



*Directors' Statement and  
Audited Financial Statements*

***R Systems (Singapore) Pte Limited***  
*(Co. Reg. No. 199707692G)*

*For the year ended 31 December 2024*

**R Systems (Singapore) Pte Limited**  
(Co. Reg. No. 199707692G)

**General Information**

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**Directors**

Joydeep Sen Chaudhuri  
Nand Lal Sardana  
Chan Amelia (Appointed on 31 December 2024)  
Ooi Pei Hui (Appointed on 31 December 2024)  
Chan Kum Ming (Resigned on 31 December 2024)

**Secretaries**

Ng Chee Tiong  
Yio Swee Khim

**Independent Auditor**

HLB Atrede LLP

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**R Systems (Singapore) Pte Limited**  
(Co. Reg. No. 199707692G)

**Directors' Statement**

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The directors present their statement to the member together with the audited financial statements of R Systems (Singapore) Pte Limited (the "Company") for the financial year ended 31 December 2024.

**1. OPINION OF THE DIRECTORS**

In the opinion of the directors,

- (a) the accompanying financial statements are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date; 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.

**2. DIRECTORS**

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

Joydeep Sen Chaudhuri

Nand Lal Sardana

Chan Amelia

(Appointed on 31 December 2024)

Ooi Pei Hui

(Appointed on 31 December 2024)

**3. 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 objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

**4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES**

According to the register of directors' shareholdings kept by the Company under section 164 of the Singapore Companies Act 1967 (the "Act"), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants and share options of the Company and its related corporations (other than wholly-owned subsidiaries) are as follows:

| Name of directors  | Holding registered in names of directors |                | Holdings in which directors are deemed to have an interest |                |
|--|--|----------------|--|----------------|
|  | At beginning of year/date of appointment | At end of year | At beginning of year/date of appointment                   | At end of year |
|  | <b>Ordinary shares of Rs. 1 each</b>     |                |  |                |
| <u>The immediate holding company</u><br><u>– R Systems International</u><br><u>Limited</u> |  |                |  |                |
| Nand Lal Sardana   | 195,790                                  | 195,790        | –  | –              |

**Directors' Statement – continued**

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**5. SHARE OPTIONS**

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

**6. INDEPENDENT AUDITOR**

The independent auditor, HLB Atrede LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the board of directors,



Ooi Pei Hui  
Director



Chan Amelia  
Director

7 February 2025

**Independent Auditor's Report  
to the member of R Systems (Singapore) Pte Limited  
(Co. Reg. No. 199707692G)**

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**Report on the Audit of the Financial Statements**

*Opinion*

We have audited the financial statements of R Systems (Singapore) Pte Limited (the "Company"), which comprise the statement of financial position as at 31 December 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 December 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

*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 Financial Statements* section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Other Information*

Management is responsible for the other information. The other information comprises the Directors' Statement.

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

**Independent Auditor's Report  
to the member of R Systems (Singapore) Pte Limited – continued**  
(Co. Reg. No. 199707692G)

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*Other Information (continued)*

In connection with our audit of the financial statements, our responsibility is to read the other information 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. If, based on the work we have performed, 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.

*Responsibilities of Management and Directors for the Financial Statements*

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, 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 true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Company's financial reporting process.

*Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

**Independent Auditor's Report  
to the member of R Systems (Singapore) Pte Limited – continued**  
(Co. Reg. No. 199707692G)

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*Auditor's Responsibilities for the Audit of the Financial Statements (continued)*

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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Company'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 Company 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.

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.

**Independent Auditor's Report  
to the member of R Systems (Singapore) Pte Limited – continued**  
(Co. Reg. No. 199707692G)

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**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

*HLB Atrede LLP*

HLB Atrede LLP  
Public Accountants and  
Chartered Accountants

Singapore  
7 February 2025

**R Systems (Singapore) Pte Limited**  
(Co. Reg. No. 199707692G)

**Statement of Financial Position as at 31 December 2024**

|  | Note | 2024<br>\$       | 2023<br>\$       |
|--|------|------------------|------------------|
| <b>Non-current assets</b>                              |      |                  |                  |
| Plant and equipment                                    | 4    | 53,060           | 81,222           |
| Investment in an associate                             | 5    | 2,775,560        | 2,775,560        |
| Investment in subsidiaries                             | 6    | 4,608,550        | 4,608,550        |
|  |      | <u>7,437,170</u> | <u>7,465,332</u> |
| <b>Current assets</b>                                  |      |                  |                  |
| Trade receivables                                      | 7    | 1,358,982        | 907,258          |
| Other receivables                                      | 8    | 23,665           | 5,753            |
| Contract assets  | 9    | 1,112,993        | 915,885          |
| Prepayments  |      | 99,289           | 42,764           |
| Amounts due from a subsidiary                          | 10   | 12,500           | 46,500           |
| Cash and cash equivalents                              | 11   | 1,168,648        | 898,517          |
|  |      | <u>3,776,077</u> | <u>2,816,677</u> |
| <b>Current liabilities</b>                             |      |                  |                  |
| Other payables   | 12   | 730,754          | 425,375          |
| Amounts due to an associate                            | 13   | 655,083          | 148,444          |
| Amounts due to immediate holding company               | 14   | –                | 26,250           |
| Amounts due to related companies                       | 15   | 112,170          | 173,031          |
| Tax payable  |      | 41,325           | 18,859           |
|  |      | <u>1,539,332</u> | <u>791,959</u>   |
| <b>Net current assets</b>                              |      | <u>2,236,745</u> | <u>2,024,718</u> |
| <b>Net assets</b>                                      |      | <u>9,673,915</u> | <u>9,490,050</u> |
| <b>Equity attributable to owner<br/>of the Company</b> |      |                  |                  |
| Share capital  | 16   | 7,631,000        | 7,631,000        |
| Accumulated profits                                    |      | 2,042,915        | 1,859,050        |
| <b>Total equity</b>                                    |      | <u>9,673,915</u> | <u>9,490,050</u> |

*The accompanying accounting policies and explanatory notes form an integral part of financial statements.*

**R Systems (Singapore) Pte Limited**  
(Co. Reg. No. 199707692G)

**Statement of Comprehensive Income for the financial year ended 31 December 2024**

|  | Note | 2024<br>\$              | 2023<br>\$            |
|--|------|-------------------------|-----------------------|
| <b>Revenue</b>   | 17   | 12,785,249              | 12,035,178            |
| Cost of sales  |      | <u>(11,010,419)</u>     | <u>(10,220,565)</u>   |
| Gross profit   |      | 1,774,830               | 1,814,613             |
| Other operating income   | 18   | 1,205,281               | 123,599               |
| Distribution costs   |      | (27,437)                | (19,678)              |
| Administrative expenses  |      | (1,544,381)             | (1,685,516)           |
| (Impairment loss)/reversal of impairment loss on trade receivables |      | (33)                    | 1,273                 |
| Other credits/(charges)  | 19   | <u>6,205</u>            | <u>(18,096)</u>       |
| <b>Profit before tax</b>   | 20   | 1,414,465               | 216,195               |
| Income tax expense   | 22   | <u>(30,600)</u>         | <u>(16,214)</u>       |
| <b>Profit for the year</b>   |      | 1,383,865               | 199,981               |
| Other comprehensive income   |      | <u>–</u>                | <u>–</u>              |
| <b>Total comprehensive income for the year</b>                     |      | <u><u>1,383,865</u></u> | <u><u>199,981</u></u> |

**Statement of Changes in Equity**  
**Year ended 31 December 2024**

|   | Share<br>capital<br>\$  | Accumulated<br>profits<br>\$ | Total<br>\$             |
|---|-------------------------|------------------------------|-------------------------|
| Balance at 1 January 2023               | 7,631,000               | 1,659,069                    | 9,290,069               |
| Total comprehensive income for the year | <u>–</u>                | <u>199,981</u>               | <u>199,981</u>          |
| Balance at 31 December 2023             | 7,631,000               | 1,859,050                    | 9,490,050               |
| Dividend paid (Note 23)                 | –                       | (1,200,000)                  | (1,200,000)             |
| Total comprehensive income for the year | <u>–</u>                | <u>1,383,865</u>             | <u>1,383,865</u>        |
| Balance at 31 December 2024             | <u><u>7,631,000</u></u> | <u><u>2,042,915</u></u>      | <u><u>9,673,915</u></u> |

*The accompanying accounting policies and explanatory notes form an integral part of financial statements.*

**R Systems (Singapore) Pte Limited**  
(Co. Reg. No. 199707692G)

**Statement of Cash Flows for the financial year ended 31 December 2024**

|   | <b>2024</b>        | <b>2023</b>      |
|---|--------------------|------------------|
|   | \$                 | \$               |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                         |                    |                  |
| Profit before tax   | 1,414,465          | 216,195          |
| Adjustments for:  |                    |                  |
| Depreciation  | 28,162             | 5,865            |
| Dividend income   | (1,201,675)        | (2,099)          |
| Allowance for expected credit losses on trade receivables           | 33                 | –                |
| Reversal of allowance for expected credit losses                    | –                  | (1,273)          |
| <b>Operating profit before working capital changes</b>              | <u>240,985</u>     | <u>218,688</u>   |
| (Increase)/decrease in trade and other receivables                  | (723,302)          | 666,857          |
| Increase/(decrease) in other payables                               | 305,379            | (168,754)        |
| (Decrease)/increase in amounts due to related companies             | (60,861)           | 22,453           |
| Decrease/(increase) in amounts due from a subsidiary                | 34,000             | (46,500)         |
| Increase/(decrease) in amounts due to an associate                  | <u>498,447</u>     | <u>(55,574)</u>  |
| <b>Cash generated from operations</b>                               | 294,648            | 637,170          |
| Income tax paid   | (7,872)            | (100,568)        |
| Withholding tax paid  | <u>(262)</u>       | <u>(1,311)</u>   |
| <b>Net cash flows generated from operating activities</b>           | <u>286,514</u>     | <u>535,291</u>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                         |                    |                  |
| Acquisition of plant and equipment                                  | –                  | (83,684)         |
| Dividend received   | <u>1,201,675</u>   | <u>2,099</u>     |
| <b>Net cash flows generated from/(used in) investing activities</b> | <u>1,201,675</u>   | <u>(81,585)</u>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                         |                    |                  |
| Dividend paid to ordinary shareholder                               | (1,200,000)        | –                |
| Decrease in amounts due (to)/from immediate holding company         | (26,250)           | 84,220           |
| Decrease in amounts due to subsidiaries                             | –                  | (34,347)         |
| Increase/(decrease) in amounts due to an associate                  | <u>8,192</u>       | <u>(275,476)</u> |
| <b>Net cash flows used in financing activities</b>                  | <u>(1,218,058)</u> | <u>(225,603)</u> |
| Net increase in cash and cash equivalents                           | 270,131            | 228,103          |
| Cash and cash equivalents at beginning of year                      | <u>898,517</u>     | <u>670,414</u>   |
| <b>Cash and cash equivalents at end of year</b>                     | <u>1,168,648</u>   | <u>898,517</u>   |

*The accompanying accounting policies and explanatory notes form an integral part of financial statements.*

**Notes to the Financial Statements – 31 December 2024**

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

**1. CORPORATE INFORMATION**

The Company is a public company limited by shares incorporated and domiciled in Singapore. The immediate holding company is R Systems International Limited, a company incorporated in India and listed on the National Stock Exchange of India Limited and BSE Limited.

The intermediate and ultimate holding company are BCP Asia II TopCo II Pte Ltd and BCP Asia II Holdco II Pte Ltd. Both companies are companies are incorporated in Singapore.

The registered office of the Company and its principal place of business are located at 16 Jalan Kilang, #04-01 Hoi Hup Building, Singapore 159416.

The principal activities of the Company are those relating to the business of software development, consultancy services and executive search services.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION**

(a) *Basis of preparation*

The financial statements have been prepared in accordance with Financial Reporting Standards in Singapore (“FRS”). The financial statements have been prepared on the historical cost basis except as disclosed in the material accounting policy information below.

The financial statements are presented in Singapore Dollars (“SGD” or “\$”) and all values are rounded to the nearest one-dollar unless otherwise stated.

(b) *Adoption of new and amended standards and interpretations*

The accounting policies adopted are consistent with those of the previous financial year except that in current financial year, the Company has adopted all the new and amended standards which are relevant to the Company and are effective for annual financial period beginning on 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Company.

(c) *Standards issued but not yet effective*

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these financial statements. The directors expect that the adoption of these new and amended standards will have no material impact on the financial statements in the year of initial application.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(d) *Functional and foreign currency*

The management has determined the currency of the primary economic environment in which the Company operates i.e. functional currency, to be SGD.

*Foreign currency transactions*

Transactions in foreign currencies are measured in the functional currency and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the rate of exchange ruling at the end of the reporting period. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(e) *Plant and equipment*

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

|                        |   |         |
|------------------------|---|---------|
| Computer               | – | 3 years |
| Furniture and fittings | – | 3 years |
| Office equipment       | – | 5 years |

Fully depreciated assets are retained in the financial statements until they are no longer in use.

For acquisition and disposals of plant and equipment, depreciation is provided in the month of acquisition and no depreciation is provided in the month of disposal.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(f) *Associates*

An associate is an entity over which the Company has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Company has exempted in accordance to FRS 28 in accounting for its investments in associates using the equity method from the date on which it becomes an associate.

The Company's investments in associates are accounted for at cost less any impairment losses.

*Exemption from accounted the investment in associate using equity method*

The financial statements of the associate have not been equity accounted for with the Company's financial statements as the Company itself is a wholly owned subsidiary of R Systems International Ltd, a company incorporated in India, which prepares consolidated financial statements on a worldwide basis. Such financial statements are publicly available.

The registered address of R Systems International Limited is GF-1-A, 6, Devika Tower, Nehru Place, New Delhi, India 110019.

(g) *Subsidiary*

A subsidiary is an investee that is controlled by the Company. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiary is accounted for at cost less impairment losses.

*Consolidated Financial Statements (Non-consolidated)*

The financial statements of the subsidiary have not been consolidated with the Company's financial statements as the Company itself is a wholly owned subsidiary of R Systems International Ltd, incorporated in India, which prepares consolidated financial statements on a worldwide basis. Such financial statements are publicly available.

The registered address of R Systems International Limited is GF-1-A, 6, Devika Tower, Nehru Place, New Delhi, India 110019.

Investments in subsidiary in the financial statements of the Company are stated at cost, less any impairment in recoverable value.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(h) *Financial instrument*

(i) *Financial assets*

*Initial recognition and measurement*

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

*Subsequent measurement*

After the initial recognition, financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

*Derecognition*

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(ii) *Financial liabilities*

*Initial recognition and measurement*

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(h) *Financial instruments (continued)*

(ii) *Financial liabilities (continued)*

*Subsequent measurement*

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

*Derecognition*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

(iii) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(i) *Impairment of financial assets*

The Company recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors’ ability to pay.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(j) ***Impairment of non-financial assets***

The Company considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The Company assesses at each reporting date whether there is an indication that a non-financial asset, may be impaired. If any such an indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

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 cash generating unit to which the asset belongs.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

(k) ***Contract balances***

*Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(l) ***Cash and cash equivalents***

Cash and cash equivalents comprise cash on hand and at bank.

(m) ***Trade and other payables***

Trade and other payables are non-interest bearing and trade payables are normally settled on 30 to 60 days' terms while other payables have an average term of six months.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(n) *Government grants*

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as “Other income”. Alternatively, they are deducted in reporting the related expenses.

(o) *Provisions*

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(p) *Employee benefits*

(i) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

The Company makes contributions to the Central Provident Fund (“CPF”) scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the period in which the related service is performed.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(p) *Employee benefits (continued)*

(ii) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(q) *Revenue*

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) *Consultancy services*

The Company recognises revenue from consultancy services over time, using an output method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Company. The output methods recognise revenue on the basis of direct measurements of the value to the customer of the services transferred to date relative services promised under the contract.

(ii) *Placement fee*

Placement fee is related to recruitment services provided and it is recognised as revenue at the point of time when the services is rendered.

(iii) *IT Professional services*

Revenue from the IT professional services is recognised over time when services has been rendered, accepted by the customer. Revenue is recognised based on the actual man days service performed relative to the total expected man days services.

(iv) *Recruitment services*

Revenue from recruitment services is recognised over time when services has been rendered, accepted by the customer.

(v) *Dividend income*

Dividend income is recognised when the Company right to receive payment is established.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(r) *Taxes*

(i) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Current income taxes are recognised in the profit or loss except to the extent that tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Deferred tax liabilities are recognised for all temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

**2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

(r) *Taxes (continued)*

(iii) *Goods and services tax*

Revenue, expenses and assets are recognised net of the amount of goods and services tax (“GST”) except:

- Where the goods and services tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the goods and services tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of goods and services tax included.

The net amount of goods and services tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

(s) *Related parties*

A related party is defined as follows:

- (a) A person or a close member of that person’s family is related to the Company if that person:
  - (i) Has control or joint control over the Company;
  - (ii) Has significant influence over the Company; or
  - (iii) Is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Company if any of the following conditions applies:
  - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
  - (vi) The entity is controlled or jointly controlled by a person identified in (a);
  - (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities, and disclosure of contingent liabilities at the end of each reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

(i) *Judgement made in applying accounting policies*

There were no material judgements made by management in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

(ii) *Estimates and assumptions*

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

▪ *Impairment in investment in subsidiaries/associates*

When the subsidiaries/associates are in net equity deficit and has suffered operating losses, a test is made whether the investment in the investee has suffered any impairment, in accordance with the stated accounting policy. This determination requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the asset affected.

▪ *Provision for expected credit losses of trade receivables and contract assets*

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for grouping of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

**Notes to the Financial Statements – 31 December 2024**

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)**

(ii) *Estimates and assumptions (continued)*

▪ *Provision for expected credit losses of trade receivables and contract assets (continued)*

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The carrying amounts of trade receivables and contract assets as at the end of each reporting periods are disclosed in Note 7 and Note 9 to the financial statements respectively.

**4. PLANT AND EQUIPMENT**

|   | <b>Computer</b> | <b>Furniture<br/>and fittings</b> | <b>Office<br/>equipment</b> | <b>Total</b> |
|---|-----------------|-----------------------------------|-----------------------------|--------------|
|   | \$              | \$                                | \$                          | \$           |
| <b>Cost:</b>                              |                 |                                   |                             |              |
| At 1 January 2023                         | 97,107          | 950                               | 7,556                       | 105,613      |
| Additions                                 | 80,384          | –                                 | 3,300                       | 83,684       |
| Write-off                                 | (87,073)        | –                                 | –                           | (87,073)     |
| At 31 December 2023<br>and 1 January 2024 | 90,418          | 950                               | 10,856                      | 102,224      |
| Write-off                                 | (1,880)         | –                                 | –                           | (1,880)      |
| At 31 December 2024                       | 88,538          | 950                               | 10,856                      | 100,344      |
| <b>Accumulated depreciation:</b>          |                 |                                   |                             |              |
| At 1 January 2023                         | 96,447          | 950                               | 4,813                       | 102,210      |
| Charge for the year                       | 5,176           | –                                 | 689                         | 5,865        |
| Write-off                                 | (87,073)        | –                                 | –                           | (87,073)     |
| At 31 December 2023<br>and 1 January 2024 | 14,550          | 950                               | 5,502                       | 21,002       |
| Charge for the year                       | 26,927          | –                                 | 1,235                       | 28,162       |
| Write-off                                 | (1,880)         | –                                 | –                           | (1,880)      |
| At 31 December 2024                       | 39,597          | 950                               | 6,737                       | 47,284       |
| <b>Net carrying amount:</b>               |                 |                                   |                             |              |
| At 31 December 2023                       | 75,868          | –                                 | 5,354                       | 81,222       |
| At 31 December 2024                       | 48,941          | –                                 | 4,119                       | 53,060       |

**Notes to the Financial Statements – 31 December 2024**

**5. INVESTMENT IN AN ASSOCIATE**

|                                | <b>2024</b>      | <b>2023</b>      |
|--------------------------------|------------------|------------------|
|                                | \$               | \$               |
| Unquoted equity shares at cost | <u>2,775,560</u> | <u>2,775,560</u> |

The Company held approximately 30.38% (2023: 30.38%) of the equity interest in R System Consulting Services Limited, incorporated in Singapore.

The principal activities of the associate are those relating to the provision of collaborative internet-based supply chain solutions and management services, customers technical and administrative support services and information technology consultancy services.

**6. INVESTMENT IN SUBSIDIARIES**

|                                |                  |                  |
|--------------------------------|------------------|------------------|
| Unquoted equity shares at cost | <u>4,608,550</u> | <u>4,608,550</u> |
|--------------------------------|------------------|------------------|

The details of the investment in subsidiary at 31 December are as follows:

| Name and principal activities   | Country of incorporation | Cost of investments |                  | Proportion (%) of ownership interest |      |
|---|--------------------------|---------------------|------------------|--------------------------------------|------|
|   |                          | 2024                | 2023             | 2024                                 | 2023 |
|   |                          | \$                  | \$               | %                                    | %    |
| <i>Held by the Company</i>  |                          |                     |                  |                                      |      |
| R Systems IBIZCS Pte. Ltd<br>(I.T. integrated solution services and I.T support)          | Singapore                | 4,608,450           | 4,608,450        | 100                                  | 100  |
| PT. Rsystems Ibizcs International<br>(I.T. integrated solution services and I.T. support) | Indonesia                | <u>100</u>          | <u>100</u>       | 0.44                                 | 0.44 |
|   |                          | <u>4,608,550</u>    | <u>4,608,550</u> |                                      |      |

The details of the indirect subsidiaries held by R Systems IBIZCS Pte. Ltd. at 31 December are as follows:

| Name and principal activities   | Country of incorporation | Proportion (%) of ownership interest |       |
|---|--------------------------|--------------------------------------|-------|
|   |                          | 2024                                 | 2023  |
|   |                          | %                                    | %     |
| <i>Held by direct subsidiary company</i>  |                          |                                      |       |
| <i>– R Systems IBIZCS Pte. Ltd.</i>   |                          |                                      |       |
| PT. Rsystems Ibizcs International<br>(I.T. integrated solution services and I.T. support) | Indonesia                | 99.56                                | 99.56 |

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**Notes to the Financial Statements – 31 December 2024**

**6. INVESTMENT IN SUBSIDIARIES (continued)**

| Name and principal activities  | Country of incorporation | Proportion (%) of ownership interest |           |
|--|--------------------------|--------------------------------------|-----------|
|  |                          | 2024<br>%                            | 2023<br>% |
| <i>Held by direct subsidiary company</i>   |                          |                                      |           |
| <i>– R Systems IBIZCS Pte. Ltd. (continued)</i>  |                          |                                      |           |
| R Systems IBIZCS Sdn. Bhd.<br>(I.T. integrated solution services and I.T. support)                   | Malaysia                 | 100                                  | 100       |
| IBIZ Consulting Services Limited<br>(I.T. integrated solution services and I.T. support)             | Hong Kong                | 100                                  | 100       |
| IBIZ Consulting (Thailand) Co., Ltd<br>(I.T. integrated solution services and I.T. support)          | Thailand                 | 100                                  | 100       |
| <i>Held by indirect subsidiary company</i>   |                          |                                      |           |
| <i>– IBIZ Consulting Services Limited</i>  |                          |                                      |           |
| IBIZ Consulting Services (Shanghai) Co., Ltd<br>(I.T. integrated solution services and I.T. support) | China                    | 100                                  | 100       |

**7. TRADE RECEIVABLES**

|  | 2024<br>\$       | 2023<br>\$     |
|--|------------------|----------------|
| Trade receivables                          | 1,359,204        | 907,447        |
| Less: Allowance for expected credit losses | (222)            | (189)          |
|  | <u>1,358,982</u> | <u>907,258</u> |

Trade receivables are non-interest bearing and are generally on 15 to 90 days' terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

Trade receivables are denominated in the following currencies as at 31 December:

|                      |                  |                |
|----------------------|------------------|----------------|
| Singapore Dollar     | 1,343,747        | 905,746        |
| United States Dollar | 15,235           | 1,512          |
|                      | <u>1,358,982</u> | <u>907,258</u> |

**Notes to the Financial Statements – 31 December 2024**

**7. TRADE RECEIVABLES (continued)**

*Receivables that are impaired*

The table below shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach.

|  | <b>Lifetime<br/>ECL<br/>credit<br/>impaired<br/>\$</b> |
|--|--|
| At 1 January 2023                      | (1,462)  |
| Reversal during the year               | 1,273  |
| At 31 December 2023 and 1 January 2024 | (189)  |
| Allowance made for the year            | (33)   |
| At 31 December 2024                    | (222)  |

The Company uses an allowance matrix to measure the ECLs of trade receivables from individual customers.

The following table provides information about the exposure to credit risk and ECLs for trade receivables for individual customers as at 31 December:

|                          | <b>Expected<br/>credit loss<br/>rate<br/>%</b> | <b>Gross<br/>Carrying<br/>amount<br/>\$</b> | <b>Lifetime<br/>ECL<br/>\$</b> | <b>Credit<br/>impaired</b> |
|--------------------------|--|---|--------------------------------|----------------------------|
| <b>2024</b>              |  |   |                                |                            |
| Current (not past due)   | 0.01   | 1,103,952                                   | 116                            | No                         |
| 1 to 30 days past due    | 0.04   | 178,499                                     | 71                             | No                         |
| 31 to 60 days past due   | 0.05   | 46,006                                      | 24                             | No                         |
| 61 to 90 days past due   | 0.04   | 30,747                                      | 11                             | No                         |
| 91 to 120 days past due  | 0.17   | –   | –                              | No                         |
| 121 to 150 days past due | 0.17   | –   | –                              | No                         |
| 151 to 180 days past due | 0.17   | –   | –                              | No                         |
| 181 to 365 days past due | 2.00   | –   | –                              | No                         |
|                          |  | <u>1,359,204</u>                            | <u>222</u>                     |                            |
| <b>2023</b>              |  |   |                                |                            |
| Current (not past due)   | 0.01   | 703,632                                     | 58                             | No                         |
| 1 to 30 days past due    | 0.04   | 131,816                                     | 50                             | No                         |
| 31 to 60 days past due   | 0.04   | 19,553                                      | 8                              | No                         |
| 61 to 90 days past due   | 0.03   | 11,489                                      | 4                              | No                         |
| 91 to 120 days past due  | 0.17   | 29,050                                      | 49                             | No                         |
| 121 to 150 days past due | 0.17   | 11,907                                      | 20                             | No                         |
| 151 to 180 days past due | 0.17   | –   | –                              | No                         |
| 181 to 365 days past due | 2.00   | –   | –                              | No                         |
|                          |  | <u>907,447</u>                              | <u>189</u>                     |                            |

**Notes to the Financial Statements – 31 December 2024**

**8. OTHER RECEIVABLES**

|                        | <b>2024</b>   | <b>2023</b>  |
|------------------------|---------------|--------------|
|                        | \$            | \$           |
| <b>Financial asset</b> |               |              |
| Sundry receivable      | <u>23,665</u> | <u>5,753</u> |

**9. CONTRACT ASSETS**

Contract assets primarily relate to the right to consideration for work completed but not yet billed at reporting date for services rendered. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company invoices the customer.

Management always estimates the loss allowance on amounts due from customers at an amount equal to lifetime ECL, taking into account the historical default experience and the future prospects of the Technology industry.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for the contract assets.

**10. AMOUNTS DUE FROM A SUBSIDIARY**

The amounts due are trade related, unsecured, interest-free, and generally are cash on delivery.

The following table provides information about the exposure to credit risk and ECLs for amount due from as at 31 December:

|                          | <b>Expected<br/>credit loss<br/>rate</b> | <b>Gross<br/>Carrying<br/>amount</b> | <b>Lifetime<br/>ECL</b> | <b>Credit<br/>impaired</b> |
|--------------------------|--|--------------------------------------|-------------------------|----------------------------|
|                          | %  | \$                                   | \$                      |                            |
| <b>2024</b>              |  |                                      |                         |                            |
| Current (not past due)   | –  | 2,500                                | –                       | No                         |
| 1 to 30 days past due    | –  | –                                    | –                       | No                         |
| 31 to 60 days past due   | –  | 10,000                               | –                       | No                         |
| 61 to 90 days past due   | –  | –                                    | –                       | No                         |
| 91 to 120 days past due  | –  | –                                    | –                       | No                         |
| 121 to 150 days past due | –  | –                                    | –                       | No                         |
|                          |  | <u>12,500</u>                        | <u>–</u>                |                            |
| <b>2023</b>              |  |                                      |                         |                            |
| Current (not past due)   | –  | –                                    | –                       | No                         |
| 1 to 30 days past due    | –  | 46,500                               | –                       | No                         |
| 31 to 60 days past due   | –  | –                                    | –                       | No                         |
| 61 to 90 days past due   | –  | –                                    | –                       | No                         |
| 91 to 120 days past due  | –  | –                                    | –                       | No                         |
| 121 to 150 days past due | –  | –                                    | –                       | No                         |
|                          |  | <u>46,500</u>                        | <u>–</u>                |                            |

**Notes to the Financial Statements – 31 December 2024**

**11. CASH AND CASH EQUIVALENTS**

Included in cash and cash equivalents is an amount of \$255,268 (2023: \$210,249) which is denominated in United States Dollar.

**12. OTHER PAYABLES**

|                                | <b>2024</b>    | <b>2023</b>    |
|--------------------------------|----------------|----------------|
|                                | \$             | \$             |
| <b>Financial liabilities</b>   |                |                |
| Accrued liabilities            | 292,145        | 73,895         |
| CPF payable                    | 111,813        | 114,937        |
| Sundry payables                | 86,448         | 20,399         |
|                                | <u>490,406</u> | <u>209,231</u> |
| <b>Non-financial liability</b> |                |                |
| GST payable                    | 240,348        | 216,144        |
|                                | <u>730,754</u> | <u>425,375</u> |

**13. AMOUNTS DUE TO AN ASSOCIATE**

|           |                |                |
|-----------|----------------|----------------|
| Trade     | 646,891        | 148,444        |
| Non-trade | 8,192          | –              |
|           | <u>655,083</u> | <u>148,444</u> |

The amounts due are unsecured, interest-free, repayable upon demand and to be settled in cash.

**14. AMOUNTS DUE TO IMMEDIATE HOLDING COMPANY**

The amounts due are non-trade related, unsecured, interest-free, repayable upon demand and fully settled during the year.

**15. AMOUNTS DUE TO RELATED COMPANIES**

The amounts due are trade related, unsecured, interest-free, repayable upon demand and to be settled in cash.

**16. SHARE CAPITAL**

|                        | <b>2024</b>         |                  | <b>2023</b>         |                  |
|------------------------|---------------------|------------------|---------------------|------------------|
|                        | Number<br>of shares | \$               | Number<br>of shares | \$               |
| Issued and fully paid: |                     |                  |                     |                  |
| Ordinary shares        | <u>5,780,768</u>    | <u>7,631,000</u> | <u>5,780,768</u>    | <u>7,631,000</u> |

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value carry one vote per share without restriction.

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**Notes to the Financial Statements – 31 December 2024**

**17. REVENUE**

|   | <b>2024</b>       | <b>2023</b>       |
|---|-------------------|-------------------|
|   | \$                | \$                |
| <i>Type of goods and services:</i>      |                   |                   |
| Consultancy services                    | 11,462,695        | 11,221,227        |
| Placement fees                          | 57,030            | 142,795           |
| IT Professional services                | 1,090,030         | 611,658           |
| Recruitment services                    | 175,494           | 59,498            |
|   | <u>12,785,249</u> | <u>12,035,178</u> |
| <i>Timing of revenue recognition:</i>   |                   |                   |
| Services transferred at a point in time | 57,030            | 142,795           |
| Services transferred over time          | 12,728,219        | 11,892,383        |
|   | <u>12,785,249</u> | <u>12,035,178</u> |

**18. OTHER OPERATING INCOME**

|                 |                  |                |
|-----------------|------------------|----------------|
| Dividend income | 1,201,675        | 2,099          |
| Sundry income   | 3,606            | 121,500        |
|                 | <u>1,205,281</u> | <u>123,599</u> |

**19. OTHER CREDITS/(CHARGES)**

|  |              |                 |
|--|--------------|-----------------|
| Foreign exchange adjustment, gain/(loss) | <u>6,205</u> | <u>(18,096)</u> |
|--|--------------|-----------------|

**20. PROFIT BEFORE TAX**

The profit before tax is arrived at after charging:

|  |           |           |
|--|-----------|-----------|
| Consultant and related professional costs                          | 2,598,778 | 1,499,165 |
| Depreciation   | 28,162    | 5,865     |
| Employee benefits (Note 21)  | 9,009,131 | 9,254,026 |
| Human resources recruitment fees                                   | 401,712   | 491,177   |
| Impairment loss/(reversal of impairment loss) on trade receivables | 33        | (1,273)   |
| Management fee   | 149,650   | 149,650   |
| Repair and maintenance – IT  | 51,281    | 51,509    |
| Rental of premise  | 63,416    | 63,416    |

**21. EMPLOYEE BENEFITS**

|  |                  |                  |
|--|------------------|------------------|
| Employee benefits expenses (including directors) |                  |                  |
| Salaries, bonuses and allowances                 | 8,343,521        | 8,568,283        |
| Central provident fund contributions             | 662,416          | 676,443          |
| Staff commission                                 | (250)            | 8,400            |
| Other staff benefits                             | 3,444            | 900              |
|  | <u>9,009,131</u> | <u>9,254,026</u> |

**Notes to the Financial Statements – 31 December 2024**

**22. INCOME TAX EXPENSE**

(i) *Major components of income tax expense*

The major components of income tax expense for the years ended 31 December 2024 and 2023 are:

Statement of comprehensive income:

|                                    | <b>2024</b>   | <b>2023</b>   |
|------------------------------------|---------------|---------------|
|                                    | \$            | \$            |
| <u>Current tax expense</u>         |               |               |
| Current year                       | 30,338        | 14,903        |
| Foreign tax paid – withholding tax | 262           | 1,311         |
|                                    | <u>30,600</u> | <u>16,214</u> |

(ii) *Relationship between tax expense and accounting profit*

The reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 December 2024 and 2023 are as follows:

|   |                  |                |
|---|------------------|----------------|
| Profit before tax                       | <u>1,414,465</u> | <u>216,195</u> |
| Tax expense on profit before tax at 17% | 240,459          | 36,753         |
| Adjustments:                            |                  |                |
| Income not subject to tax               | (204,285)        | (1,975)        |
| Non-deductible expenses                 | 429              | –              |
| Tax exemption                           | (17,425)         | (15,524)       |
| Temporary differences                   | 4,765            | (4,579)        |
| Foreign tax paid                        | 262              | 1,311          |
| Others                                  | 6,395            | 228            |
| Total tax expense                       | <u>30,600</u>    | <u>16,214</u>  |

**23. DIVIDEND PAID**

Tax Exempt (One-tier) Dividend declared and paid during the financial year:

Interim:

– \$0.21 per ordinary share for financial year ended 31 December 2024

|                  |          |
|------------------|----------|
| <u>1,200,000</u> | <u>–</u> |
|------------------|----------|

**Notes to the Financial Statements – 31 December 2024**

**24. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

A reconciliation of liabilities arising from financing activities is as follows:

|   | 1.1.2024<br>\$ | Cash flows<br>\$ | 31.12.2024<br>\$ |
|---|----------------|------------------|------------------|
| Amounts due from immediate holding company      | 26,250         | (26,250)         | –                |
| Amounts due to an associate                     |                |                  |                  |
| – Non-trade                                     | –              | 8,192            | 8,192            |
|   | <u>26,250</u>  | <u>(18,058)</u>  | <u>8,192</u>     |
|   |                |                  |                  |
|   | 1.1.2023<br>\$ | Cash flows<br>\$ | 31.12.2023<br>\$ |
| Amounts due from/(to) immediate holding company | (57,970)       | 84,220           | 26,250           |
| Amounts due to an associate                     |                |                  |                  |
| – Non-trade                                     | 275,476        | (275,476)        | –                |
| Amounts due to subsidiaries                     |                |                  |                  |
| – Non-trade                                     | 34,347         | (34,347)         | –                |
|   | <u>251,853</u> | <u>(225,603)</u> | <u>26,250</u>    |

**25. RELATED PARTY DISCLOSURES**

In addition to those related party information disclosed elsewhere in the financial statements, significant transactions between the Company and related parties that took place at terms agreed between the parties during the financial year are as follows:

(i) *Significant related party transactions*

|   | 2024<br>\$     | 2023<br>\$     |
|---|----------------|----------------|
| <i><u>Related companies</u></i>         |                |                |
| Accounting fee                          | (40,068)       | (40,068)       |
| Human resource recruitment fee          | (74,680)       | (74,680)       |
| Management fee                          | (149,650)      | (149,650)      |
| Other consultant cost                   | (1,516,961)    | (535,046)      |
| Professional fee                        | (44,186)       | (44,186)       |
| Rental of premise                       | (63,416)       | (63,416)       |
| Consultancy services                    | (200,005)      | (233,252)      |
| IT professional service                 | (502,674)      | (423,298)      |
| Recruitment cost                        | (33,404)       | (131,545)      |
| Recruitment services                    | <u>175,494</u> | <u>59,498</u>  |
| <i><u>Immediate holding company</u></i> |                |                |
| Sundry income – Guest House rental      | <u>–</u>       | <u>121,500</u> |

**Notes to the Financial Statements – 31 December 2024**

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**25. RELATED PARTY DISCLOSURES (continued)**

(ii) *Compensation of key management personnel*

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company. The directors of the Company and the general management of the Company are considered as key management personnel of the Company.

|                         | <b>2024</b>    | <b>2023</b>    |
|-------------------------|----------------|----------------|
|                         | \$             | \$             |
| Director's remuneration | <u>348,258</u> | <u>317,897</u> |

**26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, foreign currency risk and liquidity risk. The Company's risk management policies focus on the unpredictability of financial markets and seek to, where appropriate, minimise potential adverse effects on the financial performance of the Company. The Company does not have any written financial risk management policies and guidelines and there has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for the management of these risks.

(i) *Credit risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from trade and other debtors. Guidelines on credit terms provided to trade customers are established and continually monitored. For other financial assets including cash and short-term deposits, the Company minimises credit risk by dealing exclusively with reputable and well-established local and foreign banks, and companies with high credit ratings and no history of defaults.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposures. Credit policies with guidelines on credit terms and limits set the basis for risk control. New customers are subject to credit evaluation while the Company continues to monitor existing customers, especially those with repayment issues. In addition, appropriate allowances are made for probable losses when necessary for identified debtors.

The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

**26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

(i) *Credit risk (continued)*

In order to minimise credit risk, the Company has developed and maintain the credit risk gradings to categorise exposures according to their degree of risk of default. The Company uses publicly available financial information and the Company’s own trading records to rate its major customers and other debtors. The Company exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Company’s current credit risk grading framework comprises the following categories:

| <b>Category</b> | <b>Description</b>  | <b>Basis for recognising expected credit losses (“ECL”)</b> |
|-----------------|---|---|
| Performing      | The counterparty has a low risk of default and does not have any past-due amounts.  | 12-month ECL  |
| Doubtful        | Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.            | Lifetime ECL – not credit-impaired                          |
| In default      | Amount is >180 days past due or there is evidence indicating the asset is credit-impaired.                                | Lifetime ECL – credit-impaired                              |
| Write-off       | There is evidence indicating that the debtor is in severe financial difficulty and has no realistic prospect of recovery. | Amount is written off                                       |

The tables below detail the credit quality of the Company’s financial assets, as well as maximum exposure to credit risk by credit risk rating grades:

|                               | <b>Note</b> | <b>External credit rating</b> | <b>Internal credit rating</b> | <b>12-month or lifetime ECL</b>    | <b>Gross carrying amount</b><br>\$ | <b>Loss allowance</b><br>\$ | <b>Net carrying amount</b><br>\$ |
|-------------------------------|-------------|-------------------------------|-------------------------------|------------------------------------|------------------------------------|-----------------------------|----------------------------------|
| <b>2024</b>                   |             |                               |                               |                                    |                                    |                             |                                  |
| Trade receivables             | 7           | N.A.                          | (a)                           | Lifetime ECL (simplified approach) | 1,359,204                          | (222)                       | 1,358,982                        |
| Other receivables             | 8           | N.A.                          | Performing                    | 12m ECL                            | 23,665                             | –                           | 23,665                           |
| Contract assets               | 9           | N.A.                          | (a)                           | Lifetime ELC (simplified approach) | 1,112,993                          | –                           | 1,112,993                        |
| Amounts due from a subsidiary | 10          | N.A.                          | Performing                    | 12m ECL                            | 12,500                             | –                           | 12,500                           |
|                               |             |                               |                               |                                    |                                    | <u>(222)</u>                |                                  |

**26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

(i) *Credit risk (continued)*

|                               | Note | External credit rating | Internal credit rating | 12-month or lifetime ECL           | Gross carrying amount<br>\$ | Loss allowance<br>\$ | Net carrying amount<br>\$ |
|-------------------------------|------|------------------------|------------------------|------------------------------------|-----------------------------|----------------------|---------------------------|
| <b>2023</b>                   |      |                        |                        |                                    |                             |                      |                           |
| Trade receivables             | 7    | N.A.                   | (a)                    | Lifetime ECL (simplified approach) | 907,447                     | (189)                | 907,258                   |
| Other receivables             | 8    | N.A.                   | Performing             | 12m ECL                            | 5,753                       | –                    | 5,753                     |
| Contract assets               | 9    | N.A.                   | (a)                    | Lifetime ELC (simplified approach) | 915,885                     | –                    | 915,885                   |
| Amounts due from a subsidiary | 10   | N.A.                   | Performing             | 12m ECL                            | 46,500                      | –                    | 46,500                    |
|                               |      |                        |                        |                                    |                             | <u>(189)</u>         |                           |

- (a) For trade receivables and contract assets, the Company has applied the simplified approach in FRS 109 to measure the loss allowance at lifetime ECL. The Company determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix (Note 7).

***Exposure to credit risk***

At the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

***Credit risk concentration profile***

At the end of the reporting period, there were no significant concentrations of credit risk due to the Company's many varied customers.

(ii) ***Foreign currency risk***

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company provides services in several countries other than Singapore and transacts in foreign currencies. As a result, the Company is exposed to movements in foreign currency exchange rates arising from normal trading transactions, primarily with respect to United States dollar ("USD"). However, the Company does not use any financial derivatives such as foreign currency forward contracts, foreign currency options or swaps for hedging purposes.

The Company has no significant foreign currency exposure at the end of the financial period.

**26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

(iii) *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk may arise primarily from mismatches of the maturities of financial assets and liabilities.

The Company's liquidity risk management policy is to monitor and maintain a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and mitigate the fluctuations in cash flows.

The maturity profile of the Company's financial liabilities at the end of reporting period based on contractual undiscounted cash flow is less than a year.

**27. CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES**

The following table summarises the carrying amount of financial instrument recorded at the end of the reporting period:

|  | <b>2024</b>      | <b>2023</b>      |
|--|------------------|------------------|
|  | \$               | \$               |
| <i>Financial assets at amortised cost</i>      |                  |                  |
| Trade receivables                              | 1,358,982        | 907,258          |
| Other receivables                              | 23,665           | 5,753            |
| Contract assets                                | 1,112,993        | 915,885          |
| Amounts due from a subsidiary                  | 12,500           | 46,500           |
| Cash and cash equivalents                      | 1,168,648        | 898,517          |
|  | <u>3,676,788</u> | <u>2,773,913</u> |
| <i>Financial liabilities at amortised cost</i> |                  |                  |
| Other payables                                 | 490,406          | 209,231          |
| Amounts due to an associate                    | 655,083          | 148,444          |
| Amounts due to immediate holding company       | –                | 26,250           |
| Amounts due to related companies               | 112,170          | 173,031          |
|  | <u>1,257,659</u> | <u>556,956</u>   |

**Notes to the Financial Statements – 31 December 2024**

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**28. FAIR VALUE OF ASSETS AND LIABILITIES**

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of financial assets and liabilities are reasonable approximation of fair values due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

However, the Company does not anticipate that the carrying amounts recorded at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

At the end of the reporting period, the Company does not have any other financial instruments carried at fair value.

**29. CAPITAL MANAGEMENT**

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy working capital ratios in order to support its business and maximise shareholder value.

In order to maintain or achieve an optimal capital structure, the Company may issue new shares, obtain new borrowing, sell assets to reduce debts or funding from an immediate holding company.

No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 31 December 2023.

The Company manages capital by regularly monitoring its current and expected liquidity requirements. The Company is not subject to any externally imposed capital requirements.

**30. AUTHORISATION OF FINANCIAL STATEMENTS**

The financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on the date of these statements.