

Company Registration No. 200609894C

Pacific Radiance Ltd. and its Subsidiaries

Condensed interim financial statements

For the twelve months ended 31 December 2023 (4Q 2023) (12M 2023)

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Condensed interim consolidated statement of profit or loss and other comprehensive income

		Group						
		4Q 2023			4Q 2022			
	Note	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>	%
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	
Revenue	5	7,189	–	7,189	8,269	–	8,269	(13)
Cost of sales		(3,643)	–	(3,643)	(4,688)	–	(4,688)	(22)
Gross profit		3,546	–	3,546	3,581	–	3,581	NM
Other operating income		9,670	–	9,670	2,842	–	2,842	240
General and administrative expenses		(3,834)	–	(3,834)	(3,279)	–	(3,279)	17
Other operating expenses		–	–	–	(4,940)	–	(4,940)	(100)
Finance costs		(239)	–	(239)	(579)	–	(579)	NM
Share of results of joint ventures		18	–	18	87	–	87	NM
Share of results of associates		–	–	–	–	–	–	NM
Profit/(loss) before taxation	6	9,161	–	9,161	(2,288)	–	(2,288)	NM
Taxation	7	(893)	–	(893)	857	–	857	NM
Profit/(loss) for the period		8,268	–	8,268	(1,431)	–	(1,431)	NM
Other comprehensive income:								
<u>Items that may be reclassified subsequently to profit or loss:</u>								
Foreign currency translation		(1,099)	–	(1,099)	(1,867)	–	(1,867)	(41)
Other comprehensive income for the period, net of tax		(1,099)	–	(1,099)	(1,867)	–	(1,867)	(41)
Total comprehensive income for the period		7,169	–	7,169	(3,298)	–	(3,298)	NM
Profit/(loss) for the period attributable to:								
Equity holders of the Company		8,255	–	8,255	(1,435)	–	(1,435)	NM
Non-controlling interests		13	–	13	4	–	4	NM
		8,268	–	8,268	(1,431)	–	(1,431)	NM
Total comprehensive income for the period attributable to:								
Equity holders of the Company		7,156	–	7,156	(3,302)	–	(3,302)	NM
Non-controlling interests		13	–	13	4	–	4	NM
		7,169	–	7,169	(3,298)	–	(3,298)	NM
Earnings/(loss) per share attributable to equity holders of the Company								
Basic (US cents per share)		1.8	–	1.8	(0.7)	–	(0.7)	
Diluted (US cents per share)		1.8	–	1.8	(0.7)	–	(0.7)	
NM: Not Meaningful								

Condensed interim consolidated statement of profit or loss and other comprehensive income

		Group						
		12M 2023			12M 2022			
Note		Continuing Operations US\$'000	Discontinued Operations US\$'000	Total US\$'000	Continuing Operations US\$'000	Discontinued Operations US\$'000	Total US\$'000	%
	Revenue	31,405	–	31,405	29,883	8,740	38,623	(19)
	Cost of sales	(18,865)	–	(18,865)	(16,071)	(8,897)	(24,968)	(24)
	Gross profit	12,540	–	12,540	13,812	(157)	13,655	(8)
	Other operating income	16,757	–	16,757	347,410	19,937	367,347	(95)
	General and administrative expenses	(12,438)	–	(12,438)	(13,259)	(1,432)	(14,691)	(15)
	Other operating expenses	(723)	–	(723)	(9,490)	(13,511)	(23,001)	(97)
	Finance costs	(995)	–	(995)	(2,917)	(4,085)	(7,002)	(86)
	Share of results of joint ventures	325	–	325	87	1,509	1,596	(79)
	Share of results of associates	–	–	–	–	4,603	4,603	NM
	Profit before taxation	15,466	–	15,466	335,643	6,864	342,507	(96)
	Taxation	(950)	–	(950)	647	(251)	396	NM
	Profit for the year	14,516	–	14,516	336,290	6,613	342,903	(97)
	Other comprehensive income:							
	<u>Items that may be reclassified subsequently to profit or loss:</u>							
	Foreign currency translation	(542)	–	(542)	(129)	–	(129)	NM
	Other comprehensive income for the year, net of tax	(542)	–	(542)	(129)	–	(129)	NM
	Total comprehensive income for the year	13,974	–	13,974	336,161	6,613	342,774	(96)
	Profit/(loss) for the year attributable to:							
	Equity holders of the Company	14,524	–	14,524	324,507	6,683	331,190	(96)
	Non-controlling interests	(8)	–	(8)	11,783	(70)	11,713	NM
		14,516	–	14,516	336,290	6,613	342,903	(96)
	Total comprehensive income for the year attributable to:							
	Equity holders of the Company	13,982	–	13,982	324,378	6,683	331,061	(96)
	Non-controlling interests	(8)	–	(8)	11,783	(70)	11,713	NM
		13,974	–	13,974	336,161	6,613	342,774	(96)
	Earnings/(loss) per share attributable to equity holders of the Company							
	Basic (US cents per share)	3.2	–	3.2	163.7	3.4	167.1	
	Diluted (US cents per share)	3.2	–	3.2	163.7	3.4	167.1	
	NM: Not Meaningful							

Condensed interim statements of financial position

		Group		Company	
	Note	31 December 2023 US\$'000	31 December 2022 US\$'000	31 December 2023 US\$'000	31 December 2022 US\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	46,219	40,629	–	–
Investment in subsidiaries		–	–	100	–
Investment in associates		–	–	–	–
Investment in joint ventures		1,612	1,287	–	–
Investment securities		–	–	–	–
Club memberships		140	140	–	–
Amounts due from related companies		408	408	–	–
		48,379	42,464	100	–
Current assets					
Inventories		117	160	–	–
Trade receivables	9	6,714	14,571	–	–
Other receivables		8,799	7,572	59	136
Amounts due from related companies	10	17,395	20,156	24,258	20,082
Investment securities		45	23	–	–
Cash and bank balances		26,676	25,596	3,030	2,545
		59,746	68,078	27,347	22,763
Total assets		108,125	110,542	27,447	22,763
EQUITY AND LIABILITIES					
Current liabilities					
Trade payables		3,074	12,091	–	–
Other liabilities		14,390	15,587	118	180
Bank loans		2,021	–	–	–
Amounts due to related companies		5,306	11,801	316	308
Provision for taxation		2,007	1,108	36	–
Lease liabilities		1,046	1,012	–	–
		27,844	41,599	470	488
Net current assets		28,983	26,479	26,877	22,275

Condensed interim statements of financial position

	Note	Group		Company	
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
		US\$'000	US\$'000	US\$'000	US\$'000
Non-current liabilities					
Other liabilities		3,817	3,817	–	–
Provisions		256	252	–	–
Bank loans	13	28,298	29,839	–	–
Deferred tax liabilities		2,474	2,474	–	–
Lease liabilities		6,920	7,155	–	–
Derivative warrant liabilities	15	68	184	68	184
Perpetual securities	16	744	1,492	744	1,492
		42,577	45,213	812	1,676
Total liabilities		70,421	86,812	1,282	2,164
Net assets		37,704	23,730	26,165	20,599
Equity attributable to equity holders of the Company					
Share capital	14	188,878	188,878	188,878	188,878
Treasury shares	14	(2,135)	(2,135)	(2,135)	(2,135)
Accumulated losses		(143,292)	(154,473)	(160,515)	(166,081)
Other reserves		(5,582)	(8,442)	(63)	(63)
		37,869	23,828	26,165	20,599
Non-controlling interests		(165)	(98)	–	–
Total equity		37,704	23,730	26,165	20,599

Condensed interim statements of changes in equity

	Share capital	Treasury shares	Accumulated losses	Total other reserves	Foreign currency translation reserve	Employee share-based payments reserve	Hedging reserve	Defined benefit plans	Capital reserve	Total	Non-controlling interests	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
The Group												
Balance at 1 January 2023	188,878	(2,135)	(154,473)	(8,442)	(1,798)	-	-	-	(6,644)	23,828	(98)	23,730
Profit for the year	-	-	14,524	-	-	-	-	-	-	14,524	(8)	14,516
<u>Other comprehensive income</u>												
- Foreign currency translation	-	-	-	(542)	(542)	-	-	-	-	(542)	-	(542)
Total comprehensive income for the year	-	-	14,524	(542)	(542)	-	-	-	-	13,982	(8)	13,974
Transfers within equity	-	-	(3,343)	3,402	-	-	-	-	3,402	59	(59)	-
Balance at 31 December 2023	188,878	(2,135)	(143,292)	(5,582)	(2,340)	-	-	-	(3,242)	37,869	(165)	37,704
Balance at 1 January 2022	162,854	(2,135)	(485,863)	(8,113)	(1,669)	170	114	86	(6,814)	(333,257)	(11,811)	(345,068)
Profit for the year	-	-	331,190	-	-	-	-	-	-	331,190	11,713	342,903
<u>Other comprehensive income</u>												
- Foreign currency translation	-	-	-	(129)	(129)	-	-	-	-	(129)	-	(129)
Total comprehensive income for the year	-	-	331,190	(129)	(129)	-	-	-	-	331,061	11,713	342,774
<u>Contributions by and distributions to owners</u>												
Shares issued due to restructuring	26,024	-	-	-	-	-	-	-	-	26,024	-	26,024
Total contributions by and distributions to owners	26,024	-	-	-	-	-	-	-	-	26,024	-	26,024
Transfers within equity	-	-	200	(200)	-	(170)	(114)	(86)	170	-	-	-
Balance at 31 December 2022	188,878	(2,135)	(154,473)	(8,442)	(1,798)	170	114	86	(6,644)	23,828	(98)	23,730

Condensed interim statements of changes in equity

	Share capital	Treasury shares	Accumulated losses	Total other reserves	Employee share-based payments reserve	Capital reserve	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<u>The Company</u>							
Balance at 1 January 2023	188,878	(2,135)	(166,081)	(63)	-	(63)	20,599
Profit for the year	-	-	5,566	-	-	-	5,566
Total comprehensive income for the period	-	-	5,566	-	-	-	5,566
Balance at 31 December 2023	188,878	(2,135)	(160,515)	(63)	-	(63)	26,165
Balance at 1 January 2022	162,854	(2,135)	(417,049)	(63)	170	(233)	(256,393)
Profit for the year	-	-	250,968	-	-	-	250,968
Total comprehensive income for the year	-	-	250,968	-	-	-	250,968
<u>Contributions by and distributions to owners</u>							
Shares issued due to restructuring	26,024	-	-	-	-	-	26,024
Total contributions by and distributions to owners	26,024	-	-	-	-	-	26,024
Transfers within equity	-	-	-	-	(170)	170	-
Balance at 31 December 2022	188,878	(2,135)	(166,081)	(63)	-	(63)	20,599

Condensed interim consolidated statement of cash flows

	Note	12M 2023 US\$'000	12M 2022 US\$'000
Cash flows from operating activities:			
Profit before taxation		15,466	342,507
Adjustments for:			
Depreciation of property, plant and equipment		3,241	3,015
Finance costs		995	7,002
Interest income		(288)	(56)
Share of results of associates		–	(4,603)
Share of results of joint ventures		(325)	(1,596)
Gain on disposal of assets held for sale		–	(17,022)
(Write-back)/Impairment of doubtful receivables, net	9	(7,132)	4,465
(Write-back)/Impairment of amounts due from related companies	10	(2,883)	17,991
(Write-back)/Impairment of property, plant and equipment		(3,504)	1,456
Loss on disposal of property, plant & equipment		79	–
Derecognition of financial guarantee liabilities		–	(2,977)
Net gain on restructuring from settlement of liabilities through share issuance	6	–	(52,360)
Net gain on debt forgiveness	6	–	(290,791)
Deferred gain for non-refundable deposit upon vessel sale		–	(800)
Net fair value gain on held for trading investment securities		(22)	(14)
Net fair value (gain)/loss on derivative warrant liabilities	6	(116)	184
Exchange differences		417	1,208
Operating cash flows before changes in working capital			
		5,928	7,609
Decrease/(Increase) in trade and other receivables		14,989	(1,775)
Increase in amounts due from/to related companies, net		(2,107)	(6,788)
Decrease in inventories		43	384
(Decrease)/Increase in trade payables and other liabilities		(9,876)	3,352
Cash generated from operations			
		8,977	2,782
Taxes paid		(83)	(599)
Interest paid		(293)	(294)
Interest received		317	–
Net cash flows generated from operating activities			
		8,918	1,889

Condensed interim consolidated statement of cash flows

	Note	12M 2023 US\$'000	12M 2022 US\$'000
Cash flows from investing activities:			
Purchase of property, plant and equipment		(4,776)	(1,400)
Loans repaid by joint ventures, net		–	5,000
Investment in joint venture		–	(1,200)
Net cash flows (used in)/generated from investing activities		(4,776)	2,400
Cash flows from financing activities:			
Payment of principal portion of lease liabilities		(383)	(338)
Right-of-use asset lease modification		(51)	–
Proceeds from issuance of new shares		–	723
Partial redemption of perpetual securities		(748)	(709)
Cash and bank balances release as securities		–	2
Restricted cash and bank balance		(2,021)	(1,989)
Net cash flows used in from financing activities		(3,203)	(2,311)
Net increase in cash and bank balances		939	1,978
Effect of exchange rate changes on cash and bank balances		109	40
Cash and bank balances at beginning of the year		23,607	21,589
Cash and bank balances at end of the year		24,655	23,607
Breakdown of cash and bank balances at end of the year:			
Cash and bank balances as per balance sheet		26,676	25,596
Restricted cash and bank balance		(2,021)	(1,989)
		24,655	23,607

Notes to the condensed interim consolidated financial statements

1. Corporate information

Pacific Radiance Ltd. (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). These condensed interim consolidated financial statements for the twelve months ended 31 December 2023 comprise the Company and its subsidiaries (collectively, the "Group"). The principal activity of the Company is investment holding.

The principal activities of the Group are:

- (a) owning, managing, chartering and operating of offshore support vessels and dive support vessels; and
- (b) ship repair.

2. Basis of preparation

The condensed interim consolidated financial statements for the twelve months ended 31 December 2023 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However selected explanatory notes are included to explain events and transactions that are significant to the understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2022.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The financial statements are presented in United States Dollars (USD or US\$) which is the Company's functional currency and all values in the tables are rounded to the nearest thousand (US\$'000), except when otherwise indicated.

2.1 New and amended standards adopted by the Group

A number of amendments to SFRS(I)s have become applicable for the current reporting year. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those amendments.

2.2 Use of judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

The significant judgements made by management in applying the Groups accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2022.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

4. Segment Information for continuing operations

For management purposes, the Group's continuing operation is organised into two main operating business divisions based on their services and products:

- (a) the ship management business is engaged in managing, chartering and operating of offshore support vessels; and
- (b) the shipyard business is engaged in ship repair activities.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit from operations. Income taxes are managed on a group basis and are not allocated to operating segments.

	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
4Q 2023			
Revenue:			
Sales	4,138	3,053	7,191
Inter-segment sales (Note A)	(2)	–	(2)
Sales to external customers	4,136	3,053	7,189
Results:			
Interest Income	18	–	18
Finance costs	(4)	(235)	(239)
Depreciation and amortisation	(180)	(674)	(854)
Share of results of associates	18	–	18
Write-back of doubtful receivables, net	1,954	26	1,980
Write-back of amounts due from related companies	2,951	–	2,951
Segment profit	8,964	197	9,161
4Q 2022			
Revenue:			
Sales	4,119	4,409	8,528
Inter-segment sales (Note A)	(6)	(253)	(259)
Sales to external customers	4,113	4,156	8,269
Results:			
Interest Income	35	–	35
Finance costs	(9)	(570)	(579)
Depreciation and amortisation	(106)	(669)	(775)
Share of results of joint ventures	87	–	87

4 Segment Information for continuing operations (cont'd)

	Ship Management US\$'000	Shipyards US\$'000	Total US\$'000
4Q 2022			
Results (cont'd):			
Other non-cash expenses (Note B)	(4,918)	(5)	(4,923)
Segment profit/(loss)	(2,392)	104	(2,288)
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	Ship Management US\$'000	Shipyards US\$'000	Total US\$'000
12M 2023			
Revenue:			
Sales	17,541	13,883	31,424
Inter-segment sales (Note A)	(19)	–	(19)
Sales to external customers	17,522	13,883	31,405
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Results:			
Interest income	277	11	288
Finance costs	(39)	(956)	(995)
Depreciation and amortisation	(476)	(2,765)	(3,241)
Share of results of associates	325	–	325
Write-back of doubtful receivables, net	7,105	27	7,132
Write-back of amounts due from related companies	2,883	–	2,883
Segment profit	15,151	315	15,466
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	Ship Management US\$'000	Shipyards US\$'000	Total US\$'000
As at 31 December 2023			
Segment assets:			
Investment in joint ventures	1,612	–	1,612
Additions to non-current assets (Note C)	4,750	77	4,827
Segment assets	63,436	44,689	108,125
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Segment liabilities	27,099	43,322	70,421
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4 **Segment Information for continuing operations (cont'd)**

	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
12M 2022			
Revenue:			
Sales	15,304	17,270	32,574
Inter-segment sales (Note A)	(40)	(2,651)	(2,691)
Sales to external customers	15,264	14,619	29,883
Results:			
Interest income	56	–	56
Finance costs	(1,824)	(1,093)	(2,917)
Depreciation and amortisation	(226)	(2,789)	(3,015)
Share of results of joint ventures	87	–	87
Impairment of property, plant and equipment	–	(1,456)	(1,456)
Other non-cash expenses (Note B)	(7,829)	(26)	(7,855)
Segment profit	314,079	21,563	335,643

	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
As at 31 December 2022			
Segment assets:			
Investment in associates	–	–	–
Investment in joint ventures	1,287	–	1,287
Additions to non-current assets (Note C)	1,385	15	1,400
Segment assets	62,618	47,924	110,542
Segment liabilities	42,330	44,482	86,812

Note A: Inter-segment sales are eliminated on consolidation.

Note B: Other non-cash expenses consist of impairment of joint ventures and associates, financial assets and club memberships as presented in the respective notes to financial statements.

Note C: Additions to non-current assets consist of additions to property, plant and equipment.

5. Disaggregation of revenue for continuing operations

Segments	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
4Q2023			
Type of services			
Lease revenue	1,201	–	1,201
Other ancillary time charter revenue	1,605	–	1,605
Ship repair income	–	3,040	3,040
Ship management fee income	1,329	–	1,329
Others	–	14	14
	4,135	3,054	7,189
Timing of transfer of services			
At a point in time	–	3,054	3,054
Over time	4,135	–	4,135
	4,135	3,054	7,189
4Q2022			
Type of services			
Lease revenue	837	–	837
Other ancillary time charter revenue	1,946	–	1,946
Ship repair income	–	4,144	4,144
Ship management fee income	1,330	–	1,330
Others	–	12	12
	4,113	4,156	8,269
Timing of transfer of services			
At a point in time	–	4,156	4,156
Over time	4,113	–	4,113
	4,113	4,156	8,269

5. Disaggregation of revenue for continuing operations (cont'd)

Segments	Ship Management US\$'000	Shipyards US\$'000	Total US\$'000
12M 2023			
Type of services			
Lease revenue	6,092	–	6,092
Other ancillary time charter revenue	5,256	–	5,256
Ship repair income	–	13,852	13,852
Ship management fee income	6,172	–	6,172
Others	–	33	33
	17,520	13,885	31,405
Timing of transfer of services			
At a point in time	–	13,885	13,885
Over time	17,520	–	17,520
	17,520	13,885	31,405
12M 2022			
Type of services			
Lease revenue	3,014	–	3,014
Other ancillary time charter revenue	6,968	–	6,968
Ship repair income	–	14,582	14,582
Ship management fee income	5,282	–	5,282
Others	–	37	37
	15,264	14,619	29,883
Timing of transfer of services			
At a point in time	–	14,619	14,619
Over time	15,264	–	15,264
	15,264	14,619	29,883

5. Disaggregation of revenue for continuing operations (cont'd)

Intercompany revenue

	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
12M 2023	19	–	19
12M 2022	35	869	904

Apart from chartering of its owned vessels, the Group also charters vessels owned by its joint venture and associate companies to third party customers. The gross profit/(loss) from chartering of the vessels not owned by its subsidiaries are as follow:

	US\$'000
12M 2023	–
12M 2022	772

Geographical information

Revenue is based on the geographical location in which the services are performed.

	Group		Group	
	4Q 2023 US\$'000	4Q 2022 US\$'000	12M 2023 US\$'000	12M 2022 US\$'000
Asia ⁽¹⁾	2,610	2,202	11,331	8,075
Singapore	3,461	5,699	16,553	21,044
Middle East	1,118	368	3,521	761
Latin America	–	–	–	3
	7,189	8,269	31,405	29,883

⁽¹⁾ Asia includes Brunei, India, Indonesia, Malaysia, Taiwan and Thailand.

6. Profit before taxation for continuing operations

6.1 Significant items

	Group		Group	
	4Q 2023	4Q 2022	12M 2023	12M 2022
	US\$'000	US\$'000	US\$'000	US\$'000
Income				
Net gain on debt forgiveness	–	–	–	290,791
Net gain on restructuring from settlement of liabilities through share issuance	–	–	–	52,360
Foreign exchange gains, net	1,476	1,821	628	2,679
Interest income	18	35	288	53
Net fair value gain on bank loan	–	–	–	1,223
Net fair value gain on held for trading investment securities	14	6	22	14
Net fair value gain on derivative warrant liabilities	100	–	116	–
Expenses				
Depreciation of property, plant and equipment (included in cost of sales)	598	552	2,206	2,157
Depreciation of property, plant and equipment (included in general and administrative expenses)	256	223	1,035	858
(Write-back)/Impairment of doubtful receivables, net	(1,980)	86	(7,132)	4,384
(Write-back)/Impairment of amounts due from related companies, net	(2,951)	4,892	(2,883)	3,526
(Write-back)/Impairment of property, plant and equipment	(3,504)	–	(3,504)	1,456
Interest expense on bank loans carried at amortised cost	147	480	595	2,369

6. Profit before taxation for continuing operations (cont'd)

6.2 Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group		Group	
	4Q 2023	4Q 2022	12M 2023	12M 2022
	US\$'000	US\$'000	US\$'000	US\$'000
<i>Income</i>				
Charter hire income:				
- Joint ventures	509	357	1,412	810
Ship repair income:				
- Associates	499	4	1,363	83
- Related parties	348	351	1,060	2,497
Management fee income from:				
- Joint ventures	19	91	177	293
Ship management fee income from:				
- Joint ventures	–	18	–	72
- Related parties	692	1,040	3,383	4,824
Miscellaneous income from:				
- Joint ventures	–	–	–	1
- Related parties	–	–	930	–
<i>Expense</i>				
Charter hire expense and other cost of sales to:				
- Joint ventures	456	(112)	765	4
- Related parties	1,084	1,337	4,842	4,861
Interest expense to:				
- A shareholder of a subsidiary	–	–	–	175
Other Expense:				
- Repurchase of vessel from related party	–	–	–	1,100

7. Taxation

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	Group					
	4Q 2023			4Q 2022		
	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Current income tax expense	(602)	–	(602)	851	–	851
Deferred tax expense	–	–	–	–	–	–
Withholding tax expense	(291)	–	(291)	6	–	6
	(893)	–	(893)	857	–	857

	Group					
	12M 2023			12M 2022		
	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>	<i>Continuing Operations</i>	<i>Discontinued Operations</i>	<i>Total</i>
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Current income tax expense	(602)	–	(602)	21	(4)	17
Deferred tax expense	–	–	–	171	–	171
Withholding tax expense	(348)	–	(348)	455	(247)	208
	(950)	–	(950)	647	(251)	396

8. Net asset value

	Group		Company	
	As at 31 December 2023	As at 31 December 2022	As at 31 December 2023	As at 31 December 2022
Net asset value (US\$'000)	37,869	23,828	26,165	20,599
Total number of ordinary shares issued ('000)	450,709	450,709	450,709	450,709
Net asset value per ordinary share (US cents)	8.40	5.29	5.81	4.57

9. Trade receivables

The movement in allowance for expected credit losses of trade receivables computed based on lifetime expected credit losses is as follows:

	Group	
	As at 31 December 2023	As at 31 December 2022
	US\$'000	US\$'000
Movement in allowance accounts:		
At 1 January	18,440	13,971
Charge for the period	–	4,480
Write-back of allowance	(7,132)	(15)
Written off during the period	(9,805)	–
Exchange differences	–	4
	<hr/>	<hr/>
At end of financial period	1,503	18,440
	<hr/>	<hr/>

10. Amounts due from related companies

The Group provides for lifetime expected credit losses for trade amounts due from related companies based on a provision matrix similar to allowance for trade receivables. The Group compute expected credit loss for non-trade amounts and loans due from related companies using the probability of default approach.

The movement in allowance accounts is as follows:

	Group		Company	
	As at 31 December 2023	As at 31 December 2022	As at 31 December 2023	As at 31 December 2022
	US\$'000	US\$'000	US\$'000	US\$'000
Movement in allowance accounts:				
At 1 January	131,104	114,931	9,207	360,614
(Write-back)/charge for the period	(2,883)	16,901	(1,084)	(69,587)
ECL adjustment to interest income	1,057	1,090	–	–
Written off during the period	(17,048)	(1,850)	–	(278,775)
Exchange differences	149	32	(1)	(3,045)
	<hr/>	<hr/>	<hr/>	<hr/>
At end of financial period	112,379	131,104	8,122	9,207
	<hr/>	<hr/>	<hr/>	<hr/>

11. Fair values of financial instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

(i) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(ii) Fair value of financial instruments that are carried at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	31 December 2023 US\$'000		
	Fair value measurements at the end of the reporting period using		
	Quoted prices in active markets for identifiable instruments (Level 1)	Significant unobservable inputs (Level 3)	Total
Group			
<i>Assets measured at fair value</i>			
Financial assets:			
<u>Equity securities at fair value through profit or loss</u>			
Quoted equity securities	45	–	45
<u>Equity securities at FVOCI</u>			
Unquoted equity securities	–	–	–
Financial assets as at 31 December 2023	45	–	45
Group and Company			
<i>Liabilities measured at fair value</i>			
Financial liabilities:			
<u>Derivative financial liabilities</u>			
Warrant liabilities (quoted)	68	–	68

11. Fair values of financial instruments (cont'd)

(ii) *Fair value of financial instruments that are carried at fair value*

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	31 December 2022		
	US\$'000		
	Fair value measurements at the end of the reporting period using		
	Quoted prices in active markets for identifiable instruments (Level 1)	Significant unobservable inputs (Level 3)	Total
Group			
<i>Assets measured at fair value</i>			
Financial assets:			
<u>Equity securities at fair value through profit or loss</u>			
Quoted equity securities	23	–	23
<u>Equity securities at FVOCI</u>			
Unquoted equity securities	–	–	–
Financial assets as at 31 December 2022	23	–	23
Group and Company			
<i>Liabilities measured at fair value</i>			
Financial liabilities:			
<u>Derivative financial liabilities</u>			
Warrant liabilities (quoted)	184	–	184

11. Fair values of financial instruments (cont'd)

(iii) **Financial instruments whose carrying amounts are reasonable approximation of fair value**

- (a) Trade and other receivables, trade payables and other liabilities, amounts due from/(to) related companies, cash and bank balances and cash pledged.

The carrying amounts of these balances approximate fair values due to their short-term nature.

- (b) Bank loans, lease liabilities, perpetual securities and amounts due from related companies.

The carrying amounts of bank loans, lease liabilities, perpetual securities and amounts due from related companies approximate fair value as the current lending rates for similar types of lending arrangements are not materially different from the rates obtained by the Group.

Financial instruments by category

Set below is a comparison by category of the carrying amount of all the Group and Company's financial instruments that were carried in the financial statements.

	Financial assets at amortised cost	Financial assets at fair value through profit or loss
	US\$'000	US\$'000
Group		
31 December 2023		
Assets		
Trade receivables	6,714	–
Other receivables	2,025	–
Amounts due from related companies	17,803	–
Investment securities	–	45
Cash and bank balances	26,676	–
	53,218	45
31 December 2022		
Assets		
Trade receivables	14,571	–
Other receivables	6,888	–
Amounts due from related companies	20,564	–
Investment securities	–	23
Cash and bank balances	25,596	–
	67,619	23

11. Fair values of financial instruments (cont'd)

(iii) *Financial instruments whose carrying amounts are reasonable approximation of fair value (cont'd)*

Financial instruments by category (cont'd)

	Financial liabilities at amortised cost	Financial liabilities at fair value through profit or loss
	US\$'000	US\$'000
Group		
31 December 2023		
<i>Liabilities</i>		
Trade payables	3,074	–
Other liabilities	10,286	–
Amounts due to related companies	5,306	–
Bank loans	30,319	–
Derivative warrant liabilities	–	68
Perpetual securities	744	–
Lease liabilities	7,966	–
	57,695	68
31 December 2022		
<i>Liabilities</i>		
Trade payables	12,091	–
Other liabilities	6,820	–
Amounts due to related companies	11,801	–
Bank loans	29,839	–
Derivative warrant liabilities	–	184
Perpetual securities	1,492	–
Lease liabilities	8,167	–
	70,210	184
	70,210	184

11. Fair values of financial instruments (cont'd)

(iii) *Financial instruments whose carrying amounts are reasonable approximation of fair value (cont'd)*

Financial instruments by category (cont'd)

Company	Financial assets at amortised cost US\$'000	Financial liabilities at fair value through profit or loss US\$'000
31 December 2023		
Assets		
Other receivables	-	-
Amounts due from related companies	24,258	-
Cash and bank balances	3,030	-
	27,288	-
31 December 2022		
Assets		
Other receivables	30	-
Amounts due from related companies	20,082	-
Cash and bank balances	2,545	-
	22,657	-
31 December 2023		
Liabilities		
Other liabilities	118	-
Amounts due to related companies	316	-
Derivative warrant liabilities	-	68
Perpetual securities	744	-
	1,178	68
31 December 2022		
Liabilities		
Other liabilities	180	-
Amounts due to related companies	308	-
Derivative warrant liabilities	-	184
Perpetual securities	1,492	-
	1,980	184

12. Property, plant and equipment

During the financial year ended 31 December 2023, acquisition of property, plant and equipment amounted to US\$ 4,827,735. There was no significant disposal during the year.

The Group assesses the impairment of its property, plant and equipment whenever events or changes in circumstances indicate that the carrying value exceeds its recoverable amount, which is the higher of its fair value less costs to dispose and its value in use.

For the purposes of impairment assessment of property, plant and equipment, the fair value less costs to dispose is determined mainly based on valuation reports issued by independent professional valuers.

As at 31 December 2023, the Group has considered both external and internal sources of information and assessed that there is no indication that its vessels, property and buildings may be impaired. In addition, during the financial year, there was a write-back of impairment made for a vessel amounting to US\$3,504,260.

13. Bank loans

	Group			
	Secured		Unsecured	
	As at 31 December 2023 US\$'000	As at 31 December 2022 US\$'000	As at 31 December 2023 US\$'000	As at 31 December 2022 US\$'000
Amount repayable within one year or on demand	2,021	–	–	–
Amount repayable after one year	28,298	29,839	–	–

Bank loans relate to the property loan which is denominated in Singapore Dollars and secured by property and building and certain equipment (the “Property”) (the “Property Loan”). The liability under the Property Loan is dependent on the value of the Property. The lender has the option to sell the Property directly or through the purchase of CrestSA Marine & Offshore Pte Ltd (the “Borrower”), a subsidiary of the Company, (by first acquiring the whole issued and paid-up capital of the borrower for a purchase consideration of US\$1.00) and apply the net sale proceeds towards settlement of all outstanding amounts under the Property Loan, if the net sale proceeds is insufficient to fully repay the Property Loan, all unpaid sum shall be deemed written off and discharged in full by the lender.

The terms of the Property Loan require the Borrower to make an advance interest payment of up to S\$2,666,200. As at 31 December 2023, cash balance of US\$2,021,246 (31 December 2022: US\$1,989,000) (equivalent of S\$2,666,200) was set aside in a bank account with the lender for payment of interest on the Property Loan. As at 31 December 2023, the accrued interest on the Property Loan was US\$1,149,584 (31 December 2022: US\$539,767).

The Company has provided a corporate guarantee of US\$18,000,000 (31 December 2022: US\$18,000,000) for the Property Loan.

14. Share capital and treasury shares

(i) Share capital

	Group and Company			
	31 December 2023		31 December 2022	
	No. of shares '000	US\$'000	No. of shares '000	US\$'000
<i>Issued and fully paid ordinary shares:</i>				
Balance at the beginning of the year	451,742	188,878	725,755	162,854
Issue of shares	–	–	3,791,667	26,024
Share consolidation	–	–	(4,065,680)	–
Balance at the end of the year	451,742	188,878	451,742	188,878

The Company's subsidiaries do not hold any shares in the Company as at 31 December 2023 and 31 December 2022.

(ii) Treasury shares

	Group and Company			
	31 December 2023		31 December 2022	
	No. of shares '000	US\$'000	No. of shares '000	US\$'000
Balance at the beginning of the year	(1,033)	(2,135)	(10,327)	(2,135)
Share consolidation	–	–	9,294	–
Balance at the end of the year	(1,033)	(2,135)	(1,033)	(2,135)

The Company did not acquire any treasury shares during the financial year.

The Company's total issued shares excluding treasury shares as at 31 December 2023 is 450,709,457.

15. Derivative warrant liabilities

	Group and Company				Exercise price S\$ per warrant share
	31 December 2023		31 December 2022		
	No. of warrants '000	US\$'000	No. of warrants '000	US\$'000	
Balance at the beginning of the year	45,488	184	–	–	
Shareholder Warrants issued - quoted	–	–	22,455	162	0.03
Fair value adjustment on Shareholder warrants	–	(116)	–	22	
Management Warrants issued – unquoted	–	–	23,033	–	0.06
Balance at the end of the year	45,488	68	45,488	184	

Both the Shareholder Warrants and Management Warrants (collectively the “Warrants”) may only be exercised on the date falling on the third anniversary of the issuance of the Warrants or earlier, if all Perpetual Securities have been redeemed by the Company. The Warrants will expire in five years from the date of issuance of the Warrants. None of the Warrants have been exercised as at 31 December 2023. Subsequent to year-end, additional shareholder and management warrants were issued as disclosed in Note 17(ii).

Except for the Warrants, there were no convertible securities as at 31 December 2023. As at 31 December 2023, the number of shares that may be issued on exercise of warrants were 45,487,877 (31 December 2022: 45,487,877).

The outstanding Warrants are recognised as a warrant liability on the balance sheet and are measured at fair value at their inception date and subsequently re-measured at each reporting period with changes being recorded in the statement of profit or loss.

Shareholder Warrant liabilities are considered as Level 1 liabilities on the fair value hierarchy, as they are listed. As at 31 December 2023, the fair value of the Shareholder Warrant liabilities is US\$68,000 (31 December 2022: US\$184,000), based on the listed warrant price of S\$0.004 (31 December 2022: S\$0.011).

Management Warrant liabilities are considered as Level 2 liabilities on the fair value hierarchy, as they are unlisted. Based on listed price of listed shareholder warrants and adjustment for the different exercise price, management has determined that the fair value of the unlisted management warrants is nil as at 31 December 2023. (31 December 2022: US\$Nil).

16. Perpetual Securities

	Group and Company	
	31 December 2023	31 December 2022
	US\$'000	US\$'000
Balance at the beginning of the year	1,492	–
Issue of perpetual securities	–	2,168
Redemption during the year	(748)	(709)
Exchange differences	–	33
	<hr/>	<hr/>
Balance at the end of the year	744	1,492

The Perpetual Securities have no maturity date and have a distribution rate of 2.5% per annum, which is payable annually in arrears. In accordance with the terms of the Perpetual Securities, any distribution is subject to positive EBITDA and minimum cash balances of S\$5 million, any distribution not paid pursuant to the terms of the Perpetual Securities is non-cumulative and will not accrue interest.

The Perpetual Securities may be redeemed at the option of the Company, in whole or in part, at any time on or after the issue date, on giving not less than 30 but not more than 60 days' irrevocable notice to the holder of the Perpetual Securities. In accordance with the terms of the Perpetual Securities, the redemption is subject to positive EBITDA and minimum cash balances of S\$5 million.

Until the Perpetual Securities have been fully redeemed, the Company shall not declare nor pay any dividends or distributions to shareholders.

On 30 October 2022, the Company partially redeemed S\$1 million out of the S\$3 million in principal amount of the Perpetual Securities, based on satisfaction of the terms of positive EBITDA and minimum cash balances of S\$5 million.

On 4 September 2023, the Company partially redeemed S\$1 million out of the S\$2 million in principal amount of the Perpetual Securities, based on satisfaction of the terms of positive EBITDA and minimum cash balances of S\$5 million.

The Perpetual Securities have been classified as financial liabilities instead of equity, as the Company has certain contractual obligation in relation to the distribution under the terms of the Perpetual Securities and the Company does not have unconditional right to avoid (i) delivering cash or (ii) settling in such a way that it would be a financial liability.

17. Subsequent events

- (i) On 3 November 2023, the Company announced that it proposed to undertake a renounceable non-underwritten rights issue (the "Rights Issue") of up to 1,352,128,371 new ordinary shares (the "Rights Shares") in the capital of the Company at an issue price of S\$0.023 for each Rights Share, on the basis of three (3) Rights Shares for every one (1) existing ordinary share in the capital of the Company held by the shareholders of the Company.
- (ii) On 11 December 2023, the Company announced that in accordance with the terms and conditions of the Shareholder Warrants Deed Poll and the Management Warrants Deed Poll, the Rights Issue constitutes an event that may give rise to, inter alia, an adjustment to (a) the exercise price of each Shareholder Warrant and/or the number of Shareholder Warrants held by each holder of the Shareholder Warrants (the "Shareholder Warrant Adjustments") and (b) the exercise price of each Management

Warrant and/or the number of Management Warrants held by each holder of the Management Warrants (the “Management Warrant Adjustments”).

- (iii) On 2 February 2024, the Company announced that pursuant to the Rights Issue, an aggregate of 997,283,445 Rights Shares have been issued and allotted on 1 February 2024. Following the allotment and issuance of the Rights Shares, the number of issued and paid-up shares (excluding treasury shares and subsidiary holdings, if any) in the Company has increased from 450,709,457 shares to 1,447,992,902 shares.
- (iv) On 6 February 2024, the Company announced that pursuant to the Shareholder Warrant Adjustments and the Management Warrant Adjustments, the Company has on 5 February 2024 allotted and issued (a) an aggregate of 11,021,494 additional Shareholder Warrants to the holders of Shareholder Warrants and (b) an aggregate of 11,307,109 additional Management Warrants to the holders of Management Warrants. Accordingly, the number of Shareholder Warrants has increased from 22,454,446 Shareholder Warrants to 33,475,940 Shareholder Warrants. The number of Management Warrants has increased from 23,033,431 Management Warrants to 34,340,540 Management Warrants.

Other information required by Listing Rule Appendix 7.2

This announcement is pursuant to Rule 705(2) of the SGX Listing Manual.

1. Review

The condensed consolidated statement of financial position of the Group as at 31 December 2023 and the condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the twelve months ended 31 December 2023 and related explanatory notes have not been audited or reviewed.

1A. Disclaimer opinion for the latest financial statements

The auditor of the Group had issued a qualified opinion for the FY2022 financial statements due to the following reasons:

- (i) unable to determine whether management's assessment of the fair value less cost of disposal of vessels as at 31 December 2021 was in accordance with SFRS(I) 13 Fair Value Measurement and whether any adjustments were required with respect to the resultant gain on sale of vessels recognised in FY2022; and
- (ii) unable to obtain sufficient appropriate audit evidence for the carrying amount of bank loan liabilities and finance costs and whether the resultant gain on debt forgiveness of bank loans on settlement of liabilities recognised in FY2022 was appropriate.

Details on the basis for disclaimer of opinion are stated in the independent auditor's report of the FY2022 annual report.

The Board confirms that the impact of the aforementioned issues have been adequately disclosed in the FY2022 financial statements.

2. Review of performance of the Group

Comparison of statement of profit or loss and other comprehensive income for continuing operations between 4Q 2023 and 4Q 2022

Total revenue for continuing operations of US\$31.4 million for 12M 2023 was US\$1.5 million or 5% higher than that in the same period in 2022. The increase was mainly attributable to the increase in ship management revenue by US\$2.3 million or 15% to US\$13.4 million as ship management services were extended to more third-party vessel owners. Gross profit for continuing operations decreased by approximately US\$1.3 million or 9% to US\$12.5 million in 12M 2023.

Revenue in 4Q 2023 decreased by approximately US\$1.1 million or 13% as compared to prior year 4Q 2022 to US\$7.2 million. Revenue in ship repair services decreased by about US\$1.1 million from US\$4.1 million in 4Q 2022 to US\$3.0 million in 4Q 2023.

Other operating income from continuing operations for 12M 2023 decreased by approximately US\$330.7 million to US\$16.7 million mainly due to the absence of one-off restructuring related gains from debt forgiveness and release of financial guarantee that were recognised in the same period in 2022.

General and administrative expenses for continuing operations for 12M 2023 decreased by approximately US\$0.8 million or 6% to US\$12.4 million mainly due to the absence of one-off restructuring related expenses that were incurred in the same period in 2022. It comprised mainly of staff costs, property tax and related expenses, and general corporate expenses.

Other operating expenses for continuing operations for 12M 2023 decreased by approximately US\$8.8 million or 92% to US\$0.7 million mainly due to allowance for doubtful debts made in the same period in FY2022.

Finance costs for continuing operations for 12M 2023 decreased by approximately US\$1.9 million or 66% to US\$1.0 million due to reduction in bank loans after the completion of debt restructuring.

Share of results of joint venture for 12M 2023 was related to joint venture, Mainprize Asia Ventures Pte Ltd.

2. Review of performance of the Group (cont'd)

Comparison of statement of financial position

Non-current assets

The Group's non-current assets amounted to US\$48.4 million as at 31 December 2023 as compared to US\$42.5 million as at 31 December 2022. The change was due to additions of property, plant & equipment, and share of joint venture's profit for 12M 2023.

Current assets

The Group's current assets decreased by US\$8.3 million to US\$59.7 million as at 31 December 2023 from US\$68.1 million as at 31 December 2022. This was mainly due to the increase in:

- (i) other receivables by US\$1.2 million;
- (ii) cash and bank balances by US\$1.1 million.

This was partially offset by:

- (iii) the decrease in trade receivables by US\$7.9 million; and
- (iv) amounts due from related companies by US\$2.7 million.

Current liabilities

The Group's current liabilities amounted to US\$27.8 million as at 31 December 2023. The decrease of US\$13.8 million in current liabilities from US\$41.6 million as at 31 December 2022 was attributed mainly to the decrease in:

- (i) trade payables by US\$9.0 million
- (ii) amounts due to related parties by US\$6.5 million and other liabilities by US\$1.1 million.

This was partially offset by:

- (iii) reclass of bank loans from non-current to current by US\$2.0 million.

Non-current liabilities

The Group's non-current liabilities amounted to US\$44.6 million as at 31 December 2023. Non-current liabilities decreased from US\$45.2 million as at 31 December 2022 primarily due to:

- (i) decrease in perpetual securities of US\$0.8 million;
- (ii) repayment of lease liabilities of US\$0.2 million; and
- (iii) decrease of bank loans due to reclass to current by US\$2.0 million, partially offset by the increase due to foreign exchange movement of US\$0.4 million as the bank loans are denominated in Singapore dollars.

Statement of Cash Flows

In 12M 2023, the Group registered a net cash inflow of US\$0.9 million.

Net cash inflow from operating activities was US\$8.9 million. This was mainly due to net working capital inflow from operating activities before working capital changes of US\$5.9 million and increase in working capital of US\$3.0 million.

Net cash outflow from investing activities was US\$4.8 million due to additions of property, plant and equipment.

Net cash outflow from financing activities was US\$3.2 million due mainly to redemption of perpetual securities and lease payments.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The offshore activities in oil and gas and wind markets continue to improve in 2023. The outlook for the offshore oil and gas market is encouraging with demand remaining supportive despite the uncertain geopolitical and economic conditions and supply looking constrained due to modest newbuilding activities after years of tonnage removal during the long downturn. For the offshore wind market, the increase in new capital commitments driven by energy transition and focus on energy security is expected to continue driving demand for offshore vessels supporting the offshore wind farm construction and maintenance.

Amid the ongoing energy transition and uncertainty on the geopolitical and economic fronts, the Group will navigate and consider investment opportunities cautiously as it continues to seek revenue growth in these markets.

5. Dividend information

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

Under the terms of the Perpetual Securities, the Company shall not declare nor pay any dividends or distributions to shareholders until the Perpetual Securities are fully redeemed.

6. Interested person transactions

The Group has not obtained a general mandate from shareholders for Interested Party Transactions.

7. In the review of performance, the factors leading to any material change in contributions to turnover and earnings by the business or geographical segments

Refer to part 2 and 4.

8. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year

Not applicable.

9. Confirmation of Directors and Executive Officers' undertakings pursuant to Listing Rule 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) pursuant to Rule 720(1) of the SGX Listing Manual.

10. Person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer.

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Alphonsus Ang	65	<p>Brother-in-law of Mr Pang Yoke Min who is the substantial shareholder and executive chairman of the Company.</p> <p>Uncle of Mr Pang Wei Meng and Mr Pang Wei Kuan who are the executive director and chief executive officer respectively of the Company.</p>	<p>General Manager – Procurement.</p> <p>Appointed in 2007.</p> <p>Responsible for the development of the Group's supply chain management policies as well as the management of procurement activities in alignment with the Group's strategies and business plans.</p>	None.
James Ang	63	<p>Brother-in-law of Mr Pang Yoke Min who is the substantial shareholder and executive chairman of the Company.</p> <p>Uncle of Mr Pang Wei Meng and Mr Pang Wei Kuan who are the executive director and chief executive officer respectively of the Company.</p>	<p>Ship Repair Manager.</p> <p>Appointed in 2011.</p> <p>Responsible for management of the ship-repair yard.</p>	None.

11. Confirmation by the Board pursuant to SGX Listing Rule 705(5)

The Board hereby confirms to the best of its knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the months ended 31 December 2023 to be false or misleading in any material respect.

On behalf of the Board of Directors

Pang Yoke Min
Executive Chairman

Pang Wei Meng
Executive Director

28 February 2024