.

v. ***Continuous Review and Audit***
   - Identify success stories, gaps and weaknesses for continuous improvement.
   - Facilitate cross-sharing across all business entities.

vi. ***Customer Feedback System***
   - Establish a systemically communication procedure and channel to address customer's feedback promptly and effectively.
   - Ensure products meet customers' expectations and regulatory requirements.

Corporate Social Responsibility & Sustainability



Good Health and Wellbeing for All

In recognising the wellbeing and needs of our consumers, we are proud to have 32 products under our house brand "**OKI**" carrying the Singapore 'Healthier Choice Symbol". These products include a range of cooking oils, beverages and seasonings, offering consumers healthier alternatives without compromising on taste and quality.

For a complete listing of our qualified products, please visit the following link (https://www.hpb.gov.sg/docs/default-source/pdf/website-list_as-of-30-november-2024.pdf?sfvrsn=dddcaa6d_3).

FOCUS AREA 4: VALUING OUR PEOPLE

At Mewah, our people are our greatest asset. Development of our People is a priority through upskilling, training, mentoring, ensuring good health and wellbeing, and adoption of reward and recognition programmes to foster a motivated and empowered workforce.

Employment and Human Resource Policies

With a workforce of over 3,779 employees, we strive to create a safe and respectful workplace. Mewah has adopted a series of employment policies to uphold and safeguard human and labour rights. This includes:

i. *Gender Equality Policy* (https://mewahgroup.com/upload/Sustainability/Mewah Group Gender Equality Policy.pdf)
ii. *Anti-Discrimination Policy* (https://mewahgroup.com/upload/Sustainability/Mewah Group Anti-Discrimination Policy.pdf)
iii. *Workplace Sexual Harassment Policy* (https://mewahgroup.com/upload/Sustainability/Workplace Sexual Harassment Policy.pdf)
iv. *Human and Labour Right Policy* (https://mewahgroup.com/upload/Sustainability/Mewah Group - Human Rights and Labour Policy.pdf)
v. *Whistleblowing Policy* (https://mewahgroup.com/WhistleBlowingPolicy.html)

These policies help to inculcate an inclusive, equitable and diversified culture within Mewah. We do not tolerate any form of forced and child labour in our value chain and have put in place a Public Grievance Mechanism (https://mewahgroup.com/Sustainability_GrievanceProcedure.html) and to facilitate the reporting of any poor practices in terms of labour and violation of human rights.

In 2024, we undertook two social risk assessment programme – MyVoice and Labour Transformation Programme – in collaboration with Proforest Sdn. Bhd. and Earthworm Foundation, two non-governmental organisations respectively.

These programmes reviewed and evaluated our human resource policies and labour practices, and conducted interviews with workers, focusing primarily on our migrant workforce. Key areas of assessment included:

- Recruitment practices
- Freedom of movement
- Health and safety
- Grievance procedure
- Workers' accommodation.

The assessments provided valuable insights and recommended the following improvement actions:

*i. **Enhancement of our ethical recruitment policy.***
*ii. **Ensuring open communication-strengthening feedback channels for workers to provide feedback and raise issues.***
*iii. **Enhancing transparency and understanding of the workers' employment contracts – translating contracts into worker's native language and providing clear briefing on the terms and conditions.***

The assessments found a strong health and safety system across our operations and workers' accommodation that meets legal and regulatory requirements. Most importantly, the findings affirmed that our workers feel safe and happy in their working environment.

Training and Development
In 2024, the average training hour for our workforce was 33.5 hours per employee, which is a slight improvement from 31.9 hours recorded in FY2023. Our i-learning platform is mobile and cloud-based, ensuring that training remains accessible anytime and anywhere. The training topics and modules include compliance, risk management, governance, digitalisation, OSHA, communication, leadership skills, sustainability framework and personal development.

Under our leadership development programme, managers are equipped with the necessary skills to establish a positive and productive workplace and to inspire and drive our people to deliver on our shared goals. The key training conducted in 2024 includes the following:

1. The 7 Habits of Highly Effective People®
2. The 6 Critical Practices for Leading a Team™
3. The 4 Disciplines of Execution®

FOCUS AREA 5: COMMUNITY SUPPORT

This focus area is underpinned by three core emphases.

i. Supporting the Next Generation
- Empowering young individuals through education and sports.

ii. Encouraging Employee Volunteering
- We strive to foster a culture of social responsibility and maintain connectivity with the community by encouraging our people to volunteer their time and efforts to support the less fortunate and those in need.

iii. Assisting in Times of Disasters
- In times of natural disaster, we extend our support by providing relief to affected communities in the locations wherever we operate to provide some relief and to help the people and community in their recovery process.

We take this opportunity to showcase a small selection of the support and assistance that Mewah provided.

Supporting our next Generation

In January 2024, our Indonesia milling operations provided some resources from our production plants to two groups of Research Students from the University of Jambi in their study to 'Optimise the generation of renewable energy from palm waste' and 'The beneficial effects of palm oil decanter cake and Phosphorus on the growth and yield of Shallots (allium ascalonicum) in ultisol soil'.

The resources provided consisted of Empty Fruit Bunch, Palm Kernel Shell, Empty Fruit Bunch Fiber, Effluent Sludge, Decanter Cake and Phosphorus Fertilisers.

Active volunteering and community aid

In Malaysia, our operating units organised Back-to-School program for underprivileged students at Sekolah Kebangsaan Kopok, Sekolah Kebangsaan Tanjung Surat, and Sekolah Kebangsaan Permas Jaya 1. This initiative provided essential school supplies and educational materials to help ease the financial burden of the low-income families, ensuring students are well-prepared for the commencement of their new school year.

The total number of people that benefited and received aid in FY2024 is **64,788 beneficiaries.**

Another notable initiative on supporting the next generation and active volunteering was a collaboration with Pertubuhan Kebajikan Shan De, where we organised the 'Visit Space & You' program, introducing children to the wonders of space exploration through interactive and educational activities. This initiative ignited their curiosity about science and technology and encouraged creativity and self-expression through colouring and quizzes, fostering a fun and engaging learning experience.

Disaster Relief

For disaster relief, our Indonesia operations carried out numerous repair works throughout the community by providing gravel, machinery and equipment after severe flood damaged roadways hampering movement and making transportation unsafe.

Collectively, our Indonesia mills and plantation distributed over 750 food baskets to aid flood victims. This helped to ease the burden of over 1,000 people that were severely impacted by flooding.

Corporate Information

BOARD OF DIRECTORS
Dr Cheo Tong Choon @ Lee Tong Choon
(Executive Chairman)
Ms Michelle Cheo Hui Ning
(Deputy Chairperson, Executive Director and CEO)
Ms Bianca Cheo Hui Hsin
(Executive Director and Deputy CEO)
Mr Eu Yee Ming Richard
(Lead Independent Director)
Professor Koh Annie
(Independent Director)
Datuk Dr Fawzia Binti Abdullah
(Independent Director)
Tan Sri Dato' A Ghani Bin Othman
(Independent Director)

AUDIT COMMITTEE
Chairperson
Professor Koh Annie

Members
Datuk Dr Fawzia Binti Abdullah
Tan Sri Dato' A Ghani Bin Othman

NOMINATING COMMITTEE
Chairperson
Mr Eu Yee Ming Richard

Members
Professor Koh Annie
Dr Cheo Tong Choon @ Lee Tong Choon
Datuk Dr Fawzia Binti Abdullah

REMUNERATION COMMITTEE
Chairperson
Mr Eu Yee Ming Richard

Members
Professor Koh Annie
Tan Sri Dato' A Ghani Bin Othman

SENIOR MANAGEMENT
Dr Cheo Tong Choon @ Lee Tong Choon
Ms Michelle Cheo Hui Ning
Ms Bianca Cheo Hui Hsin
Mr Rajesh Shroff
Mr Shyam Kumbhat
Mr Cheo Jian Jia
Ms Wong Lai Wan
Ms Agnes Lim Siew Choo
Mr Anil Dashrath Ingrole

COMPANY SECRETARY
Mr Abdul Jabbar Bin Karam Din, LLB

COMPANY REGISTRATION NUMBER
CR-166055

REGISTERED OFFICE
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Cayman Islands

SINGAPORE SHARE REGISTRAR AGENT
Boardroom Corporate & Advisory Services Pte Ltd
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Singapore 098632

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Level 12 Singapore 018936
Partner-in-charge: Ms Rebekah Khan
(Effective from the financial year ended 31 December 2020)

Investor Relations
Email: ir@mewahgroup.com

Sustainability
Email: groupsustainability@mewahgroup.com

Corporate Governance

Introduction

Mewah International Inc. ("**Mewah**") or the ("**Company**") was listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 24 November 2010.

Mewah has adopted the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore dated 6 August 2018 and amended on 11 January 2023 (the "**Code**") as the benchmark for its corporate governance policies and practices. For the financial year ended 31 December 2024 ("**FY2024**"), Mewah is pleased to report that it has complied, in all materials aspects, with the principles and provisions set out in the Code. Appropriate reasons have been disclosed for any deviations from any principles and/or provisions.

Mewah's Values

The Board of Directors (the "**Board**") of Mewah considers strong corporate governance as a fundamental responsibility to protect and enhance stakeholder value whilst pursuing sustainable growth in the financial performance of the Company and its subsidiaries (the "**Group**").

Mewah is committed to upholding and maintaining high standards of corporate governance to promote corporate transparency, accountability and integrity to enhance long-term stakeholder value. To support this commitment, Mewah has established policies and processes that enhance corporate performance, accountability, and sustainability.

The Board collaborates with the management to ensure these values underpin its leadership of the Company and guides the management and employees at all levels of the organisation in their respective roles within the Group.

Mewah remains part of the SGX Fast Track programme in 2024. This programme was launched by Singapore Exchange Regulation ("**SGX RegCo**") in recognition of listed companies which have maintained good corporate governance standing and good compliance track record. Companies under this programme will receive prioritised clearance on all submissions of corporate action to SGX RegCo.

In the Singapore Governance & Transparency Index 2024, Mewah ranked 75th out of 477 listed companies, demonstrating its strong commitment to governance excellence. This achievement places Mewah as third highest-ranked company among its industry peers, regardless of market capitalisation.

Corporate Governance

Corporate Governance Framework

Composition of the Board and Board Committees

Board of Directors	**Executive Directors ("EDs")** • Dr Cheo Tong Choon @ Lee Tong Choon (Executive Chairman) • Ms Michelle Cheo Hui Ning • Ms Bianca Cheo Hui Hsin **Independent Directors ("IDs")** • Mr Eu Yee Ming Richard (Lead ID) • Professor Koh Annie • Tan Sri Dato' A Ghani Bin Othman • Datuk Dr Fawzia Binti Abdullah **Key Objectives:** Provides entrepreneurial leadership and guidance by setting strategic directions and long-term goals of the Group to ensure that the necessary financial and human resources are in place for the Group to meet its objectives while establishing and maintaining appropriate and adequate systems of internal control and risk management processes to safeguards assets, mitigate risks and ensure regulatory compliance.
Audit Committee ("AC")	• Professor Koh Annie (ID and Chairperson) • Tan Sri Dato' A Ghani Bin Othman (ID) • Datuk Dr Fawzia Binti Abdullah (ID) **Key Objectives:** Assists the Board in the review of the Group's financial reporting, internal controls, audit function, and key risks under a risk management system.

Nominating Committee ("NC")	• Mr Eu Yee Ming Richard (ID and Chairperson) • Professor Koh Annie (ID) • Datuk Dr Fawzia Binti Abdullah (ID) • Dr Cheo Tong Choon @ Lee Tong Choon (ED) **Key Objectives:** Assists the Board in its succession planning by reviewing its size, balance and diversity in terms of skills, experience, gender, age, knowledge and competencies ensuring an effective and well-composed leadership team. It provides recommendations on the independence of directors, appointments, re-nominations and retirement of Directors while also evaluating the performance of the Board and the Board Committees, individual Directors and the Executive Chairman. Additionally, the Board oversees succession planning for key management personnel, including the EDs and CEO to ensure leadership continuity and long-term organisational stability.
Remuneration Committee ("RC")	• Mr Eu Yee Ming Richard (ID and Chairperson) • Professor Koh Annie (ID) • Tan Sri Dato' A Ghani Bin Othman (ID) **Key Objectives:** Assist the Board in the review and determination of remuneration of the Board and the KMP by establishing appropriate remuneration frameworks and policies that align with the Group's current and long-term objectives.

I. BOARD MATTERS

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.

The key features of Mewah's Board:
- Four out of seven Directors are independent non-executive Directors
- Four out of seven Directors are female
- Separation of the role of Chairman and Chief Executive Officer

<u>Provision 1.1</u>

<u>Board Responsibility</u>

Mewah is led by an effective and experienced Board, which collaborates closely with the management to drive the long-term success of the Group. The Board provides entrepreneurial leadership, setting strategic objectives and constantly safeguarding stakeholder interests while enhancing the returns of the Group. Under the Board's stewardship, the Group's businesses are expected to achieve sustainable and successful performance over the long term and is resilient in the face of the demands of a dynamic, fast-changing environment.

In FY2024, similar to previous financial year, the Board has not only fulfilled its statutory responsibilities but has also been collectively responsible and actively worked with the management to ensure the Company's continued long-term success by:

1. Providing entrepreneurial leadership and guidance, setting strategic directions and long-term goals of the Group to ensure that the necessary financial and human resources are in place for the Group to meet its objectives;

2. Guide the formulation of the Group's overall long-term strategic plans and performance objective;
3. Ensuring that appropriate and adequate systems of internal control and risk management processes are in place and establish a framework of prudent and effective controls which enable risks to be assessed and managed effectively;
4. Review and approve the Group's strategic and business plans including major funding proposals;
5. Monitor the performance of the Group against plans and goals;
6. Consider sustainability issue, and in particular environmental and social factors in the formulation of business strategies and corporate policies of the Group;
7. Identify and approve the applicable material environment, social and governance ("**ESG**") factors to ensure the Group's strategic approach to integrating sustainability in key aspects of its business and operations and to advance the Company's sustainability efforts and achievements; and
8. Monitor and ensure compliance with such laws and regulations as may be relevant to the business.

The Board has put in place clear written terms of reference for all Directors, which outline their duties and authorities with appropriate tone-from-the-top setting out the desired organisational culture to accomplish a shared goal. The Nominating Committee also has the process to send all newly appointed Directors the latest available version of Directors' Toolkit issued by the Singapore Institute of Director to ensure proper accountability within the Group.

Whilst providing leadership and strategic direction, the Board gives due recognition to the expectations of different stakeholders such as shareholders, lenders, employees, government agencies, suppliers, customers, competitors, business partners, NGOs and service providers. The Board is responsible for ensuring that the direction set is aligned to the Group's established values and standards, and due weightage is given to sustainability. It is also responsible for reviewing the management performance on a regular and continual basis.

Conflict of Interest

All Directors are required to avoid situations where their own personal or business interest may conflict or appear to conflict with the interest of the Group. In the event that a Director has a conflict of interest or it appears that he/she may have a conflict of interest in relation to any matters, the Director must declare his/her interest at a meeting of the Board or send a notice to the Board and the Company containing details of his/her interest in the matter and the actual or potential conflict and Directors must recuse himself/herself from deliberations and abstain from voting on any contract or arrangement in which they have a personal interest. Similarly, if the Chairman faces a conflict, the other Directors will elect a representative amongst themselves to preside over the discussion and lead the decision-making process in exclusion of the Chairman.

Provision 1.2

Board Orientation, Induction and Training

Directors are provided with opportunities to undergo relevant trainings and to continually improve the Board and Board Committees' performance. To support continuous learning and development, Directors can attend relevant conferences, seminars or training programmes in connection with their duties as Directors at the expense of the Company, enhancing their ability to contribute meaningfully to the Board and its Committees.

Newly appointed directors will receive an orientation bundle from the Nominating Committee ("**NC**") before their induction programme. This bundle includes key governance documents such as:

1. Memorandum and Articles of Association of the Company;
2. Terms of Reference for Board Committees;
3. All corporate policies and practices;
4. Mewah's latest Corporate Governance Report;
5. Guideline for Director Disclosure of Interest; and
6. The latest available version of Directors' Toolkit issued by the Singapore Institute of Director.

Corporate Governance

During the induction programme, senior management team will provide to the newly appointed Directors an overview of the Group's business operations, strategic framework, and governance structure to ensure proper accountability and alignment with the Company's objectives.

Additionally, the NC assesses each new Director's past directorship, qualifications, experience, and expertise to determine whether further training is required.

If a Director has no prior experience in listed companies, the Group will arrange him/her to undergo a prescribed training programme conducted by the Singapore Institute of Directors and such arrangement will be made within one year from the date of his/her appointment to the Board to ensure they are well-equipped for their roles.

As part of its commitment to governance excellence, Mewah welcomed Mr Eu Yee Ming Richard and Professor Koh Annie as IDs on 26 April 2024. Both bring valuable experience from their roles in SGX-listed companies. They attended the Company's induction programme on 12 April 2024 as part of their onboarding process. Mr Eu has successfully completed a programme of study on Board Sustainability Education (4-days Online Programme for Directors) designed by the University of Cambridge Institute for Sustainability Leadership and Earth on Board. Meanwhile, Professor Koh completed a sustainability course under Singapore Institute of Directors (SID) before joining Mewah.

To ensure ongoing compliance with evolving regulations, in FY2024, Rajah and Tann Singapore LLP conducted a physical briefing on regulatory updates and compliance. In particular, the key updates included (a) changes to Chapter 12 for annual reports released in 2025; and (b) changes to the sustainability reporting framework, including the incorporation of IFRS Sustainability Disclosure Standards which provide guidance on amongst others, climate transition plans.

The Board is regularly updated on pertinent business development, including the key changes in the relevant regulatory requirements and financial reporting standards, corporate governance, sustainability issues, industry specific business initiatives, and challenges on matters relating to the Group and its businesses to enable Directors to properly discharge their duties as Board or Board Committee members. The Group also conducts Business Plan discussion at least twice a year, allowing the Directors to review the Group's future plans and proposals for new business opportunities.

Relevant updates from the SGX-ST and the Accounting and Corporate Regulatory Authority ("**ACRA**"), along with news articles pertinent to the Group will be circulated to all Directors. Additionally, the Group will arrange for external auditors to provide annual updates to all Directors on new and revised financial reporting standards, as applicable to the Group.

To facilitate ongoing knowledge enhancement for directors, the following orientations and trainings were also attended during the year by some Directors:

- Change Management for an IA Enabled World;
- Leadership Training with Professor Boris Groysberg;
- Deep Dive into Retail Innovation with AI and Machine Learning;
- BlueGreen Breakthrough: Transforming Algae Threats into Climate Solutions with Eyal Harel;
- Harvard Executive Program;
- Creating Value in a Turbulent Era with HBS Professor Mihir A. Desai;
- A Day of Disruption with David Roberts; and
- IMD High Performance Leadership Program.

In addition, all the Board members have completed the SGX-recognised sustainability training course organised by the Singapore Institute of Directors as required by the enhanced SGX sustainability reporting rules (one director instead participated and completed another relevant programme - the Board Sustainability Education (4-days Online Programme for Directors) designed by the University of Cambridge Institute for Sustainability Leadership and Earth on Board) to equip themselves for the roles.

Provision 1.3

Matters requiring the Board's decision and approval

The Board sets the strategic direction for the management, and the management handles the day-to-day operational decisions. The Group has adopted internal guidelines governing matters that require the Board's approval which has been clearly communicated to the management. The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those prescribed limits to Board Committees and the key management.

The Board periodically reviews the adequacy of internal controls, risk management and transactions and overall credit limits to ensure that while there is delegation of authority, there are sufficient checks and balances in place to monitor compliance with delegated limits.

The following matters of strategic importance have been reserved for the Board's decision:

- Group's strategy and business plans of the Group;
- Capital expenditure, investments and divestments exceeding certain material limits;
- All capital-related matters including increase, decrease, or re-organisation;
- Dividend policy, declaration of dividend and dividend payments;
- All corporate policies and practices and Board Committees' Terms of Reference;
- Risk strategy, internal controls, and risk limit strategics and execution;
- Approval of credit limits and trade terms with related parties;
- Adoption of Interested Persons Transaction Mandate;
- Adoption of Share Purchase Mandate;
- Annual and half-yearly results announcements;
- Annual report;
- ESG material topics;
- Annual Sustainability report;
- Appointment of directors and key management personnel;
- Succession planning for directors and key management personnel; and
- Any other matters as prescribed under the relevant legislations and regulations, as well as the provisions of the Company's Memorandum and Articles of Association.

Provision 1.4

Delegation by the Board

To effectively execute its duties and to optimise operational efficiency, the Board has delegated specific functions to the Board Committees, namely Audit Committee ("**AC**"), Remuneration Committee ("**RC**") and Nominating Committee ("**NC**"). Each Board Committee is formed with clear written terms of reference setting out their compositions, authorities, duties and procedures governing the way in which it has to operate and how decisions are to be taken.

These terms of reference are reviewed annually or as necessary to ensure their continued relevance in light of evolving governance and regulatory requirements. Any amendments require Board approval.

In FY2024, minutes from all Board Committees and Board Meetings were provided to the Board and the Chair of each Board Committee, ensuring transparency and enabling the Chair of each committee to keep the Board informed of key discussions. However, it is emphasised that the ultimate responsibility for all matters rests with the Board.

Further information on the Board Committees is set out in the respective sections concerning Board Committees in this Annual Report.

Corporate Governance

Provision 1.5

Board Meeting and Attendance

After the amendments in Rule 705 of the Listing Manual of the Singapore Exchange Securities Trading Limited made effective from 7 February 2020, the Group is no longer required to release its unaudited financial statements on a quarterly basis. However, the Board continued to have its periodical Board of Directors' meetings as per its existing process and meets at least quarterly or more frequently when required or appropriate, to review the Group's operations and to ensure effective discharge of their responsibilities. The Board and the Board Committees' meetings are planned at least one year in advance to ensure maximum attendance by the participants and the meeting invitations are circulated to the Directors one year ahead, following consultation and agreement with all Board members. On rare occasion when a director is unable to physically attend a Board or Board Committee meeting at which they serve, he/she may attend by telephone or video-conference which is allowed under the Company's Memorandum and Articles of Association. Decisions of the Board and Board Committees may also be obtained via circular resolutions.

The Board Meetings to approve the half yearly financial results are held within 45 days after the end of the first half of the financial year, and not later than 60 days after the end of the financial year for the full year financial results. Ad-hoc meetings will be convened between the scheduled meetings as and when necessary to attend to any pressing matters requiring the Board's consideration and decision.

The Directors' attendance and the mode of the Board, and Board Committees meetings during the financial year ended 31 December 2024 is set out as follows:

Name	Annual General Meeting ("AGM")	Board Meeting	Audit Committee Meeting	Nominating Committee Meeting	Remuneration Committee Meeting
EXECUTIVE DIRECTORS					
Dr Cheo Tong Choon @ Lee Tong Choon	1	4	4*	3	3*
Ms Michelle Cheo Hui Ning	1	4	4*	3*	3*
Ms Bianca Cheo Hui Hsin	1	4	4*	3*	3*
INDEPENDENT DIRECTORS					
Mr Eu Yee Ming Richard(1)	-	3	3*	2	2
Professor Koh Annie(1)	-	3	3	2	2
Tan Sri Dato' A Ghani Bin Othman	1	4	4	3*	3
Datuk Dr Fawzia Binti Abdullah	1	4	4	3	3*
Dr Foo Say Mui (Bill)(2)	0	1	1*	1	1
Mr Robert Loke Tan Cheng(2)	1	1	1	1	1
No. of meetings held:	1	4	4	3	3

Note:
(1) Appointed at AGM held on 26 April 2024
(2) Retired at AGM held on 26 April 2024
* Attendance by invitation of the Committee

Corporate Governance

Mode of Meeting During the Financial Year Ended 31 December 2024

Quarter 4	-	Physical Meeting
Annual General Meeting	-	Physical Meeting
Quarter 1	-	Physical Meeting
Quarter 2	-	Virtual Meeting
Quarter 3	-	Virtual Meeting

Multiple Board Representations

All Directors are required to declare their board representations on a quarterly basis. When a director has multiple board representations, the NC will consider whether the director is able to adequately carry out his/her duties as a director of the Company, taking into consideration the director's number of listed company board representations and other principal commitments. Further disclosures on each director's present and the past three years of Directorship in a listed company have also been made from page 06 to 09 of "Board of Directors".

The NC has conducted a comprehensive assessment, including a thorough review of the Multiple Board Representation Confirmation, the quarterly List of Directorship submitted by all Directors, and the deliberations held during the NC meeting. Based on this examination, the NC is satisfied that Directors possess the requisite time and attention necessary for effectively fulfilling their duties as director of the Group. This conclusion holds true despite their concurrent appointments and commitments, ensuring the Group's affairs receive the requisite oversight and attention.

Provision 1.6

Access to complete, adequate, and timely information

The Group recognises an accurate and timely flow of relevant information is critical for the Board to be effective in the discharge of its duties. Prior to each Board and Board Committee meeting, and wherever otherwise needed, the management provides Directors with relevant, complete, adequate and timely information in soft copy followed by printed copies for those Directors who choose to receive meeting materials in print. The Board papers and related materials e.g. background or explanatory information are sent to Directors at least three calendar days before the Board and Board Committee meetings so that the Board/Committee members may better understand the matters prior to the meeting to have constructive discussions and for queries to be raised in the meeting. Directors are also regularly updated on developments and significant events pertaining to the Group's business operations to ensure they remain equipped to make informed decisions. However, sensitive matters may be tabled at the meeting itself or discussed without any papers distributed. Explanatory information and background details pertaining to sensitive matters will be provided during the meetings, offering Directors valuable insights. Under the current terms of reference, when necessary, senior management and/or the relevant employees will be invited to attend Board meetings to answer any queries from Directors.

Provision 1.7

Independent Professional Advice and Access to Management

Directors can request additional information and have full access to management. Management provides information requested by Directors for their meetings and decision making in a timely manner. If there arises a need to seek independent professional advice on matters relating to the businesses of the Group or issues affecting duties of the Directors, the Company will facilitate the appointment of relevant professional advisers at its own cost.

Company Secretary

The Directors have unrestricted access to the Company Secretary to facilitate the direct flow of information when necessary. The Company Secretary assists the Chairman and the Chairpersons of each Board Committee in the development of the agendas for the various Board and Board Committee meetings to ensure that the Board procedures are observed, and that applicable rules and regulations are complied with. The Company Secretary or his nominees are required to attend all General, Board, and Board Committees' meetings and prepare minutes of meetings. The Company Secretary or his nominees is also responsible for, among other things, ensuring that the relevant rules and regulations, including requirement of the Companies Act, Securities and Futures Act, and the Listing Rules of the SGX-ST, are complied with.

The appointment and removal of the Company Secretary are subject to the approval of the Board.

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 interest of the company.

<u>Provision 2.1, 2.2, 2.3</u>

Provision 2.1 Board Independence
Provision 2.2 Independent Directors make up a majority of the Board where the Chairman is not Independent
Provision 2.3 Non-Executive Directors to make up a majority of the Board

Currently, the Board consists of seven directors, of whom four are considered independent by the Board. With majority of the Board made up of independent directors, including independence from the substantial shareholders or officers of the Company, the Board can exercise independent and objective judgement on corporate affairs of the Group. It also ensures that key issues and strategics are critically reviewed, constructively challenged, fully discussed, thoroughly examined and ensures the decision-making process is not dominated by any individual or small group of individuals.

The independence of each director is assessed and reviewed annually by the Nominating Committee ("**NC**"). In the review and deliberation of the independence of the four independent directors, the NC has considered the applicable Listing Rule 210(5)(d) and the guideline for independence set out in Provision 2.1 of the Code, including whether a director has relationship with the Group or any of its related company, its substantial shareholders or its officers and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the interest of the Group.

Each independent director is required to complete an annual declaration to confirm their independence based on the applicable Listing Rules and the guidelines as set out in the Code. The directors must also confirm whether they consider themselves independent despite not having any relationship identified under the applicable Listing Rules and the Code.

In FY2024, the NC has assessed and is satisfied that all the four non-executive independent directors, namely Mr Eu Yee Ming Richard, Professor Koh Annie, Datuk Dr Fawzia Binti Abdullah, Tan Sri Dato' A Ghani Bin Othman are independent as they do not have any relationship with the Group, its related corporations, its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgment with a view to the best interests of the Group, and they are able to exercise objective judgment on corporate affairs independently from management and its substantial shareholders.

Corporate Governance

As part of Mewah's Board renewal process and in compliance with SGX regulations, which stipulate a maximum tenure of nine years for Independent Directors on the boards of SGX listed issuers, no IDs on Mewah's Board have served for nine years or more. This reflects Mewah's commitment to regulatory compliance and also is an integral part of our broader board renewal strategy, ensuring continued independence, fresh perspectives and effective governance.

The Group has complied with the relevant provisions as majority of the Board members are non-executive independent Directors.

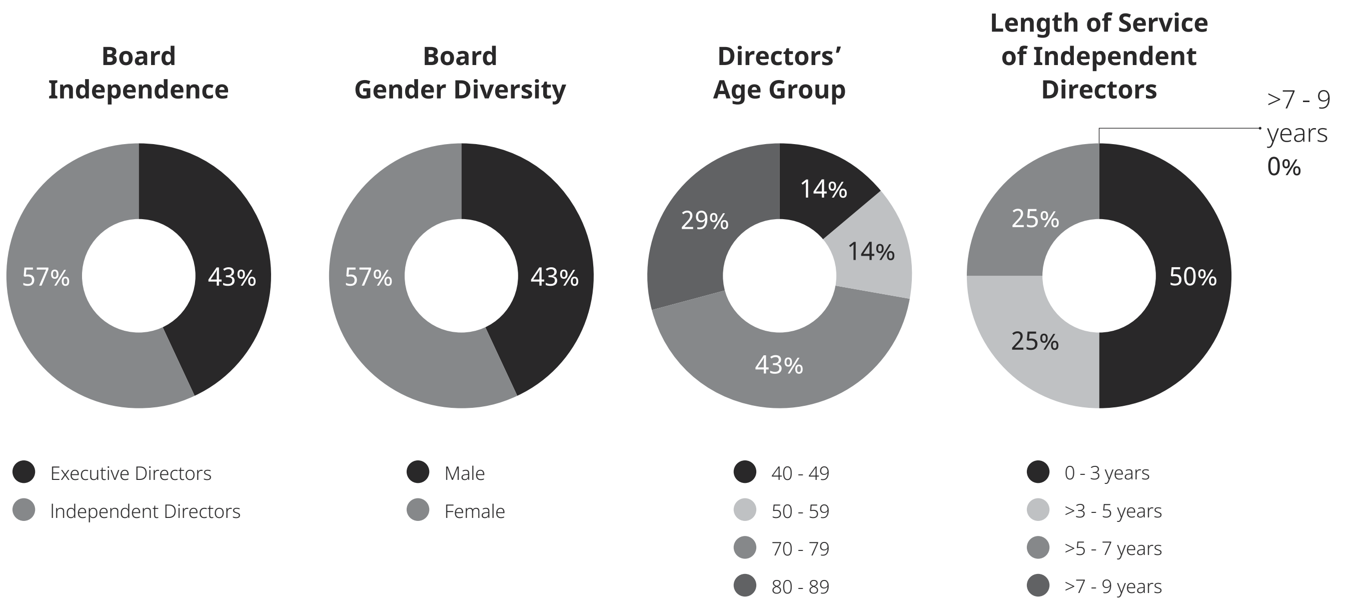
Provision 2.4

Board Size, Composition, Diversity and Balance

For FY2024, the NC conducted its annual review on the composition and size of the Board including the skills, knowledge, experience, gender, age, and core competencies and concluded that they were appropriate, taking into account the scope and nature of the operations of the Group. The NC also noted that there was adequate diversity among the Board members. The Board comprised members of both genders and from different backgrounds whose core competencies, qualifications, skills and experience met the requirements of the Group.

As part of the annual assessment process, the NC reviewed the competency matrix of the Directors, taking into account their respective areas of specialisation and expertise and was satisfied that members of the Board possess the relevant core competencies in the areas of the Group's food and agribusiness and geographical operations, and various critical areas such as strategy formulation, manufacturing, marketing, legal, taxation, finance, accounting, and corporate compliances. With their varied experience in the different industries and areas of expertise, Independent Directors play a crucial role in challenging the Board to develop strategies in the best interests of the Group. They also contribute independent perspectives in reviewing the performance of the management in meeting agreed goals and objectives, and performance monitoring. The Board is in concurrence with the NC's assessment.

As at 1 March 2025, details of the Board composition are as follows:



Corporate Governance

Board Diversity Policy

The Group has adopted a Board Diversity Policy which recognises that a diverse Board will enhance the decision-making process by utilising the variety in skills, knowledge, industry and business experiences, gender, and other distinguishing qualities of the members of the Board to avoid groupthink and bias and foster constructive debate and achieve effective decision making in the best interest of the Group. Under the Board Diversity Policy, the NC will also discuss and recommend to the Board the appropriate measurable targets for promoting and achieving diversity in the composition of the Board and Board committees.

In reviewing the Board composition and succession planning, the NC considers various aspects of diversity, with all Board appointments and re-appointments based on merit, and due consideration will be given to a candidate's suitability in strengthening the diversity of skills, experience, gender, knowledge, age and core competencies of the Board relevant to the Group.

The Company's diversity targets, plans and timelines, and progress updates are outlined below.

Diversity Targets, Plans and Timelines	**Targets Achieved/ Progress Towards Achieving Targets**
Gender	
Appropriate balance of gender diversity by appointing a minimum of two female directors to the Board. **How it serves the needs and plans of the Company?** The Company believes that an optimum mix of men and women on the Board will provide different approaches and perspectives.	Achieved - As at the end of FY2024, four out of seven Directors are female. This represents 57% of the Board.
Knowledge and Industry & Business Experience	
At least one director with extensive knowledge of the operating environment in two of Mewah's major operational countries. **How it serves the needs and plans of the Company?** The Company believes that having a director with deep knowledge of the two major operational countries enhance regulatory compliance, fosters stakeholder relations, mitigates risk, and drives innovation in our food and agribusiness.	Achieved - As at the end of FY2024, the Board is comprised of at least one Independent Director with extensive knowledge in Malaysia vs Indonesia and Singapore vs Malaysia and all Executive Directors with extensive knowledge in Singapore vs Malaysia.
Board Independence	
Independent directors constitute a majority of the Board. **How it serves the needs and plans of the Company?** The Company believes maintaining a balanced level of independence among directors fosters unbiased decision making, strengthens corporate governance and cultivate director's independent business judgment, all aimed at the best interests of the Group.	Achieved - As at the end of FY2024, four out of seven Directors are non-executive Independent Director. This represents 57% of the Board.

The profile of each director is set out on pages 06 to 09 of this Annual Report.

Corporate Governance

Mewah has once again been recognised for its strong diversity. Building on our achievement in the inaugural Singapore Board Diversity Index (2020) - where our Board was ranked First among the Mid-Cap Companies category and Fourth among all 704 companies with primary-listing on the SGX – Mewah has received further accolades in 2024 and 2025:

- **Best Managed Board (Silver) – Singapore Corporate Award 2024**
  Awarded in the category for SGX-listed companies with a market capitalisation of between S$300 million to S$1 billion.

- **Exemplary Board Diversity – 2025 Singapore Board Diversity Index (2025 BDI)**
  Launched on 20 January 2025, the 2025 BDI, developed by WTW in collaboration with the Singapore Institute of Directors (SID) and James Cook University (Singapore Campus) (JCU), and in consultation with the Singapore Exchange (SGX) and supported by the Accounting and Corporate Regulatory Authority (ACRA)-analyses board diversity across 553 SGX-listed companies.

<u>Provision 2.5</u>

Meeting of Independent Directors without Management

The Independent Directors, led by the Lead Independent Director, meet amongst themselves at least once a year without the presence of the management, the Executive Chairman and the Executives Directors to discuss the issues arising from the internal and external audits. The feedback and views expressed by the Independent Directors was communicated by the Lead Independent Director to the Board and/or the Executive Chairman, as appropriate.

In 2024, a meeting of all IDs with internal and external auditors was convened on 26 February 2024 without the presence of the management or the Executive Chairman, and the feedback and views expressed by the IDs were communicated by the Lead Independent Director to the Board and/or the Executive Chairman, as appropriate.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

PRINCIPLE 3

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

<u>Provision 3.1, 3.2</u>

Provision 3.1 Separation of the Role of Chairman and the Chief Executive Officer ("CEO")
Provision 3.2 Role of Executive Chairman and CEO

The roles of the Chairman and the Deputy Chairperson cum Chief Executive Officer ("**CEO**") are separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

The Executive Chairman, Dr Cheo Tong Choon @ Lee Tong Choon ("**Dr Cheo**") plays an instrumental role in developing the business of the Group and provides the Group with strong leadership and vision. Dr Cheo has been the force behind the success of the Group and works closely with the (i) Deputy Chairperson cum CEO & Executive Director, (ii) Deputy CEO & Executive Director; and (iii) the management. Please refer to Dr Cheo's profile on page 06 of this Report.

Corporate Governance

Ms Michelle Cheo Hui Ning, daughter of Dr Cheo, is the Deputy Chairperson, Executive Director cum CEO of the Group. She is responsible for the overall execution of strategy as endorsed by the Board and for operational performance, new business development and organisational excellence. Please refer to Ms Michelle Cheo's profile on page 06 of this Report.

Ms Bianca Cheo Hui Hsin, daughter of Dr Cheo and sister of Ms Michelle Cheo, is an Executive Director and Deputy CEO of the Group. She contributes to the Group's overall strategy with a particular focus on the Consumer Pack segment, including brand development and managing sales of premium customised oil & fat products. Please refer to Ms Bianca Cheo's profile on page 07 of this Report.

All major proposals and decisions made by the Chairman and CEO undergo thorough discussion and review by the Board. Their performance and appointments are subject to periodic review by the NC which comprises all independent directors except Dr Cheo. Dr Cheo, as a member of the NC, abstains from voting on all resolutions or proposals related to, or that may be suspected to have, a conflict of interest. Their remuneration packages are reviewed annually by the Remuneration Committee ("**RC**"). The RC consists of only independent directors. The Board believes that there are sufficient strong and independent elements and adequate safeguards in place against a possible concentration of power and authority that a familial relationship exists between the Chairman and the CEO.

The key responsibilities of the Chairman are: -

- leading the Board, facilitating effective contribution of all Directors and promote comprehensive, rigorous and open discussion during the Board meeting with the Directors, as well as between the Board and the management;
- setting the agenda and ensuring that the Directors receive complete, adequate and timely information and that adequate time is available for discussion of matters on the agenda, particularly on matters relating to strategics;
- building constructive relations within the Board, and between the Board and the management to ensure proper execution of the strategics and direction decided by the Board;
- facilitating effective contribution of the Independent Directors;
- ensuring constructive communication and engagement with shareholders takes place in every general meeting; and promoting standards of corporate governance.

Provision 3.3

Lead Independent Director

Acknowledging that the Chairman of the Board holds an Executive Director position and thus lacks independence, the Board has appointed a Lead Independent Director who serves as a vital intermediary, providing a sounding Board for the Chairman and facilitating communication between the Independent Directors and the Chairman.

The Lead Independent Director, Mr Eu Yee Ming Richard provides leadership in situations where the Chairman may be conflicted and to ensure a balance of power and authority, such that no one individual has unfettered powers of decision making. The Lead Independent Director acts as a bridge between the Independent Directors and the Chairman as well as representing shareholders' interests. As Lead Independent Director, Mr Eu is readily available to shareholders and stakeholders if they have concerns for which contact through normal channels of communication with the Chairman or management may be inappropriate or inadequate. Shareholders may email to ir@mewahgroup.com which will channel the same to Mr Eu directly. There was no query or request on any matters received in FY2024 which require the Lead Independent Director's attention.

Corporate Governance

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.

Provision 4.1, 4.2

Provision 4.1 Key terms of reference of Nominating Committee
Provision 4.2 Membership of Nominating Committee

To ensure that the governance and business needs of the Group are adequately addressed, the Board has established a Nominating Committee (the "**NC**") to regularly review the capabilities of the Directors collectively by taking into account their skills, experience, gender & age diversity and industry knowledge.

The NC comprises three Independent Directors and one Executive Director. The Chairman of NC is Mr Eu Yee Ming Richard who is also the Lead Independent Director.

Please refer to page 47 on the names of the members and the composition of the NC.

The Board reviews the size and composition of the Board at least twice in a year, taking into account the need for progressive renewal of the Board, and each Director's competencies, commitment, contribution, and performance.

The NC makes recommendations to the Board on all Board appointments, Key Management Personnel ("**KMP**") as well as appointments of those who have relationship with director/CEO/substantial shareholder. In reviewing the Board composition and in identifying suitable candidates for appointment to the Board, the NC will ultimately form their decisions based on the following principles:-

(a) Skills, experience, knowledge, gender, and age diversity;
(b) At least one director with extensive knowledge of the operating environment in the two of Mewah's major operational countries; and
(e) Non-executive directors make up a majority of the board, where the Chairman is not independent.

NC's key responsibilities include the following:

(i) Identifying candidates for nomination and making recommendations to the Board on all Board appointments;
(ii) Re-nomination of the directors in accordance with the Memorandum and Articles of Association and the applicable rules and the Code, having regard to the director's contribution and performance;
(iii) Determining the independency of an independent director annually in accordance with the applicable rules and the Code;
(iv) Deciding whether or not a director is able to and has been adequately carrying out his duties as a director;
(v) Reviewing the balance and diversity of skills, experience, gender, age, knowledge, competencies of the Board, and its size and composition;
(vi) Reviewing and recommending the training and professional development programmes for the Board; and
(vii) Developing and recommending to the Board a process of evaluation of the performance of the Board, Board Committees, and directors; and
(viii) Reviewing of succession plans for directors, the Chairman, the CEO and KMP.

Three NC meetings were held in 2024. After each NC meeting, the NC Chairman provided updates and relevant recommendations to the Board. The Company Secretary maintains records of all NC meetings including records of key deliberations and decisions taken.

Provision 4.3

Selection, Appointment and Re-Appointment of Directors

The NC is responsible for recommending identified candidates to the Board to fill vacancies arising from resignation or retirement, or if there is a need to appoint additional directors to fill a competency gap in the Board. The potential candidate may be proposed by existing directors, the management or through third-party referrals.

The Group has established a structured process for selecting and appointing new directors. This process includes, inter alia:

a) The NC assesses the desired competencies and attributes of the Board taking into account the Group's businesses and its strategic objectives and the need for diversity on the Board;
b) Candidates are evaluated based on their skills, knowledge, experience, gender, age and overall fit within the Board's competency matrix;
c) New Directors may be sourced through various channels, including recommendations of Directors, management or external agencies, if necessary;
d) Shortlisted candidates are required to furnish their curriculum vitae, stating in detail their qualification, working experience, employment history to facilitate an assessment of their independence and regulatory compliance;
e) NC accesses suitability and commitment of the potential candidate;
f) NC makes recommendations to the Board for approval during the NC and the Board meeting; and
g) All Board appointments require approval during Board meetings and are formalised through written resolutions.

In 2024, no engagement of external agencies in selection and appointment of new Directors was done.

In assessing re-appointment of the directors, the NC evaluates based on several criteria, including qualifications, contributions, and independence of the directors. In accordance with the Company's Memorandum and Articles of Association, each director shall retire at least once every three years. A retiring director shall be eligible for re-election subject to approval by the shareholders at the Annual General Meeting ("**AGM**"). New directors appointed by the Board will hold office only until the next AGM following their appointments and will be eligible for re-election thereafter. Such directors are not taken into account when determining the directors who are to retire by rotation. Each member of the NC is required to abstain from deliberating, participating, or voting in matters relating to him/her, including the assessment of his/her performance and re-nomination as director.

The Board generally does not have the practice of appointing alternate directors.

Key information on Directors

Key information regarding each director's qualifications, date of first appointment, present and directorship history for the past three years are presented on pages 06 to 09 of this Annual Report. The NC had recommended to the Board the re-election of Ms Michelle Cheo Hui Ning, who will be retiring pursuant to Article 86 of the Company's Memorandum and Articles of Association at the forthcoming AGM. The director retiring by rotation has consented to continue in office.

Corporate Governance

The additional information on Ms Michelle Cheo Hui Ning, being the Director who have been nominated for re-election, pursuant to Rule 720(6) of the SGX-ST Listing Manual, include the following:

Name of Person	Ms Michelle Cheo Hui Ning
Date of Appointment	29 October 2010
Date of last re-appointment (if applicable)	28 April 2022
Age	50
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process).	The Board having considered and accepted the recommendation of the Nominating Committee and assessed Ms Cheo's overall contributions and performance, is of the view that she is suitable for re-appointment as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Please refer to "Board of Directors" on page 06.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	• Deputy Chairperson of the Board of Directors; • Executive Director; and • Chief Executive Officer
Professional qualifications	Please refer to "Board of Directors" on page 06.
Working experience and occupation(s) during the past 10 years	Please refer to "Board of Directors" on page 06.
Shareholding interest in the listed issuer and its subsidiaries	Yes. Please refer to "Statistic of Shareholdings" on pages 173 to 174.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	• Daughter of Dr Cheo Tong Choon @ Lee Tong Choon (Chairman, Executive Director and substantial shareholder); • Sister of Ms Bianca Cheo Hui Hsin (Executive Director, Deputy Chief Executive Officer and substantial shareholder); • Sister of Mr Cheo Jian Jia and Ms Sara Cheo Hui Yi (substantial shareholders).
Conflict of interest (including any competing business)	NIL

Corporate Governance

Name of Person	Ms Michelle Cheo Hui Ning
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
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 Listing Rule 704(9)	
Past (for the last 5 years)	Singapore Chinese Orchestra (Director)
Present	Mewah International Inc. One Marthoma (CI) Inc. Pandan Loop International Inc. Cavenagh House International Inc. Hua Guan Inc. Mewah (HK) Limited Mewah China (HK) Limited Dr T.C. Pierre (Cayman Islands) Inc. Eighteen Tenth Nineteen Forty Four Inc. Unity Investment Inc. Cheo @ Berrima Inc. Moi Chemicals Limited J.J. Mibisa Holding (BVI) Inc. T.C. Stone Limited J.J. Mibisa Inc. J.J. Mibiansa Holdings Pte Ltd Futura Ingredients Singapore Pte. Ltd. Ecobliss (S) Pte. Ltd. Ecolex Animal Nutrition (S) Pte Ltd (Formerly known as Eco Oleo (S) Pte. Ltd.) Ecogenesis Life Sciences Pte. Ltd. (Formerly known as Ecolex (S) Pte. Ltd.) Futura Oppenheimer Pte. Ltd. Ning Kwan Pte. Ltd. All Bright Global Limited Dr Ben Stone Pte. Ltd. Singapore Chinese Chamber Institute of Business Singapore Chinese Chamber of Commerce & Industry Young Presidents' Organization
(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

Corporate Governance

Name of Person	Ms Michelle Cheo Hui Ning
(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
(c) Whether there is any unsatisfied judgment against him?	No
(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
(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
(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
(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

Name of Person	Ms Michelle Cheo Hui Ning
(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
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(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
(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
(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
(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

Provision 4.4

Continuous Review of Directors' Independence

The NC is tasked to determine on an annual basis, and as and when circumstances require, whether or not a director is independent having regard to the definition of an “Independent Director” under the Listing Manual, its Practice Guidance and the Code. In FY2024, the NC had conducted, inter alia, an annual review of the independence of the non-executive directors based on their declaration which was drawn up in accordance with the guidelines provided under the Code, its Practice Guidance and relevant SGX-ST listing rules, and had determined, having regard to the circumstances set forth in Provision 2.1 of the Code, the independence of each Independent Director. Please refer to Provision 2.1 above on the process and details of the NC's review of the independence of Independent Directors.

The Board is complying with Rule 210(5)(d)(iv) of the SGX-ST Mainboard Rules introduced on 11 January 2023, to ensure no director will be considered independent if he/she sits on the Board for more than nine years.

Provision 4.5

Multiple Directorships

The Board has not set the maximum number of Board representations which any director may hold. However, the NC monitors and assesses twice a year through the Multiple Board Representation Confirmation and the Annual Nominating Committee Evaluation to ensure all directors are aware of their duties and obligations.

This includes evaluating whether directors with multiple board representations and other principal commitments allocate adequate time and attention to the affairs of the Group and diligently discharge their duties as a director of the Group. Moreover, each director is required to annually confirm to the NC any potential conflicts arising from competing time commitments that could impact their ability to fulfill their duties effectively.

Attendance at the Board and Board Committee Meetings per se may not be a sufficient measure of a director’s contribution. Instead, factors such as their ability to provide valuable insights and leverage strategic networking to enhance the Group’s business, and their availability for guidance and advice beyond formal Board and Board Committee Meetings are also critical in assessing their effectiveness. Considering these factors, along with each Directors’ conduct within the Board and Board Committees, their overall effectiveness, and meeting attendance - the NC is satisfied that, in 2024, each director has dedicated sufficient time and attention to the Group’s affairs.

Details of directorships and commitments of all directors are detailed in pages 06 to 09 of this report.

Please also see page 51 of this report for the attendance record of all directors.

Corporate Governance

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.

Provision 5.1, 5.2

Provision 5.1 Board Evaluation Process
Provision 5.2 Assessments of the Board, Board Committees and Each Director

As part of Mewah's commitment to transparent and effective governance, the NC is delegated by the Board to conduct an annual evaluation process aimed at assessing the effectiveness of both the Board and the Board Committees.

This process ensures continuous improvement and alignment with best practices. Each year, the Board and Board Committees members provide their feedback in unanimous basis through structured evaluation forms. The Company Secretary consolidates these responses into a comprehensive report, which is then presented to the NC and the Board. The collated findings and recommendations serve as a basis for discussions on enhancing Board effectiveness. The performance criteria remain consistent and do not change year by year except when the NC is of the view that it is necessary to change the performance criteria, for instance, to align with any exchanges to the Code and the Listing Rules.

In 2024, the evaluation forms submitted on a unanimous basis did not identify significant issues that required further Board intervention. Consequently, the NC determined that the engagement of an external facilitator was not necessary for the evaluation process attention.

These assessments are grounded in objective performance criteria and are customised to fit the specific focus areas of each Board Committee and the Board, as outlined below:-

Audit Committee ("AC")	Nominating Committee ("NC")	Remuneration Committee ("RC")	Board of Directors ("BOD")
Membership and Appointment of AC	Membership and Appointment of NC	Membership and Appointment of RC	Board Structure
Meetings	Meetings	Meetings	Board Function and Team Dynamics
Internal Financial Controls and Risk Management Systems	Training and Resources	Training and Resources	Corporate Governance – Board Risk Management & Internal Controls
Whistleblowing	Process for Selection and Appointment of New Directors	Remuneration Framework	Strategy and Performance
Financial Reporting	Independence of Directors	Reporting	Standard of Conduct

Corporate Governance

Audit Committee ("AC")	Nominating Committee ("NC")	Remuneration Committee ("RC")	Board of Directors ("BOD")
Training and Resources	Nomination of Directors for Re-Election	Standard of Conduct	
Communication with shareholders	Director with Multiple Board Representations	Communication with Shareholders	
Internal Audit Process	Standard of Conduct		
External Audit Process	Succession Planning Board Performance Evaluation Reporting Communication with Shareholders		

II. REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION PROCESS

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.

Provision 6.1, 6.2, 6.3, 6.4

Provision 6.2 RC Composition

The Remuneration Committee ("**RC**") comprises entirely of independent directors. The RC is chaired by Mr Eu Yee Ming Richard with Professor Koh Annie, and Tan Sri Dato' A Ghani Bin Othman as its members.

Please refer to page 47 above on the names of the members and the composition of the RC.

Provision 6.1 Remuneration Framework

The RC is responsible for formulating and proposing to the Board a framework for remunerating both the Board and the Key Management Personnel ("**KMP**"). This includes determining the specific remuneration packages for each director and the KMP. The recommendations of the RC are submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind are covered by the RC.

The remuneration framework is outlined in the Remuneration Policy, which undergoes periodic review to ensure it remains relevant and effective. The RC conducts a review and recommends the specific remuneration packages of the Executive Directors and the KMP, including the annual increments and year-end variable bonuses, for approval by the Board. All decisions by the RC are made by a majority of its members before being recommended to the Board. Each member of the RC is required to abstain from voting on any resolutions, making recommendations and/or participating in deliberations concerning their own remuneration package.

Provision 6.3 Role of RC

The RC is also responsible in reviewing the Group 's obligations arising in the event of termination of the Executive Directors' and KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

The RC's duties and responsibilities as set out in its written terms of reference have been reviewed and approved by the Board on an annual basis.

The RC's key responsibilities include the following

(i) Determining policies and ensuring that the Board and KMP of the Company are provided with appropriate remuneration, proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company;
(ii) reviewing and ensuring that a significant and appropriate proportion of Executive Directors and KMP’s remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration structure shall be aligned with the interests of shareholders and other stakeholders to promote the long-term success of the Company;
(iii) reviewing and ensuring that the remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent and responsibilities;
(iv) reviewing and agreeing the policy for authorising claims for expenses from the Chief Executive Officer and the Chairman;
(v) reviewing RC's own performance and terms of reference; and
(vi) reviewing the Group's obligations in the event of termination of an Executive Director's and /or KMP's contract of service.

Provision 6.4 Engagement of Remuneration Consultants

The RC has explicit authority within its terms of reference to seek appropriate external expert advice in framing the remuneration policy and determining the level and mix of remuneration of directors and management. Since there was no specific necessity, the RC did not engage any external remuneration consultant in FY2024.

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.

Provision 7.1 and 7.3

Remuneration of Executive Directors and KMPs

The annual review of the compensation was carried out by the RC to ensure that the remuneration of the Executive Directors, CEO and KMP are commensurate with their role & responsibilities, performance, time spent, skills & experience, efforts, while also considering financial and commercial health as well as the business needs of the Group. Executive Directors do not receive directors' fees but are remunerated as members of the management.

The RC also factors in the risks policies of the Group and remains responsive to the economic climate and the performance of the Group, its businesses, and individuals. The structure is designed to align a significant and appropriate proportion of rewards with both the Group's and individual's performance.

In determining the level and structure of remuneration of the Board and KMP, the RC and the Board ensure that it reflects sustained performance and value creation within the Group. The remuneration framework is designed to align with the interests of shareholders, other stakeholders, while also being sufficiently competitive to attract, retain, and motivate individuals for the long-term success of the Group.

Provision 7.2

Remuneration of Independent Non-Executive Directors

Independent Directors are not bound by service agreements with the Company and their terms in office is defined in the Memorandum and Articles of Association of the Company. Each Independent Director receives a directors' fee, which is reviewed annually by the RC. The fee is determined based on their roles, contribution and responsibilities on the Board and its Committees. The RC’s recommendations are then presented to the Board for concurrence before being submitted for shareholder approval at the AGM.

The RC is vigilant in ensuring that the remuneration for Independent Directors remains reasonable and does not compromise, nor reasonably be perceived to compromise their independence. No director is involved in determining their own remuneration.

For FY2024, the Board has agreed with the RC’s assessment that the proposed directors’ fees are appropriate and not excessive, reflecting their level of commitment and duties. Final approval for these fees will be sought from shareholders at the upcoming AGM.

Currently, the Company does not operate any share-based compensation scheme, or any long-term incentive scheme involving the offering of shares or granting of options.

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.

Provision 8.1, 8.2, 8.3

Disclosure of Remuneration of Each Individual Directors, top five KMP (who are not directors or the CEO) and Immediate Family Members of CEO and Director or Substantial Shareholder.

The remuneration structure for Executive Directors and the KMP encompasses a base or fixed salary, variable income/performance related income/bonuses and benefits in kind as outlined in the Remuneration Policy. The determination of the remuneration package considers various factors, including the individual's role and responsibilities, personal performance, company performance, time commitment, skill & experience and level of contribution to the Company's success.

Independent Directors receive directors' fees, which are subject to approval by shareholders at the AGM. No additional fees are provided for their appointments on other Board Committees. The directors’ fees are determined based on the level of contribution, considering factors such as effort, time spent, and the responsibilities of the directors. This approach ensures that the independence of the Independent Directors is maintained, and their compensation does not compromise their independence.

Executive directors and the CEO do not receive directors' fees but are remunerated as members of management.

Level and Mix of Remuneration

The breakdown of the remuneration of the (i) directors and CEO; (ii) employees who are substantial shareholders or are immediate family members of a director, the CEO or a substantial shareholder of the Company; and (iii) top five key management personnel, for the financial year ended 31 December 2024 is as follows:

(i) Director and CEO

Name	Designation	Fixed Salary	Variable Income	Benefits in Kind	Total Remuneration* (SGD)
Dr Cheo Tong Choon @ Lee Tong Choon	Executive Chairman	79%	20%	1%	3,273,295
Ms Michelle Cheo Hui Ning	Deputy Chairperson, Executive Director and Chief Executive Officer	77%	21 %	2%	1,445,779
Ms Bianca Cheo Hui Hsin	Executive Director and Deputy Chief Executive Officer	78%	20%	2%	1,373,052
Mr Eu Yee Ming Richard	Lead Independent Director and Chairman of Nominating & Remuneration Committee	100%	-	-	65,000
Professor Koh Annie	Independent Director and Chairperson of Audit Committee	100%	-	-	65,000
Datuk Dr Fawzia Binti Abdullah	Independent Director	100%	-	-	64,000
Tan Sri Dato' A Ghani Bin Othman	Independent Director	100%	-	-	64,000

* rounding to the nearest dollar

(ii) Employees who are substantial shareholders or are immediate family members of a director, the CEO or a substantial shareholder of the Company (remuneration exceeding S$100,000)

Name	Family relationship with any director and/or substantial shareholder	Remuneration Band (S$'000)
Mr Cheo Jian Jia	Children of Dr Cheo Tong Choon @ Lee Tong Choon; Sibling of Ms Michelle Cheo Hui Ning and Ms Bianca Cheo Hui Hsin	800 to 900
Ms Cheo Sor Cheng Angeline	Sibling of Dr Cheo Tong Choon @ Lee Tong Choon	300 to 350
Ms Cheo Chong Cher		300 to 350
Ms Cheo Su Ching		300 to 350
Ms Cheo Soh Hua @ Lee Soh Hua		200 to 300
Ms Alicia Cheo		200 to 300

(iii) Top Five Key Management Personnel (who are not directors or the CEO)

Names	Fixed Salary	Variable Income	Benefits in Kind	Total
Executive A	47.52%	50.49%	2.00%	100%
Executive B	50.97%	48.91%	0.12%	100%
Executive C	92.96%	6.89%	0.15%	100%
Executive D	67.17%	29.69%	3.14%	100%
Executive E	63.51%	33.05%	3.44%	100%
Total Remuneration*				**S$4,109,973**

* rounding to the nearest dollar

Given the highly competitive nature of the human resource environment in which the Company operates, we believe that disclosing the remuneration of the top five Key Management Personnel ("**KMP**") (who are not Directors or the CEO) on a named basis and in bands of S$250,000, as per Provision 8.1 of the Code, would not be in the Company's best interest. Such disclosure could impact on business stability and continuity by affecting talent retention within our experienced management team.

Furthermore, publicising individual remuneration details may lead to peer comparisons and potential discontent, which could create challenges in maintaining a cohesive and motivated workforce. Instead, the Company provides a detailed breakdown of the composition of these executives' remuneration in the table above, ensuring transparency while safeguarding operational interests.

Remuneration of Executive Directors and KMP includes a variable component which is linked directly to performance measures identified by the Group. The quantum of variable component is dependent on the individual performance against these measures that include knowledge and understanding of the Group and the industry, execution of strategies, personal qualities, as well as performance of the Group in general. The Company does not have contractual provisions to reclaim incentive components of remuneration from Executive Directors and KMP in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company as it is of the view that, in any case, it has legal recourse under such circumstances.

No Directors or KMPs are involved in deciding his or her remuneration.

The Company did not have any Employee Share Schemes for the financial year 2024.

III. ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

PRINCIPLE 9

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interest of the company and its shareholders.

Provision 9.1

Oversight of Risk Management

The Board is responsible for risk governance, ensuring that management upholds a robust risk management and internal control system to safeguard the interests of the Company and its shareholders.

To support this mandate, the Executive Risk Management Team ("**ERMT**") comprising Executive Chairman, Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and Head of Risk Management is established and plays a key role in:

a. monitoring and supporting the Board on the nature and extent of the significant risks the Group is prepared to undertake to achieve its strategic objectives and drive value creation.
b. overseeing and strengthening risk management by continuously enhancing the Company's risk management system, policy and processes to ensure compliance with trading policies and limits.

Regular updates on key risks are provided to the AC by the management. Further details on risk management can be found on pages 25 to 31 of this report.

Ultimately, the Board retains overall responsibility for risk governance, including setting the Company’s risk appetite and tolerance level while ensuring that management maintains a robust system of risk management and internal controls framework to safeguard the interests of the Company and its shareholders.

Internal Audit

The Internal Audit ("**IA**") function within the Group is performed by Internal Audit Department, comprising qualified and experienced professionals under the leadership of Mr Larry Cheng ("**Mr Cheng**"). IA operates in accordance with the International Standards for the Professional Practice of Internal Auditing and Code of Ethics and Standards established by the Institute of Internal Auditors (II A), Inc and IIA Singapore respectively.

Operating independently, IA maintains a structured framework to oversee the Group's risk governance and ensure the effectiveness of risk management and internal controls, safeguarding the interests of shareholders and the Group's assets.

Mr Cheng reports directly to the Chairperson of the Audit Committee, which oversees key aspects such as appointment, termination, evaluation, and compensation of the Group's Head of Internal Audit.

The Audit Committee conducts an annual review of IA function's authority and responsibilities to ensure alignment with the AC Terms of Reference. The IA function has unfettered and unrestricted access to all the Group's documents, records, properties, and personnel, including direct engagement with the Audit Committee.

Corporate Governance

IA performs an annual assessment of the effectiveness of the Group's internal material controls, covering:

- Financial;
- Operational;
- Compliance;
- Information Technology Controls;
- Risk Management Systems; and
- Annual Sustainability Report.

Each Internal Audit Report is graded as

- Critical,
- Unsatisfactory,
- Needs Improvement,
- Satisfactory.

Report also indicates whether identified issue remain “Open”, “Closed”/“Late” if the latest completion date has passed.

IA conducts quarterly follow-ups on open issues:

- Issues rated High or Medium Risk must be supported by sufficient evidence demonstrating resolution.
- Issues rated Low Risk are monitored based on representations from action owners.

Additionally, all reports will be subject to a mandatory follow-up audit within the next 12 months.

Any non-compliance or deficiencies in internal controls, and recommendations for improvements are reported to the Audit Committee. The Audit Committee also monitors management's response to recommendations from both the internal and external auditors.

IA conducts audits of significant business units within the Group, including limited review of dormant and inactive companies. Consolidation reports are submitted quarterly to the Audit Committee for deliberation, with key management receiving copies for transparency and accountability. IA's findings and recommendations are thoroughly discussed during the quarterly Audit Committee meetings.

Additionally, the Audit Committee holds an annual private discussion with the Head of Internal Audit, without management presence to discuss any concerns independently.

Following its review, the Audit Committee has confirmed its satisfaction with the independence, effectiveness, and adequacy of resources allocated to the IA function.

Risk Management and Internal Control

The role of the IA function is to assist the Audit Committee in providing reasonable assurance that the Group maintains a sound system of internal controls by regular monitoring of key controls and procedures, ensuring their effectiveness by undertaking investigations as directed by the Audit Committee and conducting regular in-depth audits of high-risk areas. The Audit Committee ensures that the IA is adequately resourced and has an appropriate standing within the Group.

Opinion on the Adequacy and Effectiveness of Internal Control and Risk Management Systems

Based on the internal controls and risk management systems established and maintained by the Group, audit checks performed by the internal and external auditors, and regular reviews performed by management, the Board and various Board Committees, the Audit Committee and the Board are of the opinion that the Group's internal control and risk management systems are adequate and effective as at 31 December 2024 to address the financial, operational, compliance, information technology and sanction related risks of the Group. There has been no material change in the Company's risk of being subject to any sanctions-related laws or regulations. The Board and the Audit Committee remain responsible for monitoring the Company's risk of becoming subject to or violating any sanctions-related laws or regulations and ensuring timely and accurate disclosure to SGX and other relevant authorities. The internal control and risk management systems established by the Group provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud or other irregularities.

Provision 9.2

Assurance from the CEO and CFO

The Chief Executive Officer and Chief Financial Officer have also provided a written Confirmation to the Board that, to the best of their understanding:

(a) the financial records have been properly maintained and the financial statements for FY2024 are properly drawn up in accordance with Singapore Financial Reporting Standards ("**SFRS**"), presenting a true and fair view of the Group's operations and performance; and
(b) the Group has established and maintained an adequate system of internal controls and risk management system as of 31 December 2024, effectively addressing financial, operational, compliance, information technology risk which the Company considers relevant and materials to its current business environment for the financial year ended 31 December 2024.

The Board has concurred with the management that the Group's risk management and internal control systems are effective.

AUDIT COMMITTEE

PRINCIPLE 10

The Board has an Audit Committee ("AC") which discharges its duties objectively.

Provision 10.2 and 10.3

Composition of Audit Committee

The Audit Committee ("**AC**") comprises entirely of Independent Directors. Please refer to page 46 on the names of the members and the composition of the AC. The AC is chaired by Professor Koh Annie with Datuk Dr Fawzia Binti Abdullah and Tan Sri Dato' A Ghani Bin Othman as its members. The Board considers the members of the AC appropriately qualified with sufficient and relevant financial management expertise and experience to discharge its functions. The AC is also kept abreast of changes to accounting standards and issues which have a direct impact on financial statements through meetings with the external auditors who will update the AC on recent related developments. It has held four meetings in 2024. The Executive Directors and the relevant senior management were invited to attend the meeting. The AC has also met with the internal and external auditors without the presence of the management during the H2/FY 2024 meeting.

Corporate Governance

The AC does not have any member who was a former partner or director of the Group's external auditor, PricewaterhouseCoopers LLP ("**PwC**"), within a period of two years commencing on the date of their ceasing to be a partner of PwC, or who holds any financial interest in PwC.

<u>Provision 10.1</u>

Duties of AC

The AC is authorised by the Board and guided by the following key terms of reference, which define its scope of authority to:

(i) Commission internal investigations and review any significant findings or otherwise to carry out its obligations under Ruie 719 of the SGX-ST Listing Manual in relation, inter alia, any suspected fraud or irregularity, or suspected infringement of any Singapore law, regulations, or rules of the SGX-ST, or any other regulatory authority of Singapore, which has or is likely to have a material impact on the Group's operating results or financial position;
(ii) Review the financial reporting issues and judgments to ensure the integrity of the financial statements of the Group (including its annual and semi-annual reports and any other formal financial statements, as well as reviewing significant financial reporting issues and judgments therein), and announcements on the Group's financial performance and recommend changes, if any, to the Board;
(iii) Review and report to the Board the adequacy and effectiveness of the Group's internal controls and risk management systems and any oversight of its risk management processes and activities to mitigate and manage risks at acceptable levels as determined by the Board;
(iv) Review the assurance from the CEO and the Chief Financial Officer, on the financial records and financial statements;
(v) Consider and make recommendations to the Board on the proposals to shareholders on the appointment, reappointment, and removal of the Group's external auditors. The AC shall oversee the selection process for new auditors and if an auditor resigns, the AC shall investigate the issues leading to the resignation and decide whether any action is required;
(vi) Oversee the relationship with the external auditors and make recommendations to the Board on the external auditors' remuneration and terms of engagement to ensure the fee commensurate with the audit and non-audit services provided, and whether the scope of such services ensure requisite audit to be conducted;
(vii) Assess and review annually the qualification, adequacy, effectiveness, independence, scope, and results of external audit and the Group's internal audit function;
(viii) Review the policies and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, with independent investigations appropriately followed up on;
(ix) Review and approve the annual internal and external audit plan;
(x) Review interested persons transactions and potential conflicts of interest, if any
(xi) Review the findings of internal audit on the annual sustainability reporting process;
(xii) Review all hedging policies and instruments to be implemented by the Group, if any; and
(xiii) Review all investment instruments that are not principally protected.

Every member of the AC is required to refrain from voting on any resolution concerning matters in which they hold a personal interest.

<u>Provision 10.4</u>

Primary Reporting Line of Internal Audit ("IA")

The Group Head of the IA, Mr Larry Cheng, attended all AC meetings and reports directly to the AC Chairperson, who is responsible for approving the appointment, termination, evaluation and compensation of the Group's Head of IA. The IA function of the Group has unfettered access to all the Group's documents, records, properties, and personnel, including Audit Committee, and has appropriate standing within the Group. IA function is further explained in pages 71 to 72.

External Auditors

The AC has conducted its annual review of the independence and objectivity of the external auditors, as well as the non-audit services provided by them, during the H2/FY 2024 meeting and in accordance to the non-assurance services concurrence policy. The AC is satisfied that the nature and extent of these services do not compromise the external auditors' independence. The details of the fees paid and payable to the auditors in respect of audit and non-audit services are set out in the notes to financial statements on page 122 of this Report.

The external auditors have confirmed their independence in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("**ACRA Code**") and other relevant ethical requirements applicable to the audit of the financial statements in Singapore. They have also fulfilled their ethical responsibilities in accordance with these requirements and the ACRA Code.

The Group has complied with Rule 712, and Rule 715 read with Rule 716 of the SGX-ST Listing Manual, in relation to its auditors. In accordance with Rule 713 of the SGX-ST Listing Manual, the audit partner must not be in charge of more than five consecutive audits for a full financial year. The current Partner-In-Charge, Ms Rebekah Khan is required to rotate off the Company's audit following a maximum of five consecutive years of service on the engagement, as of the financial year ended 31 December 2024.

The external auditors provided regular updates and periodic briefings to the AC on changes or amendments to accounting standards and corporate reporting updates to enable the AC to keep abreast of such changes and their potential impact on corporate reporting.

The AC has explicit authority to investigate any activity within its terms of reference, full access to and co-operation from the management, and full discretion to invite any director or executive officer to attend its meetings. It also has reasonable resources to enable it to discharge its function properly.

With the concurrence of the Board, the AC has recommended the re-appointment of PwC as the Group 's external auditors, subject to the shareholders' approval at the forthcoming AGM scheduled on 29 April 2025.

Provision 10.5

Meeting Auditors without the Management

The AC also holds an annual year-end meeting with both internal and external auditors, without the presence of management. The meeting was conducted physically for the auditors and Independent Directors to deliberate any matters of concern.

Whistleblowing Policy

The Group is committed to achieving high standards of corporate compliance and ethical standards in its dealings in terms of honest, ethical and legal conduct & accountability. In line with this commitment, the Group's Whistleblowing Policy aims to provide an avenue for employees and external stakeholders to raise concerns with the assurance that they will be protected from reprisals or victimisation for whistleblowing in good faith.

This policy has been approved by the AC and endorsed by the Board. Details of the Whistleblowing Policy including reporting mechanisms are available on the employees' intranet and the corporate's website https://www.mewahgroup.com/WhistleBlowingPolicy.html.

To foster an atmosphere of openness and trust, employees and the external stakeholders are encouraged to report concerns directly to the Whistleblowing Committee ("**WC**"), whose contact details are provided in the policy. The identity of the whistleblower and the information provided will be kept strictly confidential, except when disclosure is required by law or if the information is already in the public domain.

Corporate Governance

All reports received will be directed to an independent investigation committee, with the number of employees involved kept to a minimum to ensure confidentiality. The Group is committed to preventing victimisation of whistleblowers and will take disciplinary action against employees who engage in detrimental or unfair treatment. If the whistleblower is an employee, a Whistleblower Protection Officer may be assigned to monitor and address signs of victimisation or stress.

The employment of the whistleblower will also be protected even if the report is ultimately proven unfounded, provided it was made in good faith. However, reports made with malicious or mischievous intent may result in disciplinary action.

The WC will conduct periodic reviews and recommend the policy to the AC. The AC will oversee and monitor the policy as well as any whistleblowing complaints received. A summary of the investigations conducted will be periodically reported to the AC. These updates will also encompass matters that, while not material for the Group but are deemed to have merit by the AC. In cases involving substantial and material whistleblowing matters, immediate reporting will be made to the Chairperson of AC.

Key Audit Matters

The AC, along with the management and the external auditors, considered and discussed the key audit matters, as disclosed on pages 88 to 89 of this Annual Report. The AC's assessment and conclusion is explained below:

Valuation of commodities forward contracts of the Group	The AC reviewed the valuation methodology and the basis of indicative market prices used by management. The AC reviewed the work performed by the external auditors on the assessment of the appropriateness of the level two valuation techniques adopted by management by evaluating the appropriateness of the valuation methodology and the basis of indicative market prices used by management and concluded that the valuation methodology to be appropriate and the indicative market prices used by management to be within acceptable range.
Impairment assessment of certain property, plant and equipment of the Group	The AC reviewed management's impairment assessment including the valuation methodology adopted by management in relation to certain property, plant and equipment of the Group where indications of impairment were identified. The AC evaluated the work performed by the external auditors on the assessment of critical accounting estimates involved in estimating the revenue, discount rate, terminal growth rate and operating margin. It also held discussions with the external auditors to understand the basis of the key assumptions, appropriateness of valuation methodology used by management and evaluating management's sensitivity analysis to assess the impact on the recoverable amount of the related property, plant and equipment by reasonable possible changes to the key assumptions. Accordingly, the assessment of the recoverable amount of the related property, plant and equipment was carried out using value-in use calculations or fair value less cost to sell total impairment charge of US$18,154,000 was recognised in the financial statements. Based on the work performed, AC concluded management's assessment to be appropriate.

IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

PRINCIPLE 11

The company treats all shareholders 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.

Provision 11.1 and 11.4

Conduct of Annual General Meeting ("AGM")

Shareholders are duly informed of the upcoming shareholders' meeting through multiple channels to ensure transparency and accessibility. A printed copy of the Notice of Annual General Meeting ("**AGM**"), Proxy Form and Request Form is distributed to all shareholders. Additionally, the notice is published in The Business Times, posted onto SGXNET and made available on Mewah's corporate website.

Advance Distribution of Meeting Documents

To provide shareholders with ample time to review the meeting agenda and make informed decisions, the Annual Report, Notice of AGM, Proxy Form and Request Form are distributed to all shareholders at minimum 14 days before the scheduled AGM date. This ensures shareholders have sufficient time to familiarise themselves with the voting matters and make informed decisions regarding voting and proxy arrangements.

Shareholders Participation and Voting Rights

All shareholders whose names are registered in the Depository Register and the Register of Members are entitled to attend the AGM and they are given opportunities to participate effectively in discussions and vote on resolutions. The Notice of AGM, Proxy Form, and SGXNET announcement also inform shareholders of the voting procedures governing the meeting.

If a shareholder is unable to attend the AGM, they may appoint up to two proxies to vote on their behalf by submitting the proxy forms 48 hours in advance, before the date and time of AGM. However, voting in absentia by mail, facsimile, or email has not been implemented as the authentication of shareholders' identity, the integrity of the information, and other related security issues remain a concern.

Electronic poll voting has been conducted since the 2023 AGM to enhance transparency and improve voting efficiency. Under this system, shareholders present in person or represented by proxy will vote on a “one-share, one vote” basis. The voting results for each resolution are displayed on-screen during the meeting and subsequently announced via SGXNet after the AGM. The voting procedures for electronic voting will be explained at the AGM. Additionally, independent scrutineers will be appointed to oversee the integrity of the voting process and to count & validate the votes.

Provision 11.2

Separate Resolutions at AGM

The Board maintains a commitment to transparency and good governance by ensuring that each distinct issue is proposed as a separate resolution for approval at the AGM. There is no bundling resolutions that are not interdependent or linked to each other. To facilitate shareholders’ understanding, detailed explanatory notes on each agenda item are included at the end of the Notice of AGM. Furthermore, all resolutions are voted on via electronic poll voting to enhance fairness and accuracy.

Provision 11.3

Interaction with Shareholders

At the AGM of Mewah, shareholders are given the opportunity to communicate their views and are encouraged to engage with the Board, senior management and external auditors during the AGM to gain deeper insights into the Group's developments. In addition to submitting questions prior to the AGM, shareholders may also direct their queries via email to ir@mewahgroup.com. The Investor Relations ("**IR**") function of the Group is managed by the IR Team, led by the Chief Financial Officer and supervised by both the Chief Executive Officer and Deputy Chief Executive Officer. The IR Team is accessible throughout the year to address shareholders' queries. The contact details of the IR Team can be found on the corporate website https://www.mewahgroup.com/Contact.html.

Shareholders unable to attend the 2024 AGM were given the opportunity to submit their questions before the AGM. Prior to the 2024 AGM, the Company did not receive any questions from shareholders by the deadline stated in "Participation in the AGM" announcement. However, the Board responded to the query raised by the Singapore Exchange regulation ("**SGX Regco**") by publishing an announcement on SGXNET and the Mewah corporate's website. The external auditors were also present at the AGM to assist the directors in addressing the shareholders queries.

The attendance of all directors at the 2024 AGM, as well as all Board and Board Committee meetings, are recorded and disclosed on page 51.

Provision 11.5

Minutes of AGM

The Board views the AGM as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues pertaining to the resolutions tabled for approval and/or raise questions regarding the Company and its operations. The Company has developed and shared several channels which include electronic mail or mailing address for shareholders who are unable to attend the AGM to contribute their feedback and input. The detailed AGM minutes, which incorporate substantial and relevant comments or queries from shareholders and responses from the Board and management are publicly available on both SGXNET and Mewah's corporate website within one month from the date of the AGM.

Provision 11.6

Dividend Policy

Mewah is committed to rewarding shareholders fairly and sustainably, balancing the payment of dividends while taking into consideration the Group's financial performance, cash flow generation, projected capital requirements for business growth, schedule of debts repayment and general global economic conditions to ensure that the best interests of the Company are served. This has been formalised in the Dividend Policy and the policy is available at Mewah's corporate website https://mewahgroup.com/DividendFund.php. In the event that no dividend is declared, the reasons for such will be disclosed in accordance with the Listing Rule 704 (24) of the SGX-ST.

The Board periodically reviews the Dividend Policy and reserves the right to modify, amend and update to ensure its relevance.

The Board has recommended a final exempt dividend of S$0.0061 per ordinary share, which along with interim dividend of S$0.0014, brings the total dividend for the year to S$0.0075 per ordinary share.

Corporate Governance

V. 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.

Provision 12.1, 12.2, 12.3

Timely, Effective, Fair and Accurate Communications with Shareholders

The Group is committed to promote timely, effective, fair and accurate disclosure of material information to the shareholders to support informed investment decision and enable the Company to strengthen the relationship with its shareholders based on trust and accessibility.

Investor Relations Policy

The Group has implemented an Investor Relations Policy aimed at fostering active engagement and timely, effective, fair and accurate communication with shareholders. This Policy is accessible on Mewah's corporate website https://www.mewahgroup.com/InvestorRelationsPolicy.html, which describes the mechanism for shareholders to communicate queries to the Group and outlines the process for the Group to respond to such queries. Mewah engages with shareholders and the investment community fairly, accurately and effectively through various platforms including:

(i) The Company's annual general meeting;
(ii) Announcement via SGXNET in compliance with the SGX-ST Listing Rules;
(iii) Annual reports and sustainability reports; and
(iv) Corporate website www.mewahgroup.com

Shareholders, investors and other stakeholders are encouraged to contact IR team at ir@mewahgroup.com to express their comments and queries.

The Group is committed to upholding high standards of disclosure and continues to keep all stakeholders informed of its corporate activities on a timely and consistent basis. The Group disseminates all price sensitive and material information to its shareholders via SGXNET on a non-selective basis. Financial and other performance data of the Group are provided to shareholders to facilitate better insight into the Group's performance. The date of release of the half yearly results were disclosed at least four weeks prior to the date of announcement through SGXNET. On the day of the announcement, the financial statements, as well as the accompanying press release and presentation slides, are released onto the SGXNET as well as on Mewah's corporate website. A dedicated investor relations section on Mewah’s corporate website enables access for our shareholders and the investment community to pertinent information about Mewah such as annual reports, financial results/highlights and the latest corporate announcements.

Following the amendments to the Listing Manual and to promote sustainability by conserving environmental and financial resources, the Group also make available a digital format of the Annual Report for FY2024 (the "**Annual Report**''). The Annual Report, as well as Notice of AGM, are published on the SGXNET and Mewah's corporate website. All shareholders of the Group will receive the printed copy of Notice of AGM, Proxy Form, and Request Form to request for hard copies of the Annual Report, if needed.

Corporate Governance

VI. MANAGING STAKEHOLDERS RELATIONSHIPS ENGAGEMENT WITH STAKEHOLDERS

PRINCIPLE 13

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

Provision 13.1, 13.2, 13.3

Provision 13.1, 13.2 Stakeholders' Engagement
Provision 13.3 Corporate Website

We actively engage with our stakeholders through ongoing dialogues across various platforms and feedback channels to ensure our business and sustainability strategics are aligned with their interests and needs. By maintaining consistent and regular interactions with our material stakeholders including customers, suppliers, peers and NGOs to discuss our ESG focus areas enable us to capture valuable perspectives and ensure our sustainability goals resonate with their expectations.

The stakeholders are identified as those who are impacted by the Group's business and operations as well as those who, in turn, influence them. Mewah's Materiality Assessment Process provides a structured framework for stakeholders to share feedback, raise concerns on areas where our business activities have both positive and negative impacts. Additionally, obtaining input from stakeholders who directly affect the Group's operations is essential for informed decision-making. Effective stakeholders' engagement ensures that key concerns relevant to our operations are accurately identified, prioritised and addressed. The process follows a systematic approach, beginning with:

Step 1: Compilation of Stakeholder List	The relevant stakeholders are identified through desktop research, peer benchmarking and through consultation with internal departments to ensure that all significant voices are included in the materiality assessments.
Step 2: Establishing the Material Matters Inventory	This involves conducting an evaluation of our business activities and its relationships with ESG issues through research and benchmarking. This establishes material ESG topics inventory, the likelihood of occurrences and severity of impact of these topics within our operations and value chain.
Step 3: Stakeholder Engagement to Priorities Material Matters	This involves interaction with stakeholders through online surveys, workshops and briefing sessions. These engagements help gather insights to guide our prioritisation of these ESG material matters, forming the basis to draft a Materiality Matrix.
Step 4: Review and Validation	The materiality assessment process and draft Materiality Matrix is submitted to the Group Sustainability Strategic Committee for review and validation. This ensures that the stakeholder feedback is thoroughly considered and assessed. This step guarantees that the assessment process is robust and that the draft Materiality Matrix aligns with the industry current ESG expectation and regulatory requirements.
Step 5: Approval	Submission of the Materiality Matrix to the Board of Directors for approval and adoption. Upon approval, the matrix is formally adopted for strategic planning to maximise positive impact and minimise negative impact, that aligns with our long-term corporate objectives.

The Group maintains its corporate website at www.mewahgroup.com to facilitate communication and engagement with stakeholders. Since 2016, the Sustainability Team has actively managed an online Sustainability Dashboard on Mewah's corporate website, specifically designed to address stakeholders' concerns about sustainability within our own operations as well as our supply chain.

Corporate Governance

In considering and balancing the needs and interests of material stakeholders, the Group has formalised several corporate policies including Board Diversity Policy, Dividend Policy, Best Practice Code - Trading in Company's Securities, Whistleblowing Policy, Human Rights and Labour Policy, Code of Ethic, Anti-Discrimination Policy, Workplace Sexual Harassment Policy, Anti-Bribery and Anti-Corruption Policy and Investor Relations Policy. These policies serve to facilitate the Group's engagement with its stakeholder effectively.

The Annual Report FY2024 sets out the Group's Forward-Looking Strategy on pages 21 to 22 and key areas of focus in managing stakeholder relationships and Stakeholder Engagement in the Sustainability Report FY2024 to be published on 30 April 2025.

VII. OTHER CORPORATE GOVERNANCE MATTERS

Best Practice Code- Dealing in securities
Listing Manual Rule 1207(19)

The Group has adopted a Best Practice Code - Trading in Company's Securities. As per the policy, the Company issues memo to its directors, officers, and employees on the restrictions in dealings in listed securities of the Group during the period commencing one month before the announcement of half-year and full-year results, and if required, two weeks before the announcement of the Group's quarterly results. In both scenarios, the prohibition will be lifted one business day after announcement of the results.

Directors, officers and employees are also reminded not to trade in listed securities of the Group at any time while in possession of unpublished price or trade sensitive information. Directors and all employees are also prohibited from trading in the Company's securities on short-term considerations, defined as 30 days from the last dealing; and in situations where the insider trading laws and rules would prohibit trading. Pursuant to the Securities and Future Act, Directors and the CEO are also required to report on their dealings in the Company's securities within two business days from the trading day. The directors' interests in shares in the Company are disclosed on page 85 of this Report.

Anti-Bribery & Corruption Policy

The Group underscores its commitment to ethical business conduct, prohibiting all forms of bribery and corruption. It applies to all employees in the Group worldwide and directors of those companies, and third parties working on Mewah's behalf, ensuring compliance with anti-bribery and corruption laws where we operate. The policy strictly forbids offering, soliciting, or accepting anything of value to gain undue advantage, including facilitation payments, conflicts of interest, and improper gifts or entertainment.

Interested Persons Transactions (IPTs) Listing Manual Rule 907

The Company has established procedures to ensure that all transactions with interested person are reported in a timely manner to the Audit Committed and that the transactions are carried out on normal commercial terms and will not be prejudiced to the interests of the Group and its minority shareholders. In FY2024, all IPT were reviewed by Internal Auditors and reported to the Audit Committee. The Committee met quarterly and reported to the Board on all IPTs to ensure compliance with Chapter 9 of the Listing Manual of the SGX-ST.

Corporate Governance

The Company's disclosures in respect of interested persons transactions for the financial year ended 31 December 2024 are as follow: -

Name of Interested Person	Nature of relationship	Aggregate value of all IPTs during the period under review (excluding transactions less than S$100,000 and transaction conducted under shareholders' mandate pursuant to Rule 920) FY 2024 US$'000	Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000) FY 2024 US$'000
Prelude Gateway Sdn. Bhd.	An associate of the Company	113	2,890
Ecolex Sdn. Bhd.	An associate of the Chairman	43	20,187
Containers Printers Pte Ltd	An associate of sibling of the Chairman	NIL	322
Nature International Pte Ltd	An associate of sibling of the Chairman	1	1,054
Mr Cheo Seng Jin	Sibling of the Chairman	862	NIL
Mr Cheo Tiong Choon	Sibling of the Chairman	862	NIL
Futura Ingredients Singapore Pte Ltd	An associate of the Chairman	14	NIL

Material Contracts
Listing Manual Rule 1207(8)

Pursuant to Ruie 1207(8) of the Listing Manual of the SGX-ST, there were no material contracts entered into by the Company or any of its subsidiaries involving the interests of the CEO, any Directors, or controlling shareholders subsisting at the end of financial year ended 31 December 2024 and no material contracts entered into since the end of the previous financial year.

Financial Statements

CONTENTS

Directors’ Statement

For the financial year ended 31 December 2024

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2024 and the balance sheet of the Company as at 31 December 2024.

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 92 to 172 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The directors of the Company in office at the date of this statement are as follows:

Dr Cheo Tong Choon @ Lee Tong Choon
Ms Michelle Cheo Hui Ning
Ms Bianca Cheo Hui Hsin
Mr Eu Yee Ming Richard (Appointed on 26 April 2024)
Professor Koh Annie (Appointed on 26 April 2024)
Datuk Dr Fawzia Binti Abdullah
Tan Sri Dato’ A Ghani Bin Othman

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Statement

For the financial year ended 31 December 2024

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

(a) According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	No. of ordinary shares			
	Holdings registered in name of director or nominee		Holdings in which director is deemed to have an interest	
	At 31.12.2024	At 1.1.2024	At 31.12.2024	At 1.1.2024
Mewah International Inc.				
Dr Cheo Tong Choon @ Lee Tong Choon	-	-	734,772,118	728,180,520
Ms Michelle Cheo Hui Ning	2,163,600	2,163,600	712,990,618	706,399,020
Ms Bianca Cheo Hui Hsin	2,460,100	2,460,100	714,416,618	707,825,020

(b) The directors' interests in the ordinary shares of the Company as at 21 January 2025 were the same as those as at 31 December 2024.

AUDIT COMMITTEE

The members of the Audit Committee at the end of the financial year were as follows:

Professor Koh Annie (Chairman)
Datuk Dr Fawzia Binti Abdullah
Tan Sri Dato' A Ghani Bin Othman

All members of the Audit Committee were non-executive directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2024 before their submission to the Board of Directors.

The Audit Committee has recommended to the Board that the independent auditor, PricewaterhouseCoopers LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Directors' Statement

For the financial year ended 31 December 2024

INDEPENDENT AUDITOR

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

Dr Cheo Tong Choon @ Lee Tong Choon
Director

Ms Michelle Cheo Hui Ning
Director

5 March 2025

Independent Auditor’s Report

To the members of Mewah International Inc.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OUR OPINION

In our opinion, the accompanying consolidated financial statements of Mewah International Inc. (the “Company”) and its subsidiaries (the “Group”) and the balance sheet of the Company are properly drawn up in accordance with Singapore Financial Reporting Standards (International) [“SFRS(I)s”] so as to present fairly, in all material respects, the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

What we have audited

The financial statements of the Company and the Group comprise:
- the consolidated income statement of the Group for the financial year ended 31 December 2024;
- the consolidated statement of comprehensive income of the Group for the financial year then ended;
- the balance sheet of the Group as at 31 December 2024;
- the balance sheet of the Company as at 31 December 2024;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including material accounting policy information.

BASIS FOR OPINION

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Independent Auditor's Report

To the members of Mewah International Inc. (continued)

OUR AUDIT APPROACH

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
Valuation of commodities forward contracts	
At 31 December 2024, the Group has recognised the following fair values of derivative financial assets/(liabilities) as disclosed in Note 16 to the financial statements: • Commodities forward contracts included within current assets: US$29,650,000 • Commodities forward contracts included within current liabilities: US$32,080,000 As these commodities forward contracts are not traded in an active market, the related fair values are estimated using a level 2 valuation technique as described in Note 34(e) to the financial statements. We focused on the valuation of the Group's commodities forward contracts because of the critical accounting estimates involved in determining the indicative market prices which are used in the valuation of these contracts, as disclosed in Note 34(e) to the financial statements.	We held discussions with management to understand the determination of the fair values of these commodities forward contracts. With the assistance of our internal valuation specialists, we assessed the appropriateness of the level 2 valuation technique adopted by management by evaluating the appropriateness of the valuation methodology and the basis of indicative market prices used by management. We also independently verified these indicative market prices to external sources. On a sample basis, we tested management's computation of the fair values of derivative financial assets/(liabilities). Based on the work performed, we found the valuation methodology to be appropriate and the indicative market prices used by management to be within acceptable range.

OUR AUDIT APPROACH (continued)

Key Audit Matters (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment of certain property, plant and equipment ("PPE") of the Group	
At 31 December 2024, management has identified indications of impairment relating to certain PPE (manufacturing plants, manufacturing plants in progress, milling plant and mature plantation) with total net book values of US$ 108,130,000 as disclosed in Note 3(b) to the financial statements. Accordingly, an assessment of the recoverable amount of the related PPE was carried out using value-in-use calculations or fair value less cost to sell, as disclosed in Note 3(b) to the financial statements. A total impairment charge of US$ 18,154,000 relating to the manufacturing plant, manufacturing plant in progress, milling plant and mature plantation was recognised in the financial statements, which resulted in the carrying amount of certain PPE being reduced to US$89,976,000 as at 31 December 2024. We focused on the impairment assessment of the PPE where indications of the impairment were identified because of the significant judgements involved in estimating the revenue, discount rate, terminal growth rate and operating margin, which are the key assumptions used in the computation of the recoverable amount of the related PPE.	We held discussions with management to understand the basis of the assumptions used. We assessed the appropriateness of the valuation methodology and key assumptions based on our knowledge of the business and industry and with involvement of our valuation specialist. We tested management's source data to supporting evidence such as available market information, historical growth trends, production capacity of other similar asset of the Group and considered the reasonableness of the cash flow projections. We evaluated management's sensitivity analysis to assess the impact on the recoverable amount of the related PPE by reasonable possible changes to the key assumptions. Based on the work performed, we found management's assessment to be appropriate.

OTHER INFORMATION

Management is responsible for the other information. The other information comprises the Directors' Statement (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other sections of the annual report ("the Other Sections"), which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

OTHER INFORMATION (continued)

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of financial statements that are free from material misstatement and to maintain accountability of assets.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Rebekah Khan.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 5 March 2025

Consolidated Income Statement

For the financial year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Revenue	4	**4,781,976**	4,123,796
Cost of sales		**(4,485,258)**	(3,864,724)
Gross profit		**296,718**	259,072
Other income	5	**19,817**	10,179
Other losses (net)			
- Impairment losses on property, plant and equipment (net)	6	**(15,862)**	(3,784)
- Others - net	6	**(16,324)**	(24,233)
(Provision)/Reversal of expected credit losses			
- Trade receivables		**(3,546)**	(2,750)
- Other receivables*		**(4,542)**	251
Expenses			
- Selling and distribution		**(91,530)**	(50,256)
- Administrative		**(110,338)**	(106,043)
- Finance	9	**(28,290)**	(27,322)
Share of profit of associated company	23	**12**	28
Profit before tax		**46,115**	55,142
Income tax expense	10(a)	**(10,523)**	(16,570)
Profit after tax		**35,592**	38,572
Profit/(Loss) after tax attributable to:			
Equity holders of the Company		**38,807**	40,581
Non-controlling interests		**(3,215)**	(2,009)
		35,592	38,572
Earnings per share attributable to equity holders of the Company (expressed in US cents per share)			
- Basic and diluted	12	**2.59**	2.70

* FY 2023 figures have been restated, as it was previously classified under 'Others – net.'. The change is to improve the presentation and comparability.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the financial year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Profit after tax		**35,592**	38,572
Other comprehensive gain/(loss):			
Item that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from foreign subsidiaries, net of tax			
- Gains/(Losses)		**10,945**	(9,456)
Other comprehensive gain/(loss), net of tax		**10,945**	(9,456)
Total comprehensive income, net of tax		**46,537**	29,116
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		**49,406**	31,154
Non-controlling interests		**(2,869)**	(2,038)
		46,537	29,116

The accompanying notes form an integral part of these financial statements.

Balance Sheet - Group

As at 31 December 2024

	Note	2024 US$'000	2023 US$'000
ASSETS			
Current assets			
Inventories	13	**539,621**	435,967
Trade receivables	14	**513,626**	304,366
Other receivables	15	**106,512**	97,440
Current income tax recoverable	11	**11,685**	5,468
Derivative financial instruments	16(a)	**40,453**	22,952
Cash and bank balances	17	**142,916**	131,922
Total current assets excluding assets classified as held for sale		**1,354,813**	998,115
Assets classified as held for sale	19(d)	**689**	-
		1,355,502	998,115
Non-current assets			
Intangible asset	18	**5,030**	5,235
Property, plant and equipment	19	**511,597**	484,998
Investment in associated company	23	**507**	494
Deferred income tax assets	27	**7,304**	365
Derivative financial instruments	16(b)	**21**	386
		524,459	491,478
Total assets		**1,879,961**	1,489,593
LIABILITIES			
Current liabilities			
Trade payables	24	**180,709**	114,416
Other payables	25	**97,640**	88,996
Contract liabilities	4(b)	**17,684**	21,966
Lease liabilities	20(e)	**1,043**	739
Current income tax liabilities	11	**6,793**	6,330
Derivative financial instruments	16(a)	**51,941**	37,401
Borrowings	26	**537,785**	288,060
		893,595	557,908
Non-current liabilities			
Lease liabilities	20(e)	**8,507**	9,030
Deferred income tax liabilities	27	**29,604**	32,651
Borrowings	26	**123,791**	103,514
		161,902	145,195
Total liabilities		**1,055,497**	703,103
NET ASSETS		**824,464**	786,490

The accompanying notes form an integral part of these financial statements.

Balance Sheet - Group

As at 31 December 2024

	Note	2024 US$'000	2023 US$'000
EQUITY			
Capital and reserves attributable to equity holders of the Company:			
Share capital	28	**1,501**	1,501
Share premium	28	**180,012**	180,012
Other reserves	29	**(47,604)**	(58,203)
Retained profits		**690,951**	660,474
		824,860	783,784
Non-controlling interests		**(396)**	2,706
Total equity		**824,464**	786,490

The accompanying notes form an integral part of these financial statements.

Balance Sheet - Company

As at 31 December 2024

	Note	2024	2023
		US$'000	US$'000
ASSETS			
Current assets			
Other receivables	15	**385,330**	364,736
Cash and bank balances	17	**363**	98
		385,693	364,834
Non-current assets			
Investments in subsidiaries	22	**849**	849
Other receivables	15	**24,711**	-
		25,560	849
Total assets		**411,253**	365,683
LIABILITIES			
Current liabilities			
Other payables	25	**258**	246
Current income tax liabilities	11	**457**	489
		715	735
Non-current liabilities			
Deferred income tax liabilities	27	**4,045**	2,414
Total liabilities		**4,760**	3,149
NET ASSETS		**406,493**	362,534
EQUITY			
Capital and reserves attributable to equity holders of the Company:			
Share capital	28	**1,501**	1,501
Share premium	28	**180,012**	180,012
Other reserves	29	**3,509**	3,509
Retained profits	30	**221,471**	177,512
Total equity		**406,493**	362,534

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Changes In Equity

For the financial year ended 31 December 2024

	Note	← Attributable to equity holders of the Company							→		
		Share capital US$'000	Share premium US$'000	Capital redemption reserve US$'000	Merger reserve US$'000	General reserve US$'000	Currency translation reserve US$'000	Retained profits US$'000	Total US$'000	Non-controlling interests US$'000	Total equity US$'000
2024											
Balance at 1 January 2024		**1,501**	**180,012**	**3,509**	**(53,005)**	**(153)**	**(8,554)**	**660,474**	**783,784**	**2,706**	**786,490**
Profit/(Loss) for the year		-	-	-	-	-	-	38,807	38,807	(3,215)	35,592
Other comprehensive income for the year		-	-	-	-	-	10,599	-	10,599	346	10,945
Total comprehensive income/ (loss) for the year		**-**	**-**	**-**	**-**	**-**	**10,599**	**38,807**	**49,406**	**(2,869)**	**46,537**
Dividends	31	-	-	-	-	-	-	(8,330)	(8,330)	(233)	(8,563)
Total transactions with owners, recognised directly in equity		**-**	**-**	**-**	**-**	**-**	**-**	**(8,330)**	**(8,330)**	**(233)**	**(8,563)**
Balance at 31 December 2024		**1,501**	**180,012**	**3,509**	**(53,005)**	**(153)**	**2,045**	**690,951**	**824,860**	**(396)**	**824,464**
2023											
Balance at 1 January 2023		**1,501**	**180,012**	**3,509**	**(53,005)**	**(308)**	**873**	**637,190**	**769,772**	**4,986**	**774,758**
Profit/(Loss) for the year		-	-	-	-	-	-	40,581	40,581	(2,009)	38,572
Other comprehensive loss for the year		-	-	-	-	-	(9,427)	-	(9,427)	(29)	(9,456)
Total comprehensive income/ (loss) for the year		**-**	**-**	**-**	**-**	**-**	**(9,427)**	**40,581**	**31,154**	**(2,038)**	**29,116**
Acquisition of non-controlling interest	29(b)(ii)	-	-	-	-	155	-	-	155	(35)	120
Dividends	31	-	-	-	-	-	-	(17,297)	(17,297)	(207)	(17,504)
Total transactions with owners, recognised directly in equity		**-**	**-**	**-**	**-**	**155**	**-**	**(17,297)**	**(17,142)**	**(242)**	**(17,384)**
Balance at 31 December 2023		**1,501**	**180,012**	**3,509**	**(53,005)**	**(153)**	**(8,554)**	**660,474**	**783,784**	**2,706**	**786,490**

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Cash flows from operating activities			
Profit after tax		**35,592**	38,572
Adjustments for:			
- Income tax expense	10(a)	**10,523**	16,570
- Depreciation of property, plant and equipment	19	**27,486**	25,789
- Gains on disposal of property, plant and equipment	6	**(83)**	(1,174)
- Property, plant and equipment written off	6	**877**	618
- Impairment loss on property, plant and equipment - net	6	**15,862**	3,784
- Impairment losses on goodwill	6	**245**	765
- Provision of expected credit losses - trade receivables*		**3,546**	2,750
- Provision/(Reversal) of expected credit losses - other receivables*	6	**4,542**	(251)
- Interest income	5	**(13,096)**	(3,642)
- Interest expense	9	**28,290**	27,322
- Share of profit of associated company	23	**(12)**	(28)
Operating cash flows before working capital changes		**113,772**	111,075
Changes in operating assets and liabilities:			
- Inventories		**(103,768)**	10,706
- Trade and other receivables		**(224,985)**	230,849
- Contract liabilities		**(4,327)**	2,306
- Trade and other payables		**80,777**	(50,306)
- Derivative financial instruments		**(3,027)**	10,176
Cash flows (used in)/ generated from operations		**(141,558)**	314,806
Interest received		**13,096**	3,642
Interest paid		**(28,290)**	(27,322)
Income tax paid	11	**(26,489)**	(29,495)
Net cash flows (used in)/from operating activities		**(183,241)**	261,631
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash and cash equivalents acquired	37	**-**	(1,647)
Additions to property, plant and equipment**	19	**(57,583)**	(77,100)
Proceeds from disposal of property, plant and equipment		**228**	5,917
Dividend received from associated company		**11**	11
Net cash flows used in investing activities		**(57,344)**	(72,819)
Cash flows from financing activities			
Decrease in restricted short term bank deposits		**95**	314
Proceeds from long term borrowings		**46,396**	39,956
Repayment of long term borrowings		**(28,652)**	(28,596)
Net proceeds from/(repayment of) short-term borrowings		**246,096**	(150,264)
Repayment of lease liabilities		**(888)**	(683)
Dividends paid to equity holders of the Company	31	**(8,330)**	(17,297)
Dividends paid to non-controlling interests		**(233)**	(207)
Net cash flows from/(used in) financing activities		**254,484**	(156,777)
Net change in cash and cash equivalents		**13,899**	32,035
Cash and cash equivalents at beginning of financial year		**131,585**	102,198
Effect of changes in exchange rate on cash and cash equivalents		**(2,821)**	(2,648)
Cash and cash equivalents at end of financial year		**142,663**	131,585

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2024

	Note	**2024**	2023
		US$'000	US$'000
Represented by:			
Cash and bank balances	17	**142,916**	131,922
Less: Restricted short term bank deposits		**(253)**	(337)
Cash and cash equivalents per consolidated statement of cash flows		**142,663**	131,585

* FY 2023 figures have been restated, as they were previously classified under 'Changes in operating assets and liabilities – Trade and other receivables.'. The change is to improve the presentation and comparability.

** FY 2023 figures have been restated. Previously, 'Advance payment of property, plant, and equipment' was disclosed separately from "Additions to property, plant, and equipment." They are now grouped under "Additions to property, plant, and equipment" to improve presentation and comparability.

Reconciliation of liabilities arising from financing activities

				Non-cash changes				
	1 January 2024	**Proceeds from borrowings**	**Principal payments**	**Acquisition arising from business combination**	**Addition during the year**	**Modification of lease liability**	**Foreign exchange movement**	**31 December 2024**
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Borrowings	**391,574**	**292,492**	**(28,652)**	**-**	**-**	**-**	**6,162**	**661,576**
Lease liabilities	**9,769**	**-**	**(888)**	**-**	**431**	**394**	**(156)**	**9,550**

				Non-cash changes				
	1 January 2023	**Proceeds from borrowings**	**Principal payments**	**Acquisition arising from business combination**	**Addition during the year**	**Remeasurement of lease liability**	**Foreign exchange movement**	**31 December 2023**
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Borrowings	540,779	39,956	(178,860)	2,171	-	-	(12,472)	391,574
Lease liabilities	9,370	-	(683)	-	1,289	(217)	10	9,769

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

For the financial year ended 31 December 2024

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL INFORMATION

Mewah International Inc. (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in the Cayman Islands. The address of its registered office is Harbour Place, 2nd Floor, 103 South Church Street, P.O. Box 472, George Town, Grand Cayman, KY1-1106, Cayman Islands. The principal place of business of the Company is at 5, International Business Park, #05-00, Mewah Building, Singapore 609914.

The principal activity of the Company is that of investment holding. The principal activities of its significant subsidiaries are disclosed in Note 41 of the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

Interpretations and amendments to published standards effective in 2024

On 1 January 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.2 Revenue

(a) Sale of goods

The Group produces and sells primarily vegetable-based edible oil and fat products. Sales are recognised at a point in time when control of the products has transferred to its customer, being when the right to payment accrues, significant risks and rewards of ownership are transferred, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

(b) Shipping services

Revenue from shipping services is recognised in the accounting period in which the services are rendered.

(c) Charter income

Revenue from time charter is recognised on a straight-line basis over the period of the time charter agreement.

Revenue from voyage charter is recognised rateably over the estimated length of the voyage within the reporting period and ends in subsequent reporting period.

The Group determines the percentage of completion of voyage freight using the load-to-discharge method. Under this method, voyage revenue is recognised rateably over the period from the departure of a vessel from the port of loading to departure from the discharge port.

Demurrage is included if a claim is considered probable.

(d) Interest income

Interest income is recognised using the effective interest method.

If payments by the customers are received before the sale of goods or shipping services, a contract liability is recognised.

2.3 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.3 Group accounting (continued)

(a) ***Subsidiaries*** (continued)

(i) *Consolidation* (continued)

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between Group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity, and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) *Acquisitions*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. Please refer to Note 2.25 for the subsequent accounting policy on goodwill.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.3 Group accounting (continued)

(a) *Subsidiaries* (continued)

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to Note 2.5 for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

(b) *Transactions with non-controlling interests*

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in general reserve within equity attributable to the equity holders of the Company.

(c) *Associated company*

Associated company is an entity over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Investment in associated company is accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

(i) Acquisitions

Investment in associated company is initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated company represents the excess of the cost of acquisition of the associated company over the Group's share of the fair value of the identifiable net assets of the associated company and is included in the carrying amount of the investment.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.3 Group accounting (continued)

(c) Associated company (continued)

(ii) Equity method of accounting

Under the equity method of accounting, the investment is initially recognised at cost and adjusted thereafter to recognise Group's share of its associated company's post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated company is recognised as a reduction of the carrying amount of the investment. When the Group's share of losses in an associated company equals to or exceeds its interest in the associated company, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated company. If the associated company subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associated company includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated company are eliminated to the extent of the Group's interest in the associated company. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the assets transferred. The accounting policies of associated company are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(iii) Disposals

Investment in associated company is derecognised when the Group loses significant influence. If the retained equity interest in the former associated company is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to Note 2.5 for the accounting policy on investment in associated company in the separate financial statements of the Company.

2.4 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

All property, plant and equipment including mature plants are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.4 Property, plant and equipment (continued)

(a) Measurement (continued)

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Mature plants are living plants used in the production or supply of agricultural produce that are expected to bear produce for more than one period; covering activities that are necessary to cultivate the mature plants before they are in the location and condition necessary to be capable of operating in the manner intended by management. Cost also includes borrowing costs (refer to Note 2.7 on borrowing costs).

(b) Depreciation

Freehold land and capital expenditure in progress (including immature plants) are not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

Freehold buildings	2%
Leasehold land and buildings	1% to 3% (Over the period of leases)
Plant and equipment	2% to 5%
Furniture, fixtures and office equipment	5% to 20%
Motor vehicles	20%
Vessels	4%
Mature plants	5%

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other gains/(losses) (net) – other losses (net)".

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.5 Investments in subsidiaries and associated company

Investments in subsidiaries and associated company are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.6 Impairment of non-financial assets

(a) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(b) Property, plant and equipment
Investments in subsidiaries and associated company

Property, plant and equipment and investments in subsidiaries and associated company are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.6 Impairment of non-financial assets (continued)

(b) *Property, plant and equipment*
Investments in subsidiaries and associated company (continued)

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2.7 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures of qualifying assets that are financed by general borrowings.

2.8 Financial assets

(a) Classification and measurement

The Group classifies its financial assets excluding derivative financial instruments as financial assets at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

<u>At initial recognition</u>

At initial recognition, the Group measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.8 Financial assets (continued)

(a) *Classification and measurement* (continued)

At subsequent measurement

Debt instruments

Debt instruments mainly comprise of cash and bank balances, and trade and other receivables.

Financial assets of the Group are subsequently measured as follows:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

(b) *Impairment*

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 34(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(c) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

(d) *Offsetting of financial instruments*

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.9 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

(a) amount initially recognised less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss allowance computed using the impairment methodology under SFRS(I) 9.

2.10 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.11 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

Trade payables settled via electronic cash transfer are derecognised when the Group has no ability to withdraw, stop or cancel the payment, has lost the practical ability to access the cash as a result of the electronic instructions, and the risk of a settlement not occurring is insignificant.

2.12 Derivative financial instruments

Derivative financial instruments comprise mainly of crude palm oil and palm oil products forward contracts, futures contracts and currency forward contracts.

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss within “cost of sales” when the changes arise.

Derivative financial instruments are reported in the financial statements on a net basis where legal right of setoff exists. Derivative financial instruments are carried as assets when fair value is positive and as liabilities when fair value is negative.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.13 Fair value estimation of financial assets and liabilities

The Group's commodities futures contracts are traded in active markets and their fair values take into consideration quoted prices at the balance sheet date in active markets such as Bursa Malaysia.

The Group's commodities forward contracts are not traded in an active market and hence their fair values are estimated using a valuation technique as described in Note 34(e).

The fair values of currency forward contracts are determined using actively quoted forward exchange rates.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.14 Leases

(a) When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

  The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

  Right-of-use assets are presented within “Property, plant and equipment”.

- Lease liabilities

  The initial measurement of lease liability is measured at the present value of the lease payments discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.14 Leases (continued)

(a) When the Group is the lessee: (continued)

- Lease liabilities (continued)

  Lease payments include the following:

  - Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
  - Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
  - Amount expected to be payable under residual value guarantees;
  - The exercise price of a purchase option if is reasonably certain to exercise the option; and
  - Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

  For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

  Lease liabilities are measured at amortised cost using the effective interest method. Lease liabilities shall be remeasured when:

  - There is a change in future lease payments arising from changes in an index or rate;
  - There is a change in the Group's assessment of whether it will exercise an extension option; or
  - There are modifications in the scope or the consideration of the lease that was not part of the original term.

  Lease liabilities are remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

  The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.14 Leases (continued)

(b) When the Group is the lessor:

The Group leases office space under operating leases to related and non-related parties.

- Lessor – Operating leases

  Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight -line basis over the lease term.

  Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

  Contingent rents are recognised as income in profit or loss when earned.

2.15 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined on the weighted average basis. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

2.16 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries and associated company, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.16 Income taxes (continued)

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits similar to accounting for other tax credits where a deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised.

2.17 Provisions

Provisions for legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Other provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the profit or loss as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

2.18 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.19 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (“functional currency”). The financial statements are presented in United States Dollar (“US$”) (“presentation currency”), which is the functional currency of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency (“foreign currency”) are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. Monetary items include primarily financial assets, contract assets and financial liabilities.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses are presented in the income statement within “other (losses)/ gains”.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities’ financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Management Committee whose members are responsible for allocating resources and assessing performance of the operating segments.

2.21 Cash and bank balances

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, and deposits with financial institutions which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.22 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share premium account.

2.23 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

2.24 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are presented on the balance sheet under other payables as deferred income.

2.25 Intangible assets

Goodwill

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Valuation of commodities forward contracts

The Group is exposed to fluctuations in the prices of agri-commodities it deals in, including crude palm oil and palm oil products. The Group minimises the risk arising from such fluctuations by entering into commodities forward contracts and futures contracts (Note 16). As the Group has not adopted hedge accounting, the fair value changes on these derivative financial instruments are recognised in the profit or loss when the changes arise.

The Group's commodities forward contracts are not traded in an active market and hence their fair values are estimated using a valuation technique as described in Note 34(e).

If the commodities forward prices had been higher or lower by 5% from the management's estimates and other variables remain constant, the Group's profit after tax would have been lower or higher by US$21,181,000 (2023: US$15,970,000) respectively, arising from the changes in the fair value of the commodities forward contracts.

(b) Impairment assessment of the Group's property, plant and equipment

Property, plant and equipment ("PPE") is tested for impairment whenever there are indications that these assets may be impaired. Management performs reviews to determine whether there are any indications of impairment in relation to the PPE held by the Group.

At 31 December 2024, management has identified indications of impairment relating to manufacturing plants, manufacturing plants in progress and mature plantation of the Group. The net book value of the PPE relating to the manufacturing plants, manufacturing plant in progress, milling plant and mature plantation that was recognised on the balance sheet amounted to approximately US$77,998,000, US$13,775,000 and US$16,357,000 as at 31 December 2024 respectively.

The recoverable amounts of the identified PPE are determined based on the value-in-use calculations or fair value less cost to sell. The value-in-use calculations are based on a discounted cash flow model and requires the Group to make an estimate of the expected future cash flows from the continuing use of the PPE. The fair value less cost to sell is determined based on the Group's experience with disposal of assets using level 3 in the fair value hierarchy due to unobserved inputs.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

(b) *Impairment assessment of the Group's property, plant and equipment* (continued)

The key assumptions used in the value-in-use calculation that were subject to critical accounting estimates were relating to the estimation of the revenue, discount rate, terminal growth rate and operating margin as follows:

PPE	Manufacturing plants	Manufacturing plant in progress	Milling plant and mature plantation
Revenue	Growth rate -3.0% to 8.2%	Utilisation growth rate 14.3% to 22.9%	Utilisation growth rate 2.2% to 16.9%
Operating margin growth	1.0% to 9.2%	9.3% to 10.3%	1.0% to 37.3%
Discount rate (pre-tax)	9.5% to 11.0%	11.8%	12.9%
Terminal growth rate	2.0% to 3.2%	3.1%	5.0%

Operating margin is calculated as revenue, less cost of sales (excluding depreciation), selling and distribution expenses and foreign exchange gains/(losses).

As the recoverable amount determined by management is less than the net book value of the PPE, the Group has recognised an impairment charge during the financial year amounting to US$2,384,000, US$13,775,000 and US$1,995,000 in relation to the manufacturing plant, manufacturing plants in progress, milling plant and mature plantation respectively.

A reasonable possible change to any of the individual key assumptions as compared to management's estimates as listed above would have increased or decreased the impairment charge on the manufacturing plants and the Group's profit for the financial year ended 31 December 2024 as follows:

Manufacturing plants

Key assumptions	Change applied to increase management's estimate	Impact to impairment charge on PPE for the financial year ended 31 December 2024 increase/ (decrease) US$'000	Change applied to decrease management's estimate	Impact to impairment charge on PPE for the financial year ended 31 December 2024 increase/ (decrease) US$'000
Operating margin growth rate	0.2% - 2.5%	(2,384)	(0.2%) - (2.5%)	2,915
Discount rate	1.0%	5,540 – 7,847	(1.0%)	(2,384)
Terminal growth rate	2.0% - 3.2%	(2,384)	(2.0%) - (3.2%)	7,972 – 17,566

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

(b) ***Impairment assessment of the Group's property, plant and equipment*** (continued)

Manufacturing plants in progress

A reasonable possible change to any of the individual key assumptions as compared to management's estimates as listed above would not have a material impact on the manufacturing plant in progress and the Group's profit for the financial year ended 31 December 2024.

Milling plant and mature plantation

Key assumptions	Change applied to increase management's estimate	Impact to impairment charge on PPE for the financial year ended 31 December 2024 increase/ (decrease) US$'000	Change applied to decrease management's estimate	Impact to impairment charge on PPE for the financial year ended 31 December 2024 increase/ (decrease) US$'000
Operating margin growth rate	1.0%	(345)	(1.0%)	355
Discount rate	1.0%	725	(1.0%)	(275)
Terminal growth rate	5.0%	(425)	(5.0%)	(1,025)

(c) ***Purchase price allocation for acquisition of business***

The acquisitions disclosed in Notes 37 to the financial statements are accounted for as business combinations which requires the identifiable assets and liabilities to be recognised at fair value at the date of acquisition, with the excess of the acquisition cost over the identified fair values to be recognised as goodwill.

The assets and liabilities are identified and valued through a purchase price allocation. In assessing the identifiable assets acquired, consideration was given to whether potential intangible assets were acquired as part of the acquisition and management has assessed that no intangible assets were acquired.

In assessing the fair valuation of the identifiable assets acquired, management had engaged an external professional firm to perform the fair valuation of the property, plant and equipment acquired. The purchase price allocation is subject to a significant degree of judgement and critical accounting estimates required in the identification and fair valuation of the assets acquired and liabilities assumed.

Further details are disclosed in Notes 37 to the financial statements.

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines.

	Group		
	At a point in time	**Over time**	**Total**
	US$'000	US$'000	US$'000
2024			
Sale of vegetable oil products and bioenergy products in bulk	3,475,235	-	3,475,235
Sale of consumer products including edible oils and fats, dairy, soap, rice and cocoa in consumer packs	1,213,465	-	1,213,465
Shipping services*	-	91,783	91,783
Charter income and others	-	1,493	1,493
Total	**4,688,700**	**93,276**	**4,781,976**
2023			
Sale of vegetable oil products and bioenergy products in bulk	2,847,473	-	2,847,473
Sale of consumer products including edible oils and fats, dairy, soap and rice in consumer packs	1,193,859	-	1,193,859
Shipping services*	-	74,880	74,880
Charter income	-	7,584	7,584
Total	**4,041,332**	**82,464**	**4,123,796**

* Shipping services relate to revenue earned arising from the delivery of products sold to customers.

Included in the sale of vegetable oil products in bulk is the subsidy received from the Malaysian government under the cooking oil price stabilisation scheme amounting to US$49,895,000 (2023: US$49,574,000).

4. REVENUE FROM CONTRACTS WITH CUSTOMERS (continued)

(b) Contract liabilities

	Group		
	31 December		1 January
	2024	2023	2023
	US$'000	US$'000	US$'000
Contract liabilities			
- Sale of goods contracts and shipping services	**17,684**	21,966	19,660
Total contract liabilities	**17,684**	21,966	19,660

(i) Revenue recognised in relation to contract liabilities

	Group	
	2024	2023
	US$'000	US$'000
Revenue recognised in current period that was included in the contract liability balance at the beginning of the period		
- Sale of goods contracts and shipping services	**21,838**	14,502

(ii) Unsatisfied performance obligations

As permitted under SFRS(I) 15, the aggregated transaction price allocated to unsatisfied contracts of periods one year or less is not disclosed.

(c) Trade receivables from contracts with customers

	Group		
	31 December		1 January
	2024	2023	2023
	US$'000	US$'000	US$'000
Trade receivables from contracts with customers	**524,816**	313,515	509,095
Less: Allowance for expected credit losses	**(11,190)**	(9,149)	(9,378)
Trade receivables (net)	**513,626**	304,366	499,717

5. OTHER INCOME

	Group	
	2024	2023
	US$'000	US$'000
Interest income on bank deposits and others	**1,363**	1,483
Late interest charged on trade receivables	**11,733**	2,159
	13,096	3,642
Rental income	**307**	319
Commission income	**5**	1
Insurance claims	**868**	3,370
Other miscellaneous income	**5,541**	2,847
	19,817	10,179

Other miscellaneous income mainly comprises sales of scrap and waste.

6. OTHER LOSSES (NET)

	Group	
	2024	2023
	US$'000	US$'000
Impairment losses on property, plant and equipment - net (Note 19)	**(15,862)**	(3,784)
Others		
- Foreign exchange losses – net	**(15,353)**	(24,137)
- Gains on disposal of property, plant and equipment	**83**	1,174
- Property, plant and equipment written off	**(877)**	(618)
- Impairment losses on goodwill	**(245)**	(765)
- Reversal of provision for legal claim	**-**	205
- Others	**68**	(92)
	(16,324)	(24,233)

In the current financial year, the Group carried out a review of the recoverable amount of certain property, plant and equipment at 31 December 2024 and assessed that there are indications of impairment loss. Accordingly, the management of the Group had estimated the recoverable amount of these property, plant and equipment at 31 December 2024 and recorded an impairment loss of US$18,154,000 (Note 3(b)) (2023: US$4,005,000) in the consolidated income statement for the financial year ended 31 December 2024.

7. EXPENSES BY NATURE

	Group	
	2024	2023
	US$'000	US$'000
Purchases of inventories	**4,426,055**	3,703,585
Changes in inventories	**(103,257)**	11,379
Gains from derivative financial instruments	**(21,760)**	(1,495)
Freight charges	**92,107**	65,486
Consultation fees	**4,694**	4,179
Transportation	**33,140**	26,739
Export duties	**43,029**	8,652
Insurance	**14,736**	10,234
Utilities	**18,041**	19,520
Rental on leases (Note 20(d))	**5,821**	3,569
Repair and maintenance	**10,702**	11,883
Employee compensation (Note 8)	**92,261**	94,167
Depreciation of property, plant and equipment (Note 19)	**27,486**	25,789
Bank charges	**2,888**	3,183
Reversal of inventories written down	**(249)**	(673)
Audit fees		
- Auditors of the Company	**471**	485
- Other auditors*	**467**	442
Non-audit fees		
- Auditors of the Company	**93**	88
- Other auditors*	**159**	212
Others	**40,242**	33,599
Total cost of sales, selling and distribution and administrative expenses	**4,687,126**	4,021,023

* Includes the network of member firms of PricewaterhouseCoopers International Limited, each of which is a separate and independent legal entity.

For the financial years ended 31 December 2024 and 2023, the reversal of inventories written down mainly relate to inventories previously written down that were sold above their carrying amounts.

8. EMPLOYEE COMPENSATION

	Group	
	2024	2023
	US$'000	US$'000
Wages and Salaries	**81,818**	83,479
Employer's contributions to defined contribution plans	**6,653**	6,447
Other staff benefits	**3,790**	4,241
	92,261	94,167

9. FINANCE EXPENSES

	Group	
	2024	2023
	US$'000	US$'000
Interest expenses:		
- Bank borrowings	**27,588**	26,600
- Lease liabilities	**702**	722
	28,290	27,322

10. INCOME TAXES

(a) Income tax expense

	Group	
	2024	2023
	US$'000	US$'000
Tax expense attributable to profit was made up of:		
Current income tax		
- Singapore	**4,358**	1,979
- Foreign	**16,177**	14,214
	20,535	16,193
Deferred income tax credit	**(10,402)**	(219)
	10,133	15,974
Under/(Over) provision in prior financial years		
- Current income tax (Note 11)	**419**	383
- Deferred income tax	**(29)**	213
	390	596
Income tax expense	**10,523**	16,570

10. INCOME TAXES (continued)

(a) ***Income tax expense*** (continued)

The income tax on the Group's profit before tax differs from the theoretical amount that would arise using the domestic rates of income tax as explained below:

	Group	
	2024	2023
	US$'000	US$'000
Profit before tax	**46,115**	55,142
Tax calculated at domestic rates applicable to profits in the respective countries	**4,528**	12,836
Effects of:		
- Tax incentives	**(7,343)**	(1,302)
- Expenses not deductible for tax purposes	**14,762**	8,149
- Income not subject to tax	**(898)**	(1,454)
- Deferred tax benefits not recognised	**10,488**	1,481
- Recognition of previously unrecognised investment allowance	**(9,819)**	-
- Utilisation of previously unrecognised capital allowance/tax losses	**(1,589)**	(3,878)
- Under provision of tax in prior financial years	**390**	596
- Others	**4**	142
	10,523	16,570

Singapore and Malaysia, two of the Group's main tax jurisdictions, had headline corporate tax rates of 17% and 24% (2023: 17% and 24%) respectively. The Group enjoys certain tax incentives such as concessionary tax rate in Singapore, and Malaysia.

Under provision in prior financial years

For the financial year ended 31 December 2024 and 2023, the under provision of current income tax in respect of prior financial years mainly relates to the final tax outcome being different from the amounts that were originally estimated for capital allowances, incentives and the deductibility of certain expenses in the various tax jurisdictions.

(b) ***OECD Pillar Two model rules***

The Group is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in Singapore, the jurisdiction in which the Company is tax resident, and will come into effect from 1 January 2025. Similar legislation has also been enacted or substantively enacted in several other jurisdictions where the Group operates, effective from the financial year beginning 1 January 2025. Since Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure. The Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

10. INCOME TAXES (continued)

(b) ***OECD Pillar Two model rules*** (continued)

Under the legislation, the Group is liable to pay a top-up tax for the difference between the GloBE effective tax rate for each jurisdiction and the 15% minimum tax rate. The Group has prepared a preliminary assessment of its potential impact to Pillar Two income taxes based on the country-by-country reporting and financial information for the constituent entities in the Group if the new tax legislation had applied to the financial year ended 31 December 2024. Based on this assessment, the Group is expected to qualify for the Transitional Country-by-Country Reporting Safe Harbour for its significant subsidiaries subject to the Pillar Two model rules for financial year ended 31 December 2024 except for Singapore and United Arab Emirates jurisdictions. Though these two jurisdictions' effective tax rate is below 10% for the financial year ended 31 December 2024, the Group's exposure to paying Pillar Two income taxes might not be for the full difference in tax rates. This is due to the impact of specific adjustments envisaged in the Pillar Two legislation which give rise to different effective tax rates compared to those calculated in accordance with SFRS(I) 1-12. The potential exposure, if any, to Pillar Two income taxes is currently not known or reasonably estimable.

The Group will assess the full potential impact in future reporting periods, depending on the applicable tax rates and legislation that come into effect from 1 January 2025.

11. CURRENT INCOME TAXES LIABILITIES

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Beginning of the year	**(862)**	(14,086)	**(489)**	(91)
Currency translation differences	**219**	305	**25**	(10)
Income tax paid	**26,489**	29,495	**2,207**	1,638
Tax expense (Note 10)	**(20,535)**	(16,193)	**(2,311)**	(1,932)
(Under)/Over provision in prior financial years (Note 10)	**(419)**	(383)	**111**	(94)
End of the financial year	**4,892**	(862)	**(457)**	(489)
Represented by:				
At 31 December				
- Current income tax recoverable	**11,685**	5,468	**-**	-
- Current income tax liabilities	**(6,793)**	(6,330)	**(457)**	(489)

12. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2024	2023
Net profit attributable to equity holders of the Company (US$'000)	**38,807**	40,581
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**1,500,667**	1,500,667
Basic earnings per share (US cents per share)	**2.59**	2.70

Diluted earnings per share was the same as the basic earnings per share for the financial years ended 31 December 2024 and 2023 as there were no potential dilutive ordinary shares outstanding.

13. INVENTORIES

	Group	
	2024	2023
	US$'000	US$'000
Raw materials	**184,359**	140,667
Finished goods	**340,961**	284,914
Stores, spares and consumables	**14,301**	10,386
	539,621	435,967

The cost of inventories recognised as an expense and included in "cost of sales" amounts to US$4,322,798,000 (2023: US$3,714,291,000).

In the previous financial year, bank borrowings (Note 26) were secured on inventories of the Group with carrying amounts US$6,844,000.

14. TRADE RECEIVABLES

	Group	
	2024	2023
	US$'000	US$'000
Trade receivables		
- Related parties [Note 35(a)]	**14,843**	12,533
- Non-related parties	**509,973**	300,982
	524,816	313,515
Less: Allowance for expected credit losses		
- Non-related parties [Note 34(b)]	**(11,190)**	(9,149)
Trade receivables - net	**513,626**	304,366

15. OTHER RECEIVABLES

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Current				
Loans to subsidiaries	**-**	-	**454,154**	444,304
Non-trade receivables				
- Related parties [Note 35(a)]	**-**	1	**-**	-
- Non-related parties	**30,976**	32,037	**-**	-
	30,976	32,038	**-**	-
Dividend receivables from a subsidiary	**-**	-	**145**	1,000
Deposits	**34,822**	35,836	**-**	-
Prepayments	**51,028**	35,688	**31**	15
	116,826	103,562	**454,330**	445,319
Less: Allowance for expected credit losses*				
- Related parties [Note 34(b)(iv)]	**-**	-	**(69,000)**	(80,583)
- Non-related parties [Note 34(b)(iii)]	**(10,314)**	(6,122)	**-**	-
	106,512	97,440	**385,330**	364,736
Non-current				
Loans to subsidiaries	**-**	-	**34,862**	-
Less: Allowance for expected credit losses [Note 34(b)(iv)]	**-**	-	**(10,151)**	-
	-	-	**24,711**	-

Group

As at 31 December 2024, non-trade receivables included US$12,512,000 (2023: US$9,340,000) refundable Goods and Service Tax, and US$6,265,000 (2023: US$8,351,000) relating to subsidy receivable for cooking oil price stabilisation scheme.

As at 31 December 2024, deposits included US$32,045,000 (2023: US$39,269,000) paid to future commodity trading exchanges for commodity trading initial and variation margin payment.

As at 31 December 2024, prepayments included US$3,237,000 (2023: US$5,627,000) for capital expenditure and US$35,481,000 (2023: US$19,094,000) for purchase of raw materials.

* FY 2023 figures have been restated, as they were previously classified under 'Non-trade receivables, deposits and prepayments'. The change is to improve the presentation and comparability.

15. OTHER RECEIVABLES (continued)

Company

Current

Loans to subsidiaries amounting to US$454,113,000 (2023: US$398,530,000) are unsecured, bear interests from 4.8% to 9.3% (2023: 3.0% to 9.2%) per annum and repayable on demand. The remaining amounts are unsecured, non-interest bearing and repayable on demand.

Non-Current

Loans to subsidiaries amounting to US$34,862,000 are unsecured, non-interest bearing and have no fixed terms of repayment. These balances are not expected to be repaid within the next twelve months.

16. DERIVATIVE FINANCIAL INSTRUMENTS

Currency forward contracts are entered into by the Group to manage exposure to fluctuations in foreign currency exchange rates.

The Group enters into commodities forward contracts and futures contracts to protect the Group from movements in market prices, primarily in crude palm oil and palm oil products by establishing the price at which the products will be sold or purchased.

(a) Current portion

	Contract notional amount	Group Fair values	
		Asset	**Liability**
	US$'000	US$'000	US$'000
31 December 2024			
Currency forward contracts [Note 34(e)]	**1,113,587**	10,803	(14,187)
Commodities forward contracts [Note 34(e)]	**1,060,034**	29,650	(32,080)
Futures contracts on commodity exchange [Note 34(e)]	**524,452**	-	(5,674)
Total		**40,453**	**(51,941)**

	Contract notional amount	Group Fair values	
		Asset	**Liability**
	US$'000	US$'000	US$'000
31 December 2023			
Currency forward contracts [Note 34(e)]	1,014,030	13,049	(7,196)
Commodities forward contracts [Note 34(e)]	743,122	9,903	(17,993)
Futures contracts on commodity exchange [Note 34(e)]	876,805	-	(12,212)
Total		22,952	(37,401)

16. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

(b) Non-current portion

	Contract notional amount	Group Fair values	
		Asset	Liability
	US$'000	US$'000	US$'000
31 December 2024			
Futures contracts on commodity exchange [Note 34(e)]	**2,637**	**21**	**-**
31 December 2023			
Futures contracts on commodity exchange [Note 34(e)]	11,159	386	-

17. CASH AND BANK BALANCES

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Cash at bank and on hand	**140,932**	128,002	**359**	94
Short-term bank deposits	**1,984**	3,920	**4**	4
	142,916	131,922	**363**	98

For the purposes of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	2024	2023
	US$'000	US$'000
Cash and bank balances (as above)	**142,916**	131,922
Less: Restricted short term bank deposits	**(253)**	(337)
Cash and cash equivalents per consolidated statement of cash flows	**142,663**	131,585

Please refer to Note 37 for the effects of acquisition of subsidiaries in the cash flow of the Group.

Restricted short term bank deposits are pledged as security for certain product license.

18. INTANGIBLE ASSET

	Group	
	2024	2023
	US$'000	US$'000
Goodwill arising from acquisition of subsidiaries		
Beginning of financial year	**5,235**	6,000
Impairment losses	**(245)**	(765)
Currency translation differences	**40**	-
End of financial year	**5,030**	5,235

In the previous financial year, the Group completed the acquisition of 100% of the issued equity of PT Kencana Inti Perkasa ("PTKIP"), an Indonesian company which owns and operates facilities in palm oil business, from non-related parties, through its wholly owned subsidiaries, PT Agro Perkasa, a company incorporated in Indonesia and Cavenagh Oleo (S) Pte Ltd, a company incorporated in Singapore with total purchase consideration of US$1,647,000. The Group has finalised the fair values of the identified assets acquired and liabilities assumed for the acquisition of PTKIP. Further details are disclosed in Note 37 to the financial statements.

Impairment tests for goodwill

Goodwill arising from business combinations have been allocated to the respective cash-generating units ("CGUs"). The carrying amount of goodwill allocated to each CGU are as follows:

	Bulk 1	**Bulk 2**	**Consumer Pack**	**Total**
	US$'000	US$'000	US$'000	US$'000
2024				
Beginning of financial year	205	1,527	3,503	**5,235**
Impairment losses	(245)	-	-	**(245)**
Currency translation differences	40	-	-	**40**
End of financial year	**-**	**1,527**	**3,503**	**5,030**
2023				
Beginning of financial year	970	1,527	3,503	6,000
Impairment losses	(765)	-	-	(765)
End of financial year	205	1,527	3,503	5,235

18. INTANGIBLE ASSET (continued)

Impairment tests for goodwill (continued)

The recoverable amount of the CGUs was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. The discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the five-year period are as follows:

	2024	2023
Discount rate (pre-tax)	**11.0% to 12.9%**	10.1% to 12.9%
Terminal growth rate	**4.0% to 5.0%**	4.0% to 5.0%

The terminal growth rate used is consistent with the forecast included in industry reports and did not exceed the long-term average growth rate for the business in which the CGUs operates. The discount rate used was pre-tax and reflected specific risks relevant to the CGUs.

Based on the recoverable amounts determined by management, the Group has recognised an impairment charge during the financial year amounting to US$245,000 (2023: US$765,000).

19. PROPERTY, PLANT AND EQUIPMENT

	Freehold land and buildings US$'000	Leasehold land and buildings US$'000	Plant and equipment US$'000	Furniture, fixtures and office equipment US$'000	Motor vehicles US$'000	Vessels US$'000	Mature plants US$'000	Capital expenditure in progress US$'000	Total US$'000
Group									
2024									
Cost									
Beginning of financial year	25,791	158,131	442,511	26,173	10,546	7,853	10,325	128,384	809,714
Currency translation differences	97	456	10,066	59	(245)	-	231	(2,582)	8,082
Additions	2	15,921	7,108	1,773	1,447	-	-	37,345	63,596
Additions - Right-of-use assets	-	203	-	-	228	-	-	-	431
Modification of lease liability	-	-	-	-	394	-	-	-	394
Disposals	-	(85)	(267)	(437)	(1,023)	-	-	-	(1,812)
Write off	-	(311)	(400)	(236)	(274)	(1,220)	(148)	(717)	(3,306)
Reclassification to assets held for sale	(32)	(763)	-	-	-	-	-	-	(795)
Reclassification	(21,015)	47,628	64,494	(2,087)	36	1,624	2,476	(93,156)	-
End of financial year	4,843	221,180	523,512	25,245	11,109	8,257	12,884	69,274	876,304
Accumulated depreciation									
Beginning of financial year	4,411	37,683	193,821	19,861	7,452	3,927	1,159	-	268,314
Currency translation differences	12	221	4,538	104	(153)	-	(19)	-	4,703
Depreciation charge (Note 7)	524	3,635	19,567	1,702	1,305	480	273	-	27,486
Disposals	-	(28)	(206)	(421)	(1,012)	-	-	-	(1,667)
Write off	-	(310)	(384)	(229)	(274)	(1,220)	(12)	-	(2,429)
Reclassification to assets held for sale	(13)	(109)	-	-	-	-	-	-	(122)
Reclassification	(4,076)	4,238	641	(1,082)	-	-	279	-	-
End of financial year	858	45,330	217,977	19,935	7,318	3,187	1,680	-	296,285
Accumulated impairment losses									
Beginning of financial year	-	18,552	317	247	66	-	6,815	30,405	56,402
Currency translation differences	-	(1,197)	73	-	-	-	299	(3,017)	(3,842)
Impairment losses (net) (Note 6)	-	(343)	2,602	89	2	-	312	13,200	15,862
Reclassification	-	(5)	347	9	6	-	2,614	(2,971)	-
End of financial year	-	17,007	3,339	345	74	-	10,040	37,617	68,422
Net book value									
End of financial year	**3,985**	**158,843**	**302,196**	**4,965**	**3,717**	**5,070**	**1,164**	**31,657**	**511,597**

19. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold land and buildings US$'000	Leasehold land and buildings US$'000	Plant and equipment US$'000	Furniture, fixtures and office equipment US$'000	Motor vehicles US$'000	Vessels US$'000	Mature plants US$'000	Capital expenditure in progress US$'000	Total US$'000
Group									
2023									
Cost									
Beginning of financial year	26,154	152,313	425,928	24,825	9,631	13,401	9,881	84,571	746,704
Currency translation differences	(1,121)	(2,707)	(16,920)	(436)	(109)	-	444	(1,986)	(22,835)
Additions	6	2,415	5,372	1,933	1,147	131	-	74,543	85,547
Acquisition of a subsidiary (Note 37)	-	3,226	3,361	45	126	-	-	-	6,758
Additions - Right-of-use assets	-	1,253	-	-	36	-	-	-	1,289
Remeasurement of lease liability	-	(217)	-	-	-	-	-	-	(217)
Disposals	-	(296)	(494)	(187)	(262)	(5,549)	-	-	(6,788)
Write off	-	-	(195)	(40)	(23)	-	-	(486)	(744)
Reclassification	752	2,144	25,459	33	-	(130)	-	(28,258)	-
End of financial year	25,791	158,131	442,511	26,173	10,546	7,853	10,325	128,384	809,714
Accumulated depreciation									
Beginning of financial year	3,999	35,446	183,369	18,740	6,697	4,220	1,008	-	253,479
Currency translation differences	(167)	(797)	(7,433)	(326)	(85)	-	25	-	(8,783)
Depreciation charge (Note 7)	579	3,100	18,211	1,695	1,127	951	126	-	25,789
Disposals	-	(66)	(291)	(180)	(264)	(1,244)	-	-	(2,045)
Write off	-	-	(65)	(38)	(23)	-	-	-	(126)
Reclassification	-	-	30	(30)	-	-	-	-	-
End of financial year	4,411	37,683	193,821	19,861	7,452	3,927	1,159	-	268,314
Accumulated impairment losses									
Beginning of financial year	-	18,579	45	247	66	-	6,815	26,866	52,618
Impairment losses (net) (Note 6)	-	(27)	272	-	-	-	-	3,539	3,784
End of financial year	-	18,552	317	247	66	-	6,815	30,405	56,402
Net book value									
End of financial year	**21,380**	**101,896**	**248,373**	**6,065**	**3,028**	**3,926**	**2,351**	**97,979**	**484,998**

19. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use ("ROU") assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 20(a).

(b) As at 31 December 2024, bank borrowings (Note 26) are secured on property, plant and equipment of the Group with carrying amounts of US$286,870,000 (2023: US$329,105,000).

(c) Interest capitalised within capital expenditure in progress amounted to US$385,000 (2023: US$194,000) for the financial year ended 31 December 2024. Finance expenses were capitalised at interest rates ranging from 5.8% to 6.9% per annum (2023: 6.4% to 7.6% per annum).

(d) For the second half of the year, two indirect wholly owned subsidiaries of the Company have entered into a Sale and Purchase Agreement to sell leasehold land and buildings located in Malaysia. Subject to the fulfilment of conditions precedent, the leasehold land and buildings with a net book value of US$673,000 were reclassified to 'Asset held for sale' for the financial year ended 31 December 2024 as below.

	Total US$'000
2024	
Beginning of financial year	-
Reclassification from property, plant and equipment	673
Currency translation differences	16
End of financial year	**689**

20. LEASES – THE GROUP AS A LESSEE

Nature of the Group's leasing activities

Property

The Group leases office space, warehouse for the purpose of back office operations, refining and selling vegetable oil products and dairy-based products.

Leasehold land

The Group makes monthly lease payments for leasehold land. The right-of-use of the land is recognised within property, plant and equipment (Note 19).

There is no externally imposed covenant on these lease arrangements.

20. LEASES – THE GROUP AS A LESSEE (continued)

Equipment and vehicles

The Group leases motor vehicles and equipment to render logistic services. The lease arrangements prohibit the Group from subleasing the equipment to third parties.

(a) Carrying amounts

ROU assets classified within Property, plant and equipment

	2024 US$'000	2023 US$'000
Group		
Leasehold land and buildings	**64,652**	56,912
Motor vehicles	**532**	185
Total	**65,184**	57,097

(b) Depreciation charge during the year

	2024 US$'000	2023 US$'000
Group		
Leasehold land and buildings	**1,949**	1,918
Motor vehicles	**280**	172
Total	**2,229**	2,090

(c) Interest expense

	2024 US$'000	2023 US$'000
Group		
Interest expense on lease liabilities (Note 9)	**702**	722

(d) Lease expense not capitalised in lease liabilities

	2024 US$'000	2023 US$'000
Group		
Lease expense – short-term leases	**5,006**	2,379
Lease expense – low-value leases	**815**	1,190
Total (Note 7)	**5,821**	3,569

20. LEASES – THE GROUP AS A LESSEE (continued)

(e) Lease liabilities

	2024	2023
	US$'000	US$'000
Group		
Current		
Lease liabilities	**1,043**	739
Non-current		
Lease liabilities	**8,507**	9,030

(f) Total cash outflow for all the leases in 2024 was US$7,411,000 (2023: US$4,974,000).

(g) Addition of ROU assets during the financial year 2024 was US$955,000 (2023: US$3,506,000).

During the financial year, addition and modification of lease liability of ROU assets which were financed by lease liability and prepayment were US$825,000 (2023: US$1,289,000) (Note 19) and US$130,000 (2023: US$2,217,000) respectively.

(h) Future cash outflow which are not capitalised in lease liabilities:

Extension options

i. Extension option exercisable by the Group

The lease for certain asset contains extension period, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise the extension option. The Group negotiates extension option to optimise operational flexibility in terms of managing the assets used in the Group's operations. The extension option is exercisable by the Group and not by the lessor.

ii. Extension option subject to terms and conditions

The lease for certain asset contains extension period, for which the related lease payments had not been included in lease liabilities as the option to extend is subject to the approval of the lessor.

21. LEASES – THE GROUP AS A LESSOR

Nature of the Group's leasing activities – Group as a lessor

The Group has leased out office space to non-related parties for monthly lease payments. Where considered necessary to reduce credit risk, the Group may obtain bank guarantees for the term of the lease. This lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from leasing of office space is disclosed in Note 5.

Maturity analysis of lease payments – Group as a lessor

The table below discloses the undiscounted lease payments to be received by the Group for its leases after the reporting date as follows:

	2024	2023
	US$'000	US$'000
Less than one year	**166**	165
One to two years	**-**	139
Total undiscounted lease payment	**166**	304

22. INVESTMENTS IN SUBSIDIARIES

	Company	
	2024	2023
	US$'000	US$'000
Equity investments at cost		
Beginning and end of financial year	**849**	849

Details of the significant subsidiaries are included in Note 41. There are no subsidiaries with non-controlling interest that are material to the Group as at 31 December 2024 and 2023.

23. INVESTMENT IN ASSOCIATED COMPANY

	Group	
	2024	2023
	US$'000	US$'000
Equity investment at cost		
Beginning of financial year	**494**	498
Share of profit	**12**	28
Dividends	**(11)**	(11)
Currency translation differences	**12**	(21)
End of financial year	**507**	494

23. INVESTMENT IN ASSOCIATED COMPANY (continued)

The summarised financial information of the associated company, not adjusted for the proportion ownership interest held by the Group, was as follows:

	Group	
	2024	2023
	US$'000	US$'000
Assets	**1,354**	1,357
Liabilities	**(319)**	(349)
Carrying value of associated company	**1,035**	1,008
Effective interest of the Group in associated company	**49%**	49%
Carrying value of group's interest in associated company	**507**	494

	Group	
	2024	2023
	US$'000	US$'000
Revenue	**3,371**	3,694
Net profit	**24**	58
Effective interest of the Group in associated company	**49%**	49%
Share of profit of associated company	**12**	28
Dividends received from associate	**11**	11

In the opinion of management, the associated company is not material to the Group.

24. TRADE PAYABLES

	Group	
	2024	2023
	US$'000	US$'000
Trade payables		
- Related parties [Note 35(a)]	**111**	159
- Non-related parties	**180,598**	114,257
	180,709	114,416

25. OTHER PAYABLES

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Non-trade payables				
- Associated company	**913**	780	**-**	-
- Non-related parties	**48,325**	43,390	**-**	-
	49,238	44,170	**-**	-
Deferred income	**4,625**	4,775	**-**	-
Accrual for operating expenses	**43,777**	39,553	**258**	246
Provision for legal claim	**-**	498	**-**	-
	97,640	88,996	**258**	246

Non-trade amounts due to associated company and non-related parties relate mainly to forwarding services and rental of premises, and are unsecured, interest-free and repayable on demand.

In the previous financial year, the legal claim was fully settled and the remaining provision in respect of the above claim, of US$205,000 (Note 6) was written back.

26. BORROWINGS

	Group	
	2024	2023
	US$'000	US$'000
Current		
Bank borrowings:		
- Trade financing	**509,672**	249,787
- Revolving credit	**-**	9,767
- Hire purchase	**544**	504
- Term loans	**27,569**	28,002
	537,785	288,060
Non-current		
Bank borrowings:		
- Hire purchase	**415**	938
- Term loans	**123,376**	102,576
	123,791	103,514
Total borrowings	**661,576**	391,574

26. BORROWINGS (continued)

(a) Securities granted

Total borrowings include secured liabilities of US$144,504,000 (2023: US$126,885,000). The borrowings of the Group are secured by property, plant and equipment as disclosed in Note 19(b) (2023: These borrowings of the Group are secured by certain property, plant and equipment and inventories as disclosed in Note 13 and Note 19(b) respectively).

(b) Fair value of non-current borrowings

The fair value of non-current borrowings approximated the carrying value of the non-current borrowings at the balance sheet date as they bear interests at rates which approximate the current incremental borrowing rate for similar types of lending and borrowing arrangements, which management expects to be available to the Group.

(c) Loan covenants

Under the terms of major non-current bank borrowings with total carrying amount of US$123,376,000 (2023: US$102,576,000), the Group is required to comply with the financial covenants at all times for consolidated total equity and consolidated gross debt to consolidated total equity of the ultimate holding corporation as determined by the banks and as disclosed in Note 34(d).

27. DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The amounts, determined after appropriate offsetting, were shown on the balance sheet as follows:

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Deferred income tax assets	**7,304**	365	**-**	-
Deferred income tax liabilities	**(29,604)**	(32,651)	**(4,045)**	(2,414)

Movement in the net deferred income tax account is as follows:

	Group		Company	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Beginning of financial year	**(32,286)**	(33,642)	**(2,414)**	(1,363)
Currency translation differences	**(445)**	1,350	**-**	-
Tax credited/(charged) to				
- Profit or loss	**10,431**	6	**(1,631)**	(1,051)
End of financial year	**(22,300)**	(32,286)	**(4,045)**	(2,414)

27. DEFERRED INCOME TAXES (continued)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) was as follows:

Group

Deferred income tax liabilities

	Accelerated tax depreciation	Unremitted foreign income	Fair value adjustments on acquisition of subsidiaries	Unrealised gains on derivative financial instruments	Others	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
2024						
At 1 January 2024	(39,808)	(2,565)	(1,140)	(282)	(557)	(44,352)
Currency translation differences	(1,120)	-	58	-	-	(1,062)
(Charged)/Credited to						
- Profit or loss	(4,413)	(1,764)	9	282	-	(5,886)
End of financial year	**(45,341)**	**(4,329)**	**(1,073)**	**-**	**(557)**	**(51,300)**
2023						
At 1 January 2023	(38,025)	(1,514)	(1,262)	(2,612)	(557)	(43,970)
Currency translation differences	1,674	-	-	79	-	1,753
(Charged)/Credited to						
- Profit or loss	(3,457)	(1,051)	122	2,251	-	(2,135)
End of financial year	(39,808)	(2,565)	(1,140)	(282)	(557)	(44,352)

27. DEFERRED INCOME TAXES (continued)

Group (continued)

Deferred income tax assets

	Unutilised tax losses	Unutilised reinvestment /investment allowance	Unrealised losses on derivative financial instruments	Provision and others	Total
	US$'000	US$'000	US$'000	US$'000	US$'000
2024					
Beginning of financial year	2,464	3,925	-	5,677	12,066
Currency translation differences	39	333	145	100	617
(Charged)/Credited to					
- Profit or loss	(389)	9,939	5,563	1,204	16,317
End of financial year	**2,114**	**14,197**	**5,708**	**6,981**	**29,000**
2023					
Beginning of financial year	3,722	1,431	-	5,175	10,328
Currency translation differences	(156)	(76)	-	(171)	(403)
(Charged)/Credited to					
- Profit or loss	(1,102)	2,570	-	673	2,141
End of financial year	2,464	3,925	-	5,677	12,066

Deferred income tax assets are recognised for unutilised tax losses and unutilised investment allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The unrecognised unutilised tax losses amounted to approximately US$53,346,000 as at 31 December 2024 (2023: US$22,677,000) and have no expiry dates except for US$22,766,000 (2023: US$15,794,000) which would expire between 2025 to 2029 (2023: 2024 to 2028) and US$29,767,000 (2023: US$4,631,000) which would expire between 2030 to 2034 (2023: 2029 to 2033). These unrecognised unutilised tax losses can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unutilised tax losses in their respective countries of incorporation. In addition, the foreign subsidiaries have unrecognised unutilised investment allowance of US$6,892,000 as at 31 December 2024 (2023: US$57,705,000), unrecognised unutilised reinvestment allowance of US$10,430,000 as at 31 December 2024 (2023: Nil) and unrecognised unutilised interest expense of US$1,575,000 as at 31 December 2024 (2023: Nil) with no expiry date.

Notes to the Financial Statements

For the financial year ended 31 December 2024

27. DEFERRED INCOME TAXES (continued)

Company

Deferred income tax liabilities

	Unremitted foreign income	
	2024	2023
	US$'000	US$'000
Beginning of financial year	**(2,414)**	(1,363)
Charged to		
- Profit or loss	**(1,631)**	(1,051)
End of financial year	**(4,045)**	(2,414)

28. SHARE CAPITAL AND SHARE PREMIUM

	No. of ordinary shares		Amount		
	Authorised share capital at par value of US$0.001	Issued share capital at par value of US$0.001	Authorised share capital at par value of US$0.001	Share capital at par value of US$0.001	Share premium
	'000	'000	US$'000	US$'000	US$'000
Group and Company					
2024					
Beginning and end of financial year, ordinary shares at par value, US$0.001	**30,000,000**	**1,500,667**	**30,000**	**1,501**	**180,012**
2023					
Beginning and end of financial year, ordinary shares at par value, US$0.001	30,000,000	1,500,667	30,000	1,501	180,012

All issued ordinary shares were fully paid. Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

29. OTHER RESERVES

	Group	
	2024	2023
	US$'000	US$'000
(a) Composition:		
Merger reserve	**(53,005)**	(53,005)
General reserve	**(153)**	(153)
Currency translation reserve	**2,045**	(8,554)
Capital redemption reserve	**3,509**	3,509
	(47,604)	(58,203)

	Company	
	2024	2023
	US$'000	US$'000
Composition:		
Capital redemption reserve	**3,509**	3,509

Merger reserve represents the difference between the cost of investment (equivalent to the net asset value) and nominal value of share capital of the merged subsidiaries.

General reserve represents the difference between the carrying amounts of the non-controlling interest acquired and the fair value of the consideration paid.

Capital redemption reserve represents the difference between the nominal value of the shares repurchased and fair value of the consideration paid.

Other reserves are non-distributable.

29. OTHER RESERVES (continued)

	Group	
	2024	2023
	US$'000	US$'000
(b) Movements		
(i) Merger reserve		
Beginning and end of financial year	**(53,005)**	(53,005)
(ii) General reserve		
Beginning of financial year	**(153)**	(308)
Acquisition of non-controlling interests*	**-**	155
End of financial year	**(153)**	(153)
(iii) Currency translation reserve		
Beginning of financial year	**(8,554)**	873
Net currency translation differences of foreign subsidiaries	**10,945**	(9,456)
(Less)/Add: Non-controlling interests	**(346)**	29
	10,599	(9,427)
End of financial year	**2,045**	(8,554)

	Group and Company	
	2024	2023
	US$'000	US$'000
(iv) Capital redemption reserve		
Beginning and end of financial year	**3,509**	3,509

* Group acquired shares from its non-controlling shareholders. The amount is insignificant to the Group.

30. RETAINED PROFITS

Movement in retained profits for the Company was as follows:

	Company	
	2024	2023
	US$'000	US$'000
Beginning of financial year	**177,512**	133,579
Total comprehensive income for the financial year	**52,289**	61,230
Dividends (Note 31)	**(8,330)**	(17,297)
End of financial year	**221,471**	177,512

31. DIVIDENDS

	Group and Company	
	2024	2023
	US$'000	US$'000
Declared and paid during the financial year:		
Dividends on ordinary shares:		
- Final exempt one-tier dividend of S$0.0061 for 2023 (2022: S$0.0140) per share	**6,735**	15,717
- Interim exempt one-tier dividend of S$0.0014 for 2024 (2023: S$0.0014) per share	**1,595**	1,580
	8,330	17,297
Proposed but not recognised as a liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting:		
- Final exempt one-tier dividend of S$0.0061 for 2024 (2023: S$0.0061) per share	**6,726**	6,940

32. CONTINGENT LIABILITIES

Group

In the previous financial years, one of the wholly owned subsidiary (the "Subsidiary") received notices from local land authorities regarding revised project completion timelines and potential penalties for delays in its manufacturing plant project, which was suspended due to an ongoing arbitration with its contractor. Legal advice indicated that any penalties would depend on the authorities' judgment based on the reasons for the extension. Following the conclusion of the arbitration in July 2023, the Subsidiary received approval for its construction permits, enabling the resumption of construction activities.

As of year end, construction was largely completed and undergoing completion acceptance procedures. No further penalty notices were received, and based on legal advice, management assessed the likelihood of penalties as remote.

Company

The Company has issued unsecured corporate guarantees to banks for borrowings to certain subsidiaries. As at 31 December 2024, the borrowings under the guarantees amounted to US$617,853,000 (2023: US$368,562,000). The financial effects of SFRS(I) 9 relating to the financial guarantee contracts issued by the Company are not material to the financial statements of the Company and therefore are not recognised. The management does not expect any loss to arise from the guarantees.

33. COMMITMENTS

Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Property, plant and equipment	**30,771**	47,064

34. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to market risk (including currency risk, commodity price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group uses financial instruments such as currency forward contracts, commodities forward and futures contracts to hedge certain financial risk exposures.

Financial risk management is carried out by the Executive Risk Management Team in accordance with the policies set by the Board of Directors. The Executive Risk Management Team works closely with the Group's operating units in identifying, evaluating and managing financial risks. Regular reports are submitted to the Board of Directors.

(a) Market risk

(i) Currency risk

The Group's revenue is denominated primarily in United States Dollar ("USD"), the functional and reporting currency of the Company. There are some exposures in other currencies, the most significant of which are the Malaysian Ringgit ("Ringgit"), Euro ("EUR"), Singapore Dollar ("SGD"), Australian Dollar ("AUD"), Indonesian Rupiah ("IDR"), Chinese Yuan ("CNY"), United Arab Emirates Dirham ("AED") and Great Britain Pound ("GBP"). Currency risk arises within entities in the Group when transactions are denominated in currencies other than the entities' functional currencies.

The Group's risk management strategy provides for the use of currency forward contracts to hedge its future committed foreign exchange exposures, if necessary.

34. FINANCIAL RISK MANAGEMENT (continued)

(a) ***Market risk*** (continued)

(i) *Currency risk* (continued)

The Group's currency exposure based on the information provided to key management was as follows:

	USD* US$'000	Ringgit US$'000	EUR US$'000	SGD US$'000	AUD US$'000	IDR US$'000	CNY US$'000	AED US$'000	GBP US$'000
At 31 December 2024									
Financial assets									
Cash and bank balances	2,503	38,584	24,768	2,181	616	15,281	629	17,168	6
Trade and other receivables	17,774	95,091	94,351	5,968	4,553	3,694	626	1,493	37,336
Intercompany receivables	74,505	222,992	203,025	2,752	2,278	49,118	10,584	16,565	-
	94,782	356,667	322,144	10,901	7,447	68,093	11,839	35,226	37,342
Financial liabilities									
Borrowings	-	(268,838)	-	(5,462)	-	-	-	-	-
Lease liabilities	-	(1,787)	-	(6,842)	(105)	-	(30)	-	-
Trade and other payables	(11,740)	(94,581)	(3,702)	(12,457)	(335)	(6,272)	(6,803)	(103)	(2,010)
Intercompany payables	(313,098)	(222,875)	(203,739)	(2,717)	(2,339)	(99,933)	(10,891)	(16,785)	-
	(324,838)	(588,081)	(207,441)	(27,478)	(2,779)	(106,205)	(17,724)	(16,888)	(2,010)
Net financial (liabilities)/assets	(230,056)	(231,414)	114,703	(16,577)	4,668	(38,112)	(5,885)	18,338	35,332
Add: Firm commitments and highly probable forecast transactions in foreign currencies	336,416	(283,465)	52,204	230	5,673	(54,106)	(1,284)	36,301	31,623
Less: Currency forward contracts	(186,718)	338,304	(205,104)	9,647	(6,753)	7,179	(4,311)	-	(65,896)
Currency profile	(80,358)	(176,575)	(38,197)	(6,700)	3,588	(85,039)	(11,480)	54,639	1,059
Financial assets/ (liabilities) denominated in the respective entities' functional currencies	-	199,840	36,042	2,501	(4,157)	80,101	18,602	-	-
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	**(80,358)**	**23,265**	**(2,155)**	**(4,199)**	**(569)**	**(4,938)**	**7,122**	**54,639**	**1,059**

* This relates to the Group's exposure to USD arising from subsidiaries with Ringgit functional currency.

34. FINANCIAL RISK MANAGEMENT (continued)

(a) ***Market risk*** (continued)

(i) *Currency risk* (continued)

The Group's currency exposure based on the information provided to key management was as follows: (continued)

	USD* US$'000	Ringgit US$'000	EUR US$'000	SGD US$'000	AUD US$'000	IDR US$'000	CNY US$'000	AED US$'000
At 31 December 2023								
Financial assets								
Cash and bank balances	1,427	41,193	9,697	2,244	507	4,035	371	22,788
Trade and other receivables	10,414	94,802	53,805	5,998	4,358	1,483	1,315	343
Intercompany receivables	35,084	179,129	86,985	49	642	35,071	13,073	170
	46,925	315,124	150,487	8,291	5,507	40,589	14,759	23,301
Financial liabilities								
Borrowings	-	(198,937)	-	(9,417)	-	-	-	-
Lease liabilities	-	(1,505)	-	(6,996)	(303)	-	(102)	-
Trade and other payables	(13,313)	(88,089)	(14,498)	(13,064)	(439)	(8,700)	(620)	(879)
Intercompany payables	(249,035)	(179,129)	(86,985)	(49)	(642)	(35,071)	(13,073)	(170)
	(262,348)	(467,660)	(101,483)	(29,526)	(1,384)	(43,771)	(13,795)	(1,049)
Net financial (liabilities)/assets	(215,423)	(152,536)	49,004	(21,235)	4,123	(3,182)	964	22,252
Add: Firm commitments and highly probable forecast transactions in foreign currencies	317,320	(18,241)	89,047	138	4,822	(13,988)	(12,563)	901
Less: Currency forward contracts	(144,619)	224,290	(183,561)	10,776	(7,960)	-	(5,105)	(457)
Currency profile	(42,722)	53,513	(45,510)	(10,321)	985	(17,170)	(16,704)	22,696
Financial liabilities/(assets) denominated in the respective entities' functional currencies	-	(51,051)	47,691	1,975	(1,909)	36,498	24,558	1
Currency exposure of financial (liabilities)/assets net of those denominated in the respective entities' functional currencies	**(42,722)**	**2,462**	**2,181**	**(8,346)**	**(924)**	**19,328**	**7,854**	**22,697**

* This relates to the Group's exposure to USD arising from subsidiaries with Ringgit functional currency.

34. FINANCIAL RISK MANAGEMENT (continued)

(a) ***Market risk*** (continued)

(i) *Currency risk* (continued)

The Company's currency exposure based on the information provided to key management was as follows:

	SGD US$'000	IDR US$'000
At 31 December 2024		
Financial assets		
Cash and bank balances	50	-
Other receivables	205	26,631
Financial liabilities		
Other payables	(237)	-
Net financial assets	18	26,631
Currency profile/currency exposure of financial assets net of those denominated in the Company's functional currency	**18**	**26,631**
At 31 December 2023		
Financial assets		
Cash and bank balances	32	-
Other receivables	-	19,599
	32	19,599
Financial liabilities		
Other payables	(246)	-
Net financial (liabilities)/assets	(214)	19,599
Currency profile/currency exposure of financial (liabilities)/assets net of those denominated in the Company's functional currency	(214)	19,599

34. FINANCIAL RISK MANAGEMENT (continued)

(a) ***Market risk*** (continued)

(i) *Currency risk* (continued)

If Ringgit, EUR, SGD, AUD, IDR, CNY and AED change by 5% (2023: 5%) respectively with all other variables including tax rate being held constant, the effects arising from the financial asset/liability position net of those denominated in the respective entities' functional currencies are as follows:

	Profit after tax Increase/(Decrease)	
	US$'000	US$'000
	Strengthened	**Weakened**
Group		
31 December 2024		
USD against Ringgit	**(3,101)**	**3,101**
Ringgit against USD	**898**	**(898)**
EUR against USD	**(83)**	**83**
SGD against USD	**(162)**	**162**
AUD against USD	**(22)**	**22**
IDR against USD	**(191)**	**191**
CNY against USD	**275**	**(275)**
AED against USD	**2,109**	**(2,109)**
GBP against USD	**41**	**(41)**
31 December 2023		
USD against Ringgit	(1,494)	1,494
Ringgit against USD	86	(86)
EUR against USD	76	(76)
SGD against USD	(292)	292
AUD against USD	(32)	32
IDR against USD	676	(676)
CNY against USD	275	(275)
AED against USD	794	(794)

34. FINANCIAL RISK MANAGEMENT (continued)

(a) ***Market risk*** (continued)

(i) *Currency risk* (continued)

If SGD and IDR change against USD by 5% (2023: 5%) respectively with all other variables including tax rate being held constant, the effects arising from the financial asset/liability position net of those denominated in the respective entities' functional currencies are as follows:

	Profit after tax Increase/(Decrease)	
	US$'000	US$'000
	Strengthened	**Weakened**
Company		
31 December 2024		
SGD against USD	**1**	**(1)**
IDR against USD	**1,241**	**(1,241)**
31 December 2023		
SGD against USD	(10)	10
IDR against USD	933	(933)

(ii) *Cash flows and fair value interest rate risks*

Cash flows interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its borrowings and deposits placed with creditworthy licensed banks and financial institutions.

(iii) *Commodity price risk*

The Group is exposed to fluctuations in the prices of agri-commodities it deals in, including crude palm oil and palm oil products. The Group minimises the risk arising from such fluctuations by entering into commodities forward contracts and futures contracts. As the Group has not adopted hedge accounting, the fair value changes on these derivative financial instruments are recognised in the profit or loss when the changes arise.

The Group's commodities forward contracts are not traded in an active market and hence their fair values are estimated using a valuation technique as described in Note 34(e).

If the commodities forward prices had been higher or lower by 5% (2023: 5%) from the management's estimates and other variables remain constant, the Group's profit after tax would have been lower or higher by US$21,181,000 (2023: US$15,970,000) respectively, arising from the changes in the fair value of the commodities forward contracts.

34. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group are trade and other receivables, cash and bank balances, and derivative financial instruments. For trade and other receivables and commodities forward contracts, the Group adopts the policy of dealing only with customers of appropriate credit standing and history or buying credit insurance where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

The Group has a credit risk policy in place to manage credit risk. All new customers are subject to credit worthiness check; counterparties are ranked and assigned a credit limit appropriately. Such credit limit would be approved by the Group Segment Risk Management Team ("GSRMT"). In addition, any increase in credit limit requires approval from the GSRMT. The GSRMT is mandated to monitor the payment ageing profile of the third party receivables, to review all the outstanding receivables regularly and to identify any potential uncollectible for credit loss allowance and/or write-off.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Company	
	2024	2023
	US$'000	US$'000
Corporate guarantees provided to financial institutions on subsidiaries' borrowings	**617,853**	368,562

The management is of the view that no loss is expected to arise from the guarantees.

The credit risk relating to each class of financial instruments presented on the balance sheet are as follows:

(i) Cash and bank balances and other receivables

The Group and the Company held cash and bank balances of US$142,916,000 and US$363,000 respectively (2023: US$131,922,000 and US$98,000) with banks which have good credit-ratings and considered to have low credit risk. The cash balances are measured on 12-month expected credit losses and subject to immaterial credit loss.

The Group has assessed that other receivables are subject to immaterial credit loss.

34. FINANCIAL RISK MANAGEMENT (continued)

(b) ***Credit risk*** (continued)

(ii) Trade receivables

For specific trade receivables identified by the Group to be credit impaired, the Group recognised a loss allowance equal to lifetime expected credit loss of US$11,190,000 (2023: US$9,149,000) in respect of these receivables, as follows:

	Group	
	2024	2023
	US$'000	US$'000
Gross amount	**39,386**	40,111
Less: Allowance for expected credit losses	**(11,190)**	(9,149)
	28,196	30,962
Beginning of financial year	**(9,149)**	(9,378)
Currency translation differences	**(116)**	108
Provision of expected credit losses	**(3,546)**	(2,750)
Allowance utilised	**1,621**	2,871
End of financial year	**(11,190)**	(9,149)

For the remaining receivables, they are grouped based on similar risk characteristics and days past due, and the Group uses a provision matrix to measure the lifetime expected credit loss allowance for these receivables. These receivables as at 31 December 2024 and 31 December 2023 are set out as follows:

	Group	
	2024	2023
	US$'000	US$'000
Trade receivables	**321,460**	174,180
Not past due	**117,184**	93,318
Past due < 3 months	**45,203**	2,470
Past due 3 to 6 months	**153**	825
Past due 6 to 12 months	**1,430**	2,611
Past due over 1 year	**485,430**	273,404

For the purpose of ascertaining the credit loss to be provided, the Group takes into consideration any deposits and payables to these customers, where there is a right of offset, as well as credit insurance coverage to determine the credit risk exposure to the Group.

34. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

(ii) Trade receivables (continued)

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Based on the above assessment, the Group has concluded that the credit loss from these receivables as at 31 December 2024 and 31 December 2023 is immaterial.

The Group considers a trade receivable as in default if the counterparty fails to make contractual payments within a commercially reasonable timeframe that is determined by the Group, and write off the trade receivable when there is no reasonable expectation of recovery. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

(iii) Other receivables

The Company monitors the credit risk of other receivables to assess if there is any significant increase in credit risk. For other receivables identified by the Company to be credit impaired, the Company recognised credit loss of US$10,314,000 (2023: US$6,122,000). The remaining loans are measured on 12-month expected credit losses.

(iv) Loan to subsidiaries

The Company monitors the credit risk of the subsidiaries to assess if there is any significant increase in credit risk.

For loans to subsidiaries identified by the Company to be credit impaired, the Company recognised credit loss of US$79,151,000 (2023: US$80,583,000). The remaining loans are measured on 12-month expected credit losses and subject to immaterial credit loss.

(v) Financial guarantee contracts

The Company has issued financial guarantees to banks for borrowings of its subsidiaries. These guarantees are subject to the impairment requirements of SFRS(I) 9. The Company has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and maintaining flexibility in funding by keeping credit facilities available with different financial institutions. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and short-term bank deposits as disclosed in Note 17.

The table below analyses financial liabilities (including derivative liabilities) of the Group and the Company into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table were the contractual undiscounted cash flows. Balances due within 12 months approximate their carrying balances as the impact of discounting was not significant.

34. FINANCIAL RISK MANAGEMENT (continued)

(c) ***Liquidity risk*** (continued)

	Less than 1 year US$'000	Between 1 and 2 years US$'000	Between 2 and 5 years US$'000	Over 5 years US$'000	Total US$'000
Group					
At 31 December 2024					
Trade and other payables	**(251,363)**	**-**	**-**	**-**	**(251,363)**
Borrowings	**(551,017)**	**(33,916)**	**(85,018)**	**(22,368)**	**(692,319)**
Lease liabilities	**(1,499)**	**(1,278)**	**(2,462)**	**(11,532)**	**(16,771)**
	(803,879)	**(35,194)**	**(87,480)**	**(33,900)**	**(960,453)**
Gross-settled currency forward contracts					
- Receipts	**349,168**	**-**	**-**	**-**	**349,168**
- Payments	**(764,419)**	**-**	**-**	**-**	**(764,419)**
	(415,251)	**-**	**-**	**-**	**(415,251)**
Gross-settled commodities futures contracts and forward sales and purchase contracts					
- Receipts	**751,957**	**21**	**-**	**-**	**751,978**
- Payments	**(313,753)**	**-**	**-**	**-**	**(313,753)**
	438,204	**21**	**-**	**-**	**438,225**
At 31 December 2023					
Trade and other payables	(196,919)	-	-	-	(196,919)
Borrowings	(296,022)	(31,905)	(74,508)	(9,121)	(411,556)
Lease liabilities	(1,429)	(2,010)	(2,337)	(11,581)	(17,357)
	(494,370)	(33,915)	(76,845)	(20,702)	(625,832)
Gross-settled currency forward contracts					
- Receipts	674,541	-	-	-	674,541
- Payments	(339,489)	-	-	-	(339,489)
	335,052	-	-	-	335,052
Gross-settled commodities futures contracts and forward sales and purchase contracts					
- Receipts	542,046	386	-	-	542,432
- Payments	(213,289)	-	-	-	(213,289)
	328,757	386	-	-	329,143

34. FINANCIAL RISK MANAGEMENT (continued)

(c) ***Liquidity risk*** (continued)

	Less than 1 year US$'000
Company	
At 31 December 2024	
Other payables	**(258)**
At 31 December 2023	
Other payables	(246)

The table below analyses the maturity profile of the Company's contingent liabilities. The maximum amount of the financial guarantee contracts was allocated to the earliest period in which the guarantee could be called.

	Less than 1 year US$'000
Company	
At 31 December 2024	
Financial guarantee contracts	**(617,853)**
At 31 December 2023	
Financial guarantee contracts	(368,562)

(d) ***Capital risk***

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payments, obtain new borrowings or sell assets to reduce borrowings.

Management manages capital based on net assets of the Group and a number of key ratios including gross debt-equity ratio and net debt-equity ratio. The Group is required by the banks to maintain a certain amount of minimum net worth and gross debt-equity ratio. The gross debt-equity ratio is defined as total interest-bearing debts ("gross debt") to total equity. Net debt-equity ratio is defined as total interest-bearing debts less cash and bank balances ("net debt") to total equity.

34. FINANCIAL RISK MANAGEMENT (continued)

(d) ***Capital risk*** (continued)

No changes were made to the objectives, policies or processes of managing capital during the financial years ended 31 December 2024 and 31 December 2023.

	Group	
	31 December	
	2024	2023
	US$'000	US$'000
Debt-equity ratio		
Gross debt*	**661,576**	391,574
Less: Cash and bank balances	**(142,916)**	(131,922)
Net debt	**518,660**	259,652
Total equity	**824,464**	786,490
Gross debt-equity ratio	**0.80**	0.50
Net debt-equity ratio	**0.63**	0.33

* Gross debt is calculated as total borrowings as disclosed in Note 26.

The Group and the Company were in compliance with all externally imposed capital requirements for the financial years ended 31 December 2024 and 2023.

(e) ***Fair value measurements***

The table below presents assets and liabilities recognised and measured at fair value and classified by level of the following fair value measurement hierarchy:

(i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(ii) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(iii) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

34. FINANCIAL RISK MANAGEMENT (continued)

(e) *Fair value measurements* (continued)

	Level 1 US$'000	Level 2 US$'000	Total US$'000
Group			
31 December 2024			
Financial Assets			
Derivative financial instruments (Note 16)			
- Currency forward contracts	-	10,803	10,803
- Commodities forward contracts	-	29,650	29,650
- Futures contracts on commodity exchange	21	-	21
	21	**40,453**	**40,474**
Financial Liabilities			
Derivative financial instruments (Note 16)			
- Currency forward contracts	-	(14,187)	(14,187)
- Commodities forward contracts	-	(32,080)	(32,080)
- Futures contracts on commodity exchange	(5,674)	-	(5,674)
	(5,674)	**(46,267)**	**(51,941)**
31 December 2023			
Financial Assets			
Derivative financial instruments (Note 16)			
- Currency forward contracts	-	13,049	13,049
- Commodities forward contracts	-	9,903	9,903
- Futures contracts on commodity exchange	386	-	386
	386	22,952	23,338
Financial Liabilities			
Derivative financial instruments (Note 16)			
- Currency forward contracts	-	(7,196)	(7,196)
- Commodities forward contracts	-	(17,993)	(17,993)
- Futures contracts on commodity exchange	(12,212)	-	(12,212)
	(12,212)	(25,189)	(37,401)

There were no transfers between Levels 1 and 2 during the year. The Group's commodities futures contracts are traded in active markets and their fair values reflect quoted prices at the balance sheet date in active markets such as Bursa Malaysia. These instruments are included in Level 1.

34. FINANCIAL RISK MANAGEMENT (continued)

(e) ***Fair value measurements*** (continued)

The Group's commodities forward contracts are not traded in an active market. Their fair values are estimated by a valuation technique that takes into consideration various sources of indicative market prices at the balance sheet date. The sources of indicative market prices include prices listed on the Malaysian Palm Oil Board (MPOB), prices obtained from an international news agency, quotes obtained from brokers, actual contracted prices entered on the balance sheet date. In determining the most appropriate and best estimated prices to be used, certain adjustments may be made depending on factors such as availability of prices on the forward delivery dates and whether the prices are reflective of market prices during the period when the volume of market transactions are low. The fair values of currency forward contracts are determined using quoted forward exchange rates at the balance sheet date. These instruments are included in Level 2.

The carrying value less allowance for expected credit losses of trade and other receivables are assumed to approximate their fair value. The fair value of financial liabilities for disclosure purposes is estimated based on quoted market prices or dealer quotes for similar instruments by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The fair value of current borrowings and lease liabilities approximates their carrying amounts.

(f) ***Financial instruments by category***

The carrying amount of the different categories of financial instruments are as follows:

	Group		**Company**	
	2024	2023	**2024**	2023
	US$'000	US$'000	**US$'000**	US$'000
Financial assets at fair value through profit or loss	**40,474**	23,338	**-**	-
Financial liabilities at fair value through profit or loss	**(51,941)**	(37,401)	**-**	-
Financial assets at amortised cost	**701,118**	489,753	**385,662**	364,819
Financial liabilities at amortised cost	**(922,490)**	(598,263)	**(258)**	(246)

34. FINANCIAL RISK MANAGEMENT (continued)

(g) Offsetting financial assets and liabilities

Group

(i) Financial assets subject to offsetting

Description	(a) Gross amounts of financial assets US$'000	(b) Gross amount of financial liabilities set off on balance sheet US$'000	(c) = (a)-(b) Net amounts of financial assets presented on balance sheet US$'000
31 December 2024			
Commodities forward contracts	**36,021**	**(6,371)**	**29,650**
Futures contracts on commodity exchange	**6,732**	**(6,711)**	**21**
31 December 2023			
Commodities forward contracts	11,281	(1,378)	9,903
Futures contracts on commodity exchange	9,310	(8,924)	386

(ii) Financial liabilities subject to offsetting

Description	(a) Gross amounts of financial liabilities US$'000	(b) Gross amount of financial assets set off on balance sheet US$'000	(c) = (a)-(b) Net amounts of financial liabilities presented on balance sheet US$'000
31 December 2024			
Commodities forward contracts	**(38,451)**	**6,371**	**(32,080)**
Futures contracts on commodity exchange	**(12,385)**	**6,711**	**(5,674)**
31 December 2023			
Commodities forward contracts	(19,371)	1,378	(17,993)
Futures contracts on commodity exchange	(21,136)	8,924	(12,212)

35. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Sales and purchases of goods and services and other transactions

	Group	
	2024	2023
	US$'000	US$'000
Sales of finished goods to related parties	**17,296**	14,643
Purchases of raw materials from related parties	**1,413**	1,529
Purchases of plant and equipment from a related party	**29**	200
(Losses)/Gains from derivative financial instruments from related parties	**(408)**	187
Rental received/receivable		
- Associated company	**4**	3
- Related party	**7**	44
Service fee income received/receivable from an Associated company	**111**	65
Services paid/payable		
- Transportation and forwarding to an Associated company	**2,890**	3,227
- Packing material to related parties	**314**	359
- Consultation fees to related parties	**1,724**	1,430

Related parties comprise mainly companies or individuals which are controlled or significantly influenced by the Group's key management personnel and their close family members.

Outstanding balances at 31 December 2024 and 2023 arising from the above transactions are set out in Notes 14, 15, 24 and 25.

(b) Key management personnel compensation

Key management personnel compensation was as follows:

	Group	
	2024	2023
	US$'000	US$'000
Wages, salaries and other short-term employee benefits	**8,580**	8,497
Employer's contribution to defined contribution plans	**146**	151
	8,726	8,648

Key management compensation includes remuneration of Executive Directors and senior management of the Group.

36. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Management Committee (“Mancom”) that are used to make strategic decisions, allocate resources, and assess performance. The Mancom is the Group’s chief operating decision-maker and comprises the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Financial Officer, and the department heads of each business within each segment.

The Mancom considers the business from two segments:

(i) The bulk segment which sources, manufactures and sells edible oils and specialty fats and oils in bulk and bioenergy products in bulk for a variety of end uses; and
(ii) The consumer pack segment which manufactures and sells edible oils and bakery fats, dairy related products, soap and rice to consumers in packaged form.

The Group measures and tracks the profitability in terms of operating margin and adjusted earnings before interest, tax, depreciation and amortisation (“Adjusted EBITDA”).

Operating margin is calculated as revenue, less cost of sales (excluding depreciation), selling and distribution expenses, allowance for/(reversal of) expected credit losses - trade receivables and foreign exchange gains/(losses). Operating margin relating to inter-segment sales are reported under the segment where the final sales to third parties are made.

Sales between segments reported to the Mancom is measured in a manner consistent with the Group's accounting policies.

Adjusted EBITDA is calculated as operating margin add other income, less administrative expenses (excluding depreciation), Other gains/(losses) excluding foreign exchange gains or losses (net), which has been considered in operating margin and also excluding impairment of assets while including (provision)/reversal of expected credit losses - other receivables.

36. SEGMENT INFORMATION (continued)

The segment information provided to the Mancom for the reportable segments for the financial year ended 31 December 2024 was as follows:

	Bulk US$'000	Consumer Pack US$'000	Total US$'000
Group			
Revenue			
Total segment sales	3,784,919	1,281,631	5,066,550
Inter-segment sales	(266,438)	(18,136)	(284,574)
Revenue from external parties	3,518,481	1,263,495	4,781,976
Operating margin	**96,336**	**110,277**	**206,613**
Other income excluding interest income	3,776	2,945	6,721
Interest income	11,918	1,178	13,096
Administrative expenses, excluding depreciation	(48,056)	(55,120)	(103,176)
Other losses (net) excluding foreign exchange gains/(losses) (net), impairment losses on property, plant and equipment (net) and including (provision)/reversal of expected credit losses - other receivables	(4,034)	(1,479)	(5,513)
Adjusted EBITDA	**59,940**	**57,801**	**117,741**
Depreciation	(18,673)	(8,813)	(27,486)
Finance expense	(16,434)	(11,856)	(28,290)
Impairment losses on property, plant and equipment	(2,081)	(13,781)	(15,862)
Segment results	**22,752**	**23,351**	**46,103**
Unallocated			
Income tax expense			(10,523)
Share of profit of an associate			12
Profit after tax			**35,592**
Total segment assets	**1,259,119**	**601,346**	**1,860,465**
Unallocated			
Current income tax recoverable			11,685
Investment in associated company			507
Deferred income tax assets			7,304
Total assets			**1,879,961**
Total assets include:			
Additions to:			
- Property, plant and equipment	30,067	33,529	63,596
Total segment liabilities	**(686,959)**	**(332,141)**	**(1,019,100)**
Unallocated			
Current income tax liabilities			(6,793)
Deferred income tax liabilities			(29,604)
Total liabilities			**(1,055,497)**

36. SEGMENT INFORMATION (continued)

The segment information provided to the Mancom for the reportable segments for the financial year ended 31 December 2023 was as follows:

	Bulk US$'000	Consumer Pack US$'000	Total US$'000
Group			
Revenue			
Total segment sales	3,162,427	1,252,013	4,414,440
Inter-segment sales	(275,595)	(15,049)	(290,644)
Revenue from external parties	2,886,832	1,236,964	4,123,796
Operating margin	**101,413**	**99,731**	**201,144**
Other income excluding interest income	4,011	2,526	6,537
Interest income	2,986	656	3,642
Administrative expenses, excluding depreciation	(44,803)	(54,666)	(99,469)
Other gains/(losses) (net) excluding foreign exchange gains/(losses) (net), impairment losses on property, plant and equipment (net) and including (provision)/reversal of expected credit losses - other receivables	106	49	155
Adjusted EBITDA	**63,713**	**48,296**	**112,009**
Depreciation	(17,014)	(8,775)	(25,789)
Finance expense	(15,355)	(11,967)	(27,322)
Impairment losses on property, plant and equipment	(2,922)	(862)	(3,784)
Segment results	**28,422**	**26,692**	**55,114**
Unallocated			
Income tax expense			(16,570)
Share of profit of an associate			28
Profit after tax			**38,572**
Total segment assets	**965,923**	**517,343**	**1,483,266**
Unallocated			
Current income tax recoverable			5,468
Investment in associated company			494
Deferred income tax assets			365
Total assets			**1,489,593**
Total assets include:			
Additions to:			
- Property, plant and equipment	74,302	11,245	85,547
Total segment liabilities	**(404,343)**	**(259,779)**	**(664,122)**
Unallocated			
Current income tax liabilities			(6,330)
Deferred income tax liabilities			(32,651)
Total liabilities			**(703,103)**

36. SEGMENT INFORMATION (continued)

Geographical information

Revenue is attributed to countries on the basis of the customers' billing locations. The non-current assets, excluding deferred income tax assets and derivative financial assets, are analysed by the geographical area in which the non-current assets are located.

	Group	
	2024	2023
	US$'000	US$'000
Revenue by geography		
Malaysia	**1,577,062**	1,614,855
Singapore	**991,953**	672,928
	2,569,015	2,287,783
Other geographical areas		
- Rest of Asia	**1,147,039**	737,089
- Africa	**335,797**	345,285
- Middle East	**445,024**	494,811
- Europe	**158,613**	133,284
- Pacific Oceania	**81,059**	74,697
- America	**45,429**	50,847
	2,212,961	1,836,013
	4,781,976	4,123,796

	Group	
	2024	2023
	US$'000	US$'000
Non-current assets by geography		
Singapore	**20,808**	14,014
Malaysia	**325,598**	318,634
Indonesia	**168,403**	156,254
Other countries	**2,325**	1,825
	517,134	490,727

There is no transaction with a single external customer amounting to 10 per cent or more of the Group's revenues for the financial years ended 31 December 2024 and 2023.

37. BUSINESS COMBINATION

Business combination under "acquisition method"

On 3 April 2023, the Group completed the acquisition of 100% of the issued equity of PT Kencana Inti Perkasa ("PTKIP"), an Indonesian company which owns and operates facilities in palm oil business, from non- related parties, through its wholly owned subsidiaries, PT Agro Perkasa, a company incorporated in Indonesia and Cavenagh Oleo (S) Pte Ltd, a company incorporated in Singapore for a total purchase consideration of US$1,647,000.

In previous financial year, the Group has finalised the fair values of the identified assets acquired and liabilities assumed under the purchase price allocation ("PPA") assessment.

Details of the consideration paid, the assets acquired and liabilities assumed, and the effects on the cash flows of the Group, at the acquisition date, are as follows:

		US$'000
(i)	*Purchase consideration*	
	Cash paid	1,647
	Total purchase consideration	**1,647**
(ii)	*Effect on cash flows of the Group*	
	Cash consideration paid (as above)	1,647
	Cash outflow on acquisition	**1,647**
(iii)	*Identifiable assets acquired and liabilities assumed*	
	Property, plant and equipment (Note 19)	6,758
	Inventories	28
	Other receivables	12
	Total assets	6,798
	Bank borrowings	(2,171)
	Other payables	(2,980)
	Total liabilities	(5,151)
	Total identifiable net assets/Consideration transferred for the business	**1,647**

37. BUSINESS COMBINATION (continued)

Business combination under "acquisition method" (continued)

(iv) Acquisition-related costs

In the previous financial year, acquisition-related costs of US$52,000 were included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

(v) Revenue and profit contribution

The acquired business contributed revenue of US$19,368,000 and net loss of US$1,362,000 to the Group for the period from 4 April 2023 to 31 December 2023.

Had PTKIP been acquired from 1 January 2023, the revenue and loss after tax for the year ended 31 December 2023 would have been US$19,368,000 and US$1,653,000 respectively.

38. SUBSEQUENT EVENTS

Subsequent to the financial year end, two indirect wholly owned subsidiaries of the Company have completed the sales of leasehold land and building located in Malaysia in accordance with the terms of the Sale and Purchase Agreement. The leasehold land and building were classified as Assets held for sale as of 31 December 2024.

39. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2025 and which the Group has not early adopted.

Amendments to SFRS(I) 1-21 - Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

SFRS(I) 1-21 is amended to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, SFRS(I) 1-21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

39. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (continued)

Amendments to SFRS(I) 9 and SFRS(I) 7 - Amendments to the Classification and Measurement of Financial Instruments (effective for annual reporting periods beginning on or after 1 January 2026)

SFRS(I) 9 and SFRS(I) 7 are amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;

- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and

- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

SFRS(I) 18 - Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 18 replaces SFRS(I) 1-1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of SFRS(I) 18 will have no impact on the Group's net profit, the group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the group has performed, the following items might potentially impact operating profit:

  - Foreign exchange differences currently aggregated in the line item 'other income and other gains/ (losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

  - SFRS(I) 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the group currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the group is currently evaluating the need for change.

39. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (continued)

SFRS(I) 18 - Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027) (continued)

- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.

- The group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

  - management-defined performance measures;

  - a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and

  - for the first annual period of application of SFRS(I) 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying SFRS(I) 18 and the amounts previously presented applying SFRS(I) 1-1.

- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with SFRS(I) 18.

40. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Mewah International Inc. on 5 March 2025.

41. LISTING OF SIGNIFICANT SUBSIDIARIES OF THE GROUP

Name of companies	Country of incorporation	Principal activities	Principal country of operation	Group's equity holding	
				2024 %	2023 %
Mewah-Oils Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of vegetable oil products	Malaysia	**100**	100
Ngo Chew Hong Oils & Fats (M) Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of vegetable oil products	Malaysia	**100**	100
Mewaholeo Industries Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of vegetable oil products	Malaysia	**100**	100
Mewah Datu Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of vegetable oil products	Malaysia	**100**	100
MOI Foods Malaysia Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of downstream vegetable oil based food and personal care products	Malaysia	**100**	100
Mewah Dairies Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of dairy related products	Malaysia	**100**	100
Bremfield Sdn Bhd [(b)]	Malaysia	Manufacturing and selling of biodiesel related products	Malaysia	**100**	100
Mewah Oils & Fats Pte Ltd [(a)]	Singapore	Trading of edible oils, fats and related products	Singapore	**100**	100
Ngo Chew Hong Edible Oil Pte Ltd [(a)]	Singapore	Packaging and trading of edible oils and dairy related products	Singapore	**100**	100
MOI International (Singapore) Pte Ltd [(a)]	Singapore	Trading of food products, dairy related products and agricultural raw materials	Singapore	**100**	100
Mewah Marketing Pte Ltd [(a)]	Singapore	Trading of edible oils, fats and related products	Singapore	**100**	100

41. LISTING OF SIGNIFICANT SUBSIDIARIES OF THE GROUP (continued)

Name of companies	Country of incorporation	Principal activities	Principal country of operation	Group's equity holding	
				2024 %	2023 %
PT. Agro Raya Mas (formerly known as PT Able Commodities Indonesia) [c]	Indonesia	Manufacturing and selling of vegetable oil products	Indonesia	**70**	70
PT Agro Murni [c]	Indonesia	Manufacturing and selling of vegetable oil products	Indonesia	**100**	100

[a] Audited by PricewaterhouseCoopers LLP, Singapore
[b] Audited by PricewaterhouseCoopers, Malaysia
[c] Audited by PricewaterhouseCoopers, Indonesia

Statistics of Shareholdings

as at 3 March 2025

Total number of issued shares	:	1,500,667,440
Issued and fully paid-up capital	:	US$1,500,667
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

Size of shareholdings	Number of shareholders	%	Number of shares	%
1- 99	2	0.07	93	0.00
100 - 1,000	974	32.77	960,900	0.06
1,001 – 10,000	995	33.48	6,156,962	0.41
10,001 – 1,000,000	973	32.74	62,552,563	4.17
1,000,001 & above	28	0.94	1,430,996,922	95.36
TOTAL	**2,972**	**100.00**	**1,500,667,440**	**100.00**

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
Name	No. of shares	%	No. of shares	%
Eighteen Tenth Nineteen Forty Four Inc.	361,048,720[(1)]	24.06	-	0.00
Dr. TC Pierre (Cayman Islands) Inc.	-	0.00	423,593,220[(1)(2)(4)]	28.23
T.C. Stone Limited	289,397,398[(3)]	19.28	-	0.00
J.J. Mibisa Holdings (BVI) Inc.	-	0.00	289,397,398[(3)]	19.28
Dr Cheo Tong Choon @ Lee Tong Choon	-	0.00	734,772,118[(5)]	48.96
Michelle Cheo Hui Ning	2,163,600	0.14	712,990,618[(6)]	47.51
Bianca Cheo Hui Hsin	2,460,100	0.16	714,416,618[(7)]	47.61
Sara Cheo Hui Yi	-	0.00	712,990,618[(6)]	47.51
Cheo Jian Jia	-	0.00	712,990,618[(6)]	47.51
Cheo Seng Jin	119,196,666[(4)]	7.94	-	0.00
Ankar Pacific Assets Pte. Ltd.	125,078,962	8.33	-	0.00
Awen Holdings Ltd	84,217,935[(8)]	5.61	-	0.00
Cheo Sor Cheng Angeline	-	0.00	84,217,935[(8)]	5.61
BOS Trustee Limited	-	0.00	85,368,335[(8)]	5.69
Bank of Singapore Limited	-	0.00	85,368,335[(8)]	5.69
Oversea-Chinese Banking Corporation Limited	-	0.00	85,368,335[(8)]	5.69
TOTAL:	**983,563,381**	**65.54**		

Statistics of Shareholdings

as at 3 March 2025

(1) The shareholders of Eighteen Tenth Nineteen Forty Four Inc. ("**1810**") include Dr. T.C. Pierre (Cayman Islands) Inc. (95.46%) which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the Trust.

(2) Unity Investment Inc. ("**Unity**") is wholly owned by Dr. T.C. Pierre (Cayman Islands) Inc. which in turn is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the Trust.

(3) T.C. Stone Limited. ("**TCS**") is wholly owned by J.J. Mibisa Holdings (BVI) Inc. which in turn is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the Trust.

(4) Cheo Seng Jin has assigned voting rights of 20,912,000 shares to Unity Investment Inc. (Note 2).

(5) Deemed interest for Dr Cheo Tong Choon @ Lee Tong Choon arises from the shares held by his spouse; and shares held by 1810 (Note 1), Unity. (Note 2), TCS (Note 3) and Cheo Seng Jin (Note 4).

(6) Deemed interest for Michelle Cheo Hui Ning, Cheo Jian Jia and Sara Cheo Hui Yi arise from the shares held by 1810 (Note 1), Unity (Note 2), TCS (Note 3) and Cheo Seng Jin (Note 4).

(7) Deemed interest for Bianca Cheo Hui Hsin arises from the shares held by her spouse and shares held by 1810 (Note 1), Unity (Note 2), TCS (Note 3) and Cheo Seng Jin (Note 4).

(8) Awen Holdings Ltd. ("**AHL**") is wholly owned by BOS Trustee Limited ("**BOSTL**") as trustee of the Awen Trust ("**Trust**"). Cheo Sor Cheng Angeline ("**Madam Cheo**") is the settlor of the Trust. BOSTL is a wholly owned subsidiary of Bank of Singapore Limited ("**BOS**") and BOS in turn is a wholly owned subsidiary of Oversea Banking Corporation Limited ("**OCBC**"). Hence, BOSTL, Madam Cheo, BOS and OCBC are deemed to have interest in the shares held by AHL.

Statistics of Shareholdings

as at 3 March 2025

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	Citibank Nominees Singapore Pte Ltd	457,705,926	30.50
2	Eighteen Tenth Nineteen Forty Four Inc.	361,048,720	24.06
3	T.C. Stone Limited	289,397,398	19.28
4	CGS International Securities Singapore Pte. Ltd.	110,034,008	7.33
5	UOB Kay Hian Private Limited	46,001,632	3.07
6	Cheo Mingyou (Shi Mingyou)	27,805,500	1.85
7	DBS Nominees (Private) Limited	19,204,800	1.28
8	Pearl Cheo	14,914,500	0.99
9	BNP Paribas Nominees Singapore Pte Ltd	14,199,000	0.95
10	Loo Choon Yong	14,190,000	0.95
11	Tsao Chin Mey Jimmy	10,860,000	0.72
12	Cheo Seng Jin	10,044,458	0.67
13	Goi Seng Hui	8,940,000	0.60
14	Cheo Tiong Heng @ Lee Tiong Heng	6,063,930	0.40
15	DB Nominees (Singapore) Pte Ltd	5,765,100	0.38
16	Phillip Securities Pte Ltd	5,374,558	0.36
17	Sukumaran S/O Ramasamy	3,908,400	0.26
18	Wong Wei Lan	3,558,000	0.24
19	Goh Bee Lan	3,370,000	0.22
20	Jin Hong	3,110,000	0.21
	TOTAL	**1,415,495,930**	**94.32**

SHAREHOLDING HELD BY THE PUBLIC

Based on the information available and to the best knowledge of the Company as at 3 March 2025, approximately 16.51% of the issued shares of the Company are held by the public. Accordingly, the Company has complied with the Rules 1207 and 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

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