

CORPORATE GOVERNANCE REPORT

The Board of Directors (“**Board**” or “**Directors**”) of Sen Yue Holdings Limited (“**Company**”) are committed to maintaining a high standard of corporate governance with a view of enhancing accountability, corporate transparency, sustainability and safeguarding interests of the shareholders within the Company and its subsidiaries (“**Group**”).

This report outlines the Company’s main corporate governance practices that were in place through the financial year ended 30 September 2024 (“**FY2024**”) with reference to the principles set out in the Code of Corporate Governance 2018 (“**Code**”) pursuant to Rule 710 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rule of Catalyst (“**Catalist Rules**”).

The Board is pleased to report that for FY2024, the Company has adhered to the principles of the Code, and the provisions of the Code except where otherwise explained. In areas where the Company’s practices vary from any provisions of the Code, the Company has stated herein the provision of the Code from which it has varied, and appropriate explanations are provided for the variation, and how the practices the Company had adopted are consistent with the intent of the relevant principle of the Code. The Company will continue to assess its needs and implement appropriate measures accordingly.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

Principle 1:

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

Provision 1.1

Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

The Board is accountable to the shareholders for overseeing the effective management of the business. The Board works closely with the management of the Company (“**Management**”) and the Management remains accountable to the Board.

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group and are fiduciaries who are obliged to act in good faith and to take objective decisions in the best interests of the Group.

Apart from its statutory and fiduciary responsibilities, the primary functions of the Board include:

- review Management performance (including Group’s financial and operating performance);
- instil an ethical corporate culture and ensure that the company’s values, standards, policies and practices are consistent with the culture;

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- protecting and enhancing shareholders' value;
- the Board meets regularly to discharge its obligation and oversee the management of the Group;
- ensuring there are in place appropriate and adequate systems of internal controls and risk management policies;
- approving the annual budget, major capital expenditures and funding proposals, and investment and divestment proposals;
- determining the overall strategies of the Group as well as policies covering various matters with an emphasis on values, standards, internal controls, budget, financial performance, quarterly or half-yearly reporting (as may be required by the Catalist Rules) and risk management procedures, as well as environmental issues; and
- reviewing and approving all major investment and divestment proposals, acquisitions and disposal of assets and interested person transactions ("**IP**T"), if any.

The Board adopted a set of ethical values and standards which establishes the fundamental principles of professional and ethical conduct expected of the Directors in the performance of their duties. It includes guidelines on matters relating to conflicts of interest. When an actual, potential and perceived conflict of interest arises, the concerned Director must disclose such interest, recuse himself or herself from discussions and decisions involving the matter and abstain from voting on resolutions regarding the matter.

Provision 1.2

Directors understand the Company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense. The induction, training and development provided to new and existing directors are disclosed in the Company's annual report.

Our Directors are provided with extensive background information about our Group's history, mission, values and business operations. The Directors may, at any time, visit the Group's production facilities or attend trade shows and customer activities to gain a better understanding of the Group's business.

All newly appointed Directors will undergo an orientation program to get them familiarised with the Group's business, organisation structure, policies and corporate governance practices to facilitate the effective discharge of their duties. The Directors continuously update themselves on new laws, regulations and changing commercial risks. Every Director is also invited and encouraged to seek additional training to further their skills in performing their duties, including attending classes and/or events organised by the Singapore Institute of Directors or other training institutions. Directors are also informed of upcoming conferences or seminars relevant to their roles as directors of the Company. Such training by all newly appointed and existing Directors are funded by the Company.

If regulatory changes have a material impact on either the Group or the Directors, the Management will update the Directors during the Board meetings. The Company Secretary (or his/her representatives) also briefs the Directors on key regulatory changes and updates, while Deloitte & Touche LLP, the external auditors ("**External Auditors**") of the Company briefs the Audit Committee on key amendments to the accounting standards.

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Provision 1.3 **The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the Company's annual report.**

The matters which specifically require the Board's approval or guidance are those involving:

- material acquisitions and disposals of assets exceeding S\$250,000;
- material new investments;
- borrowings, corporate or financial restructuring;
- capital expenditure exceeding S\$250,000;
- material IPT;
- share issuances, dividends and other returns to shareholders;
- establishment of strategies and objectives;
- setting the Group's budget and financial plans;
- monitoring financial and management performances;
- authorising executive compensation;
- evaluating internal controls and risk management;
- approving half-yearly and year-end financial results announcements; and
- commitments to banking facilities granted by financial institutions and overseeing corporate governance.

The Company documents the materiality threshold(s) and matters reserved for board approval. Certain important matters could be subject to the recommendation of the respective Board Committees. Matters which the Board considers suitable for delegation to a Board Committee are contained in the terms of reference of the respective Board Committees.

Provision 1.4 **Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the Company's annual report.**

To assist in the execution of its responsibilities, the Board has delegated specific responsibilities to the three (3) Board Committees, namely, the Audit Committee ("AC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC") (collectively "**Board Committees**"). The Board Committees operate within clearly defined terms of reference (as detailed under the Provision 4, 6 and 10 of this report) which are reviewed on a regular basis to ensure their continued relevance and efficacy. The composition and description of each Board Committee are also set out in other sections of this report. While the Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters still lies with the entire Board.

The Board Committees, which operate within clearly defined terms of reference, are actively engaged and play an important role in ensuring good corporate governance of the Group. All recommendations of the Board Committees are subsequently reviewed by the Board.

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As at the date of this report, the Board comprises four (4) members, three (3) of whom are Independent Directors, and the composition of the Board and the Board Committees are as follows:

Name of Director	Designation	Board Committee Membership		
		AC	NC	RC
Yap Meng Sing	Executive Chairman	–	–	–
Lim Chong Huat	Lead Independent Director	Chairman	Member	Member
Tay Boon Zhuan	Independent Director	Member	Chairman	Member
Lau Yan Wai	Independent Director	Member	Member	Chairman

Provision 1.5

Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the Company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each Company.

The Board meets regularly on a quarterly basis, save when the need for such meetings was dispensed while the Company was under judicial management. Additional meetings are also held from time to time as may be required to address any significant matters that may arise.

The table below sets out the number of Board and Board Committees meetings held during FY2024 and the attendance of each Director at these meetings:

Name of Incumbent Director	Board of Directors Meetings		Audit Committee Meetings		Remuneration Committee Meetings		Nominating Committee Meetings	
	No. held	No. attended	No. held	No. attended	No. held	No. attended	No. held	No. attended
Yap Meng Sing	3	3	2	2	1	1	1	1
Limjoco Ross Yu ¹	3	1	2	–	1	–	1	–
Lim Chong Huat ²	3	2	2	2	1	1	1	1
Tay Boon Zhuan	3	3	2	2	1	1	1	1
Lau Yan Wai	3	3	2	2	1	1	1	1

* By invitation

- 1 Mr. Limjoco Ross Yu, upon conclusion of the FY2023 Annual General Meeting held on 30 January 2024, retires as Independent Non-Executive Director of the Company.
- 2 Mr. Lim Chong Huat was appointed as the Lead Independent Non-Executive Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committee of the Company with effect from 1 February 2024.

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The Company's Constitution ("**Constitution**") provides for meetings of the Directors to be held by means of telephone conference or other simultaneous communication methods. The Board may conduct conference calls to expedite the decision-making process for critical matters. The Board and Board Committees also approve transactions by way of written resolutions, which are circulated to the Board together with all relevant information regarding the proposed transaction.

Dates of Board meetings, Board Committee meetings and Annual General Meetings ("**AGMs**") are scheduled in advance in consultation with all of the Directors. A Director who is unable to attend the meeting in person is invited to participate in the meeting via telephone or video conference.

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. Directors with multiple board representations also ensure that sufficient time and attention are given to the affairs of each Company.

Provision 1.6

Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

The Directors are regularly provided with complete, adequate and timely information prior to Board meetings to enable them to fulfil their duties. The Management provides the Board with quarterly management accounts and business updates to enable the Directors to make informed decisions, as well as to gain a better understanding of the Group's business.

Provision 1.7

Directors have separate and independent access to Management, the Company secretary, and external advisers (where necessary) at the Company's expense. The appointment and removal of the Company secretary is a decision of the Board as a whole.

The Directors have separate and independent access to the Management and all the Group's records at all times in carrying out their duties.

The Directors have separate and independent access to the Company Secretary and other professional advisors, as and when necessary, to discharge his/her responsibilities effectively. In addition, the Directors, either individually or as a group, may seek separate independent professional advice, if necessary to enable them to discharge their duties. The cost of all such professional advice is borne by the Company.

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The Company Secretary ensures that applicable rules and regulations are complied with and assists the Board in implementing corporate governance practices. The Company Secretary also prepares minutes for all Board meetings and assists the Chairman, the Chairman of each Board Committee and key management personnel in the development of the agendas for the various Board and Board Committee meetings to ensure good information flows within the Board and its Board Committees and between Management and non-executive directors, advising the Board on all governance matters, as well as facilitating orientation and assisting with professional development, if required.

In addition, the Company Secretary (or her representatives) had attended all Board and Board Committee meetings of the Company in FY2024.

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

BOARD COMPOSITION AND GUIDANCE

Principle 2:

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

Provision 2.1

An "independent director" is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company.

The criterion for independence is based on the definition set out in the Code, and taking into consideration whether the Directors falls under any circumstances pursuant to Rule 406(3)(d) of the Catalist Rules.

As at the date of this report, the Board comprise one (1) Executive Chairman and three (3) Independent Non-Executive Directors. The current Board composition complies with the Code's guidelines where Independent Directors make up a majority of the Board when the Chairman of the Board is not independent, being the Executive Chairman and a deemed controlling shareholder of the Company. The Board is able to exercise objective judgement on corporate affairs independently and constructively challenge key decisions, taking into consideration the long-term interests of the Group and its stakeholders. Further, all Board Committees are chaired by Independent Non-Executive Directors and a majority of the members of the Board Committees are Independent Non-Executive Directors. No individual or small group of individuals dominates the Board's decision-making.

The NC is responsible for reviewing the independence of each Director based on the provisions set out in the Code. In the review and deliberation of the independence of the three (3) Independent Directors, the NC has considered the applicable Catalist Rules, the definition of "independent" as set out under Provision 2.1 of the Code and all nature of relationships and circumstances (including those as set out under the accompanying Practice Guidance to the Code) that could influence the judgement and decisions of the Directors.

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Each Independent Director is required to complete an annual declaration to confirm his independence based on the applicable Catalist Rules, and the definition of “independent” and guidelines as set out under the Code and its accompanying Practice Guidance. The Independent Directors must also confirm whether they consider themselves independent despite not having any relationship identified under the applicable Catalist Rules and the Code and its accompanying Practice Guidance. Based on the confirmation of independence submitted by the Independent Non-Executive Directors and the results of the NC’s review, the NC was of the view that each Independent Non-Executive Director is independent in accordance with the Code and Catalist Rule 406(3)(d) as the Independent Directors:

- (i) are not employed by the Company or any of its related corporations for the current or any of the past three financial years;
- (ii) do not have an immediate family member who is employed or has been employed by the Company or any of its related corporations for the past three financial years, and whose remuneration is determined by the RC; or
- (iii) have not served as a director of the Company for an aggregate period of more than nine years.

As at the date of this report, none of the Independent Non-Executive Directors on the Board has served for more than nine years from the date of his initial appointment.

Provision 2.2 Independent directors make up a majority of the Board where the Chairman is not independent.

Provision 2.3 Non-executive directors make up a majority of the Board.

As at the date of this report, the Independent Non-Executive Directors made up the majority of the Board.

The Board is currently made up of four (4) members, one (1) Executive Chairman and three (3) Independent Non-Executive Directors. Accordingly, the Company has complied with the relevant Provisions 2.2 and 2.3 of the Code as Independent and Non-Executive Directors make up a majority of the Board.

Provision 2.4 The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the Company’s annual report.

The Board and the NC regularly examine the Board’s size and, with a view to determine the impact of the number upon effectiveness, decide on an appropriate size for the Board, taking into account the scope and nature of the Group’s operations.

The Board and NC take into account, *inter alia*, the Directors’ contributions, areas of expertise and scope of work on an annual basis in evaluating whether the Board’s composition is adequate.

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The Board comprises Directors who, as a whole, have the core competencies and experience necessary to discharge their duties as Directors, lead and manage the Group's businesses and operations. The current composition of the Board comprises Directors with appropriate mix of expertise, such as accounting, finance, legal, manufacturing and business management, to lead and govern the Group effectively as the Board's Independent Non-Executive Directors are respected individuals drawn from a broad-spectrum of expertise which enables them, in their collective wisdom, to contribute effectively and provide a balance of views at both Board and Board Committee meetings.

Major proposals and decisions made by the Board are subject to majority approval by the members of the Board. The appointment of new Board members, nomination of directors for re-election and review of the Board and individual Directors' performance are carried out by the NC.

The Group's Board Diversity Policy endorses the principle that its Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Group has the opportunity to benefit from all available talents. In reviewing Board composition and succession planning, the NC considers the benefits of all aspects of diversity, including diversity of background, experience, gender, age and other relevant factors. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. The NC will also continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board. This assists the NC in identifying and nominating suitable candidates for appointment to the Board.

Profile of the respective Directors are set out in the section titled "**Board of Directors**" of this Annual Report.

Provision 2.5

Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

The Independent Non-Executive Directors, led by the Lead Independent Director, confer regularly with the Executive Directors and Management to develop strategies for the Group, review the performance of Management, assess remuneration and discuss corporate governance matters. The feedback and views expressed by the Independent Directors will be communicated by the Lead Independent Director to the Board and/or the Executive Chairman, as appropriate. The Independent Directors had met at least once in FY2024, without the presence of the Management so as to facilitate a more effective check on the Management.

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Principle 3:

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

Provision 3.1 The Chairman and the Chief Executive Officer (“CEO”) are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

The roles of the Chairman and the CEO are separate to ensure a clear division of responsibilities, increased accountability and greater capacity of the Board for independent decision-making. Mr. Yap Meng Sing is the Executive Chairman while Ms. Queenie Foo Quek Cheng, is the acting CEO. The Executive Chairman and the acting CEO are not related. There is a clear division of responsibilities between the Chairman and the acting CEO, which provides a balance of power and authority, increased accountability and greater capacity of the Board for independent decision-making. There is also clear distinction between the leadership of the Board and Management responsible for managing the Group’s business operations.

The Company is in the midst of identifying a suitable candidate to fill the position of CEO. In the interim, the acting CEO will manage and oversee the overall business and activities of the Group, and will report to the Executive Chairman.

Provision 3.2 The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.

The Executive Chairman ensures that Board meetings will be held at least half-yearly and as and when necessary, sets Board meeting agenda, promotes a culture of openness and debate at the Board and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues. He ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group as well as effective communication with shareholders. He encourages constructive relations and effective contribution within the Board and between the Board and the Management. He also takes a leading role in ensuring that the Company strives to achieve and maintain high standards of corporate governance and an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision-making.

The acting CEO is responsible for the effective management and supervision of the daily business operations of the Group in accordance with the strategies, policies, budget and business plans as approved by the Board. The major decisions are made in consultation with the Board, a majority of which comprises Non-Executive and Independent Directors.

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The Board is of the view that adequate safeguards and checks are in place to ensure that its decision-making process remains independent and based on collective deliberation. No individual or group of individuals wields undue concentration of power or influence, and accountability for good corporate governance is maintained. All Board Committees are chaired by Independent Directors, and a majority of the Board members are also Independent Directors. Major decisions made by the Board are subject to the approval of the majority of its members.

Provision 3.3

The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent.

The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

Taking cognisance that the Chairman of the Board is an Executive Director and thus not independent, the Board has designated a Lead Independent Director whose role includes:

- (a) providing leadership in situations where the Executive Chairman is conflicted and especially when the Executive Chairman is not independent;
- (b) serving as a sounding board for the Executive Chairman and as an intermediary between the Non-Executive and Independent Directors and the Executive Chairman;
- (c) promoting high standards of corporate governance and effective communication between the shareholders and the Company; and
- (d) co-ordinating and leading the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board.

Mr. Limjoco Ross Yu was the Lead Independent Director before he retired at the conclusion of last AGM on 30 January 2024. The current Lead Independent Director is Mr. Lim Chong Huat who was appointed on 1 February 2024. He is available to shareholders and stakeholders should they have concerns with regards to the Group that cannot be resolved or are inappropriate or inadequate to raise through the normal communication channels with the Executive Chairman or the Management.

There was no query or request on any matters which requires the Lead Independent Director's attention received in FY2024.

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BOARD MEMBERSHIP

Principle 4:

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

Provision 4.1 The Board establishes a Nominating Committee ("NC") to make recommendations to the Board on relevant matters relating to:

- (a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;**
- (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors;**
- (c) the review of training and professional development programmes for the Board and its directors; and**
- (d) the appointment and re-appointment of directors (including alternate directors, if any).**

The NC has its terms of reference, setting out its duties and responsibilities, which include the following:

1. making recommendations to the Board on the appointment and re-election of Directors to the Board;
2. reviewing the size and composition of the Board;
3. evaluating the effectiveness of the Board as a whole and the contribution of each individual Director to the effectiveness of the Board;
4. determining the independence of Directors, at least annually;
5. determining orientation programs for new Directors and recommending opportunities for the continuing training of the Directors;
6. formulating and implementing succession plan;
7. reviewing the appointment of immediate family members of the Company's Directors or substantial shareholders to managerial positions in the Group; and
8. reviewing the performance of the Directors who have multiple listed board representation.

The NC makes recommendations to the Board on all Board appointments and on the composition of Executive and Independent Non-Executive Directors of the Board. It is also charged with re-nominating directors who are retiring by rotation as well as determining annually whether or not a director is independent.

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Provision 4.2 **The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.**

As at the date of this report, the NC comprised three (3) members, all of whom including the NC Chairman, are independent Directors. The Lead Independent Non-Executive Director is a member of the NC. The NC comprises the following members:

- (a) Mr. Tay Boon Zhuan (Chairman)
- (b) Mr. Lau Yan Wai
- (c) Mr. Lim Chong Huat

Where a Director has multiple board representations in other listed companies and other principal commitments, the NC will evaluate whether or not the Director is able to carry out and has been adequately carrying out his/her duties as a Director of the Company taking into consideration his time and resources allocated to the affairs of the Company. The NC is of the view that all the Directors are able to devote to the Company's affairs in light of their other commitments and therefore, the Board has not capped the maximum number of listed board representations each Director is allowed to hold. The NC and the Board will review the requirements to determine the maximum number of listed board representations as and when it deems fit.

The Board and the NC have endeavoured to ensure that the Directors appointed to the Board possess the relevant experience, knowledge and expertise critical to the Group's business.

The Company does not have any alternate director.

Provision 4.3 **The Company discloses the process for the selection, appointment and re-appointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the Company's annual report.**

When the need for a new director is identified, either to replace a retiring director or to enhance the Board's capabilities, the NC will make recommendations to the Board regarding the identification and selection of suitable candidates based on the desired qualifications, skill sets, competencies and experience, which are required to supplement the Board's existing attributes. If need be, the NC may seek assistance from external search consultants for the selection of potential candidates. Directors and Management may also put forward names of potential candidates, together with their curriculum vitae, for consideration.

The NC, after completing its assessment, meets with the short-listed candidates to assess their suitability, before submitting the appropriate recommendations to the Board for approval. The Board then appoints the most suitable candidate who must stand for election at the next AGM of shareholders.

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In accordance with Rule 720(4) of the Catalist Rules, all Directors need to submit themselves for re-nomination and re-appointment at least once every three (3) years. Further, in accordance with Regulation 89 of the Constitution, one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at every AGM of the Company. Any Director appointed by the Board during the financial year shall hold office only until the next AGM. A retiring Director shall be eligible for re-election.

At the forthcoming AGM of the Company, Mr. Lim Chong Huat ("**Mr. Lim**") and Mr. Yap Meng Sing ("**Mr. Yap**") will be retiring pursuant to Regulation 88 and Regulation 89 of the Company's Constitution respectively. Mr. Yap has indicated his consent to seek re-election at the forthcoming AGM and be re-designated to Non-Executive Chairman as part of the Company's succession planning. In this role, Mr. Yap will step back from day-to-day operations while continuing to provide strategic guidance, ensuring a clear distinction between his leadership of the Board and the executives responsible for managing the Company's business. On the other hand, Mr. Lim has indicated his intention to retire and not to seek re-election at the forthcoming AGM. The NC has recommended and the Board has agreed that Mr. Yap be nominated for re-election at the forthcoming AGM. In making the recommendations, the NC takes into consideration, amongst others, the retiring directors' attendance record at meetings of the Board and Board Committees, preparedness, participation and candour at such meetings as well as quality of input and contributions.

Pursuant to Rule 720(5), please refer to the section entitled "Additional Information on Directors Seeking Re-election" of this Annual Report for the information as out in Appendix 7F to the Catalist Rules relating to Mr. Yap.

The Company has commenced its search for a new independent director and will keep shareholders apprised in due course through announcement on SGXNet.

Each member of the NC shall abstain from voting, approving or making a recommendation on any resolution of the NC in which he has a conflict of interest in the subject matter under consideration.

Provision 4.4

The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the Company discloses the relationships and its reasons in its annual report.

The Company has put in place a process to ensure the continuous monitoring of the independence of the Directors whereby the Directors must immediately report any changes in their external appointments that could affect their independence on the Board.

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The NC reviews the independence of each Director annually in accordance with the definition of independence set out in the Code, and taking into consideration whether the Director falls under any circumstances pursuant to Rule 406(3)(d) of the Catalist Rules. In respect of the Company's current Independent Directors, namely Mr. Lim, Mr. Lau Yan Wai ("**Mr. Lau**") and Mr. Tay Boon Zhuan ("**Mr. Tay**"), the Board is of the view that they are independent, taking into account the circumstances set forth in the Code and Rule 406(3)(d) of the Catalist Rules.

For FY2024, the Independent Directors have also confirmed their independence in accordance with the Code and its accompanying Practice Guidance, and Rule 406(3)(d) of the Catalist Rules and there was no alternate director on the Board.

Provision 4.5

The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the Company. The Company discloses in its annual report the listed Company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.

Unless exempted, it is required under Rule 406(3)(a) of the Catalist Rules for first-time appointees on boards of public listed companies in Singapore to attend the Listed Entity Director ("**LED**") programme organised by the Singapore Institute of Directors or other training institutions as prescribed under Practice Note 4D of the Catalist Rules. In addition, all Board members have completed the mandated sustainability training course required by the enhanced SGX sustainability reporting rules announced in December 2021. Where appropriate, the responsibilities of a Director are clearly delineated in their appointment letter or service agreement (as the case may be). All Directors declare their board memberships and principal commitments as and when practicable. The NC has reviewed and is satisfied that all Directors have devoted sufficient time and attention to the affairs of the Group to adequately perform their duties as directors of the Group.

In accessing the capacity of the Directors, the NC takes into consideration the expected and/or competing time commitments of the Directors, size and composition of the Board, and nature and scope of the Group's operations and size.

The NC will conduct a rigorous review if any of the Directors hold more than six listed Company board representations. The Board and the NC will review the requirement to determine the maximum number of listed board representations as and when they deem fit.

The NC and Board are satisfied that the Directors were able to and had adequately carried out their duties as Directors of the Company in FY2024.

Details of the Directors' academic and professional qualifications, date of first appointment and other relevant information are set out on in the "**Board of Directors**" section of this Annual Report.

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BOARD PERFORMANCE

Principle 5:

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

Provision 5.1 The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.

The NC assesses the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director to the effectiveness of the Board on an annual basis. Objective performance criteria used to assess the performance of the Board include both quantitative and qualitative criteria. The Board and the NC believe that the financial indicators are mainly used to measure the Management's (including Executive Directors') performance and hence are less applicable to the Independent Non-Executive Directors.

Provision 5.2 The Company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the Company or any of its directors.

The performance criteria for the Board and Board Committees' evaluation, as determined by the NC, cover the following areas:

1. Board Composition and Structure;
2. Conduct of Meetings;
3. Corporate Strategy and Planning;
4. Risk Management and Internal Control;
5. Measuring and Monitoring Performance;
6. Training and Recruitment;
7. Compensation;
8. Financial Reporting;
9. Chairman of the Board;
10. Board Committees; and
11. Communicating with shareholders.

The abovementioned performance criteria do not change from year to year.

All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance and/or re-nomination as a Director.

CORPORATE GOVERNANCE REPORT

The assessment parameters for each Director include their knowledge and abilities, attendance records at the meetings of the Board and Board Committees, and the intensity and quality of participation at meetings. The NC and the Board have relied on the abovementioned parameters to evaluate the Directors' contribution individually and have taken such evaluation into consideration for the re-nomination of the Directors.

The replacement of a Director, when it occurs, does not necessarily reflect the Director's performance, but may be driven by the need to align the Board with the needs of the Group.

During FY2024, the Board has met to discuss the evaluation of the performance of the Board and the Board Committees and is of the view that the Board and the Board Committees have satisfactorily met the performance objectives for FY2024.

There was no external facilitator being engaged in the evaluation process for FY2024. Where relevant, the NC will consider such engagement.

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6:

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

Provision 6.1

The Board establishes a Remuneration Committee ("RC") to review and make recommendations to the Board on:

- (a) a framework of remuneration for the Board and key management personnel; and**
- (b) the specific remuneration packages for each director as well as for the key management personnel.**

The RC, which terms of reference are approved by the Board, reviews and makes recommendations to the Board on the framework of remuneration packages and policies applicable to the CEO (or executive of equivalent rank), each Executive Directors and key management personnel, as follows:

1. recommending to the Board a framework of review procedures for fixing the remuneration packages of the Directors and key management personnel of the Group;
2. reviewing the appropriateness of the remuneration packages in relation to the level of contribution and performance of each Director and key management personnel of the Group; and
3. reviewing the remuneration package of the Group's employees who are immediate family members of the Directors or substantial shareholders of the Company.

CORPORATE GOVERNANCE REPORT

The RC reviews the remuneration packages and employment contracts of the CEO (or executive of equivalent rank), Executive Directors and key management personnel in order to attract and retain capable executives through competitive compensation. The RC recommends for the Board's endorsement, a framework of compensation that covers aspects of remuneration including Directors' fees, salaries, allowances, bonuses, benefits-in-kind and specific remuneration packages for the CEO (or executive of equivalent rank), Executive Directors and key management personnel.

The RC ensures that a formal and transparent procedure is in place for fixing the remuneration packages of each individual Director and key management personnel of the Group. The recommendations of the RC are submitted for endorsement by the Board. Each member of the RC shall abstain from voting on any resolution in respect of his or her own remuneration package.

Provision 6.2

The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.

The RC comprised three (3) Independent Non-Executive Directors for FY2024. The majority of the members, including the Chairman of the RC, are independent comprises of:

- (a) Mr. Lau Yan Wai (Chairman)
- (b) Mr. Tay Boon Zhuan
- (c) Mr. Lim Chong Huat

Provision 6.3

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

The RC's review of remuneration packages covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, profit sharing (where applicable) and benefits-in-kind. The RC has full authority to obtain any external professional advice on matters relating to remuneration as and when the need arises.

The RC also reviews the Company's obligations arising from termination clauses and termination processes in relation to the Executive Directors' and key management personnel's contracts of service to ensure that such clauses and processes are fair and reasonable.

In setting out the remuneration packages, the RC would take into consideration pay and employment conditions within the industry and in comparable companies. The remuneration packages take into account the Company's relative performance and the performance of the individual Directors or key management personnel.

The RC's recommendations are submitted to the entire Board for review and approval. Each member of the RC shall abstain from voting on any resolution concerning his own remuneration.

CORPORATE GOVERNANCE REPORT

Provision 6.4 The Company discloses the engagement of any remuneration consultants and their independence in the Company's annual report.

No Director will be involved in determining his/her own remuneration. The RC may consider utilising external expert advice and data, as and when necessary, to assist in the evaluation of its compensation recommendations. None of the RC members or Directors is involved in deliberations in respect of any remuneration, compensation or any form of benefit to be granted to him/her or someone related to him/her.

LEVEL AND MIX OF REMUNERATION

Principle 7:

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

Provision 7.1 A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

The remuneration policy of the Company is to provide compensation packages at market rates, which reward successful performance and attract, retain and motivate Executive Directors and key management personnel.

In reviewing and determining the remuneration packages of the Executive Directors and the Group's key management personnel, the RC considers the Executive Directors' and key management personnel's responsibilities, skills, expertise and contribution to the Group's performance when designing their respective remuneration packages. An appropriate proportion of their remuneration is linked to individual and corporate performance and is aligned with the interests of shareholders.

The Company had no long-term incentive schemes during FY2024.

Provision 7.2 The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

Non-Executive Directors (including Independent Directors) receive Directors' fees from the Company. When reviewing the structure and level of Directors' fees for the Non-Executive Directors (including Independent Directors), the RC takes into account factors such as effort and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate the Directors. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. There are no share-based compensation schemes in place for Non-Executive Directors (including Independent Directors).

CORPORATE GOVERNANCE REPORT

Directors' fees are endorsed by the RC and recommended by the Board for shareholders' approval at the AGM of the Company. Directors' fees of S\$125,000 for FY2024 (to be paid quarterly in arrears) had been approved by shareholders at the last AGM held on 30 January 2024. Directors' fees of S\$140,000 for the financial year ending 30 September 2025 (to be paid quarterly in arrears) have been recommended by the Board and will be subject to the approval of shareholders at the forthcoming AGM.

Each member of the RC abstains from deliberating on or making recommendations in respect of any proposed amounts to be paid by the Company to him/her.

Provision 7.3 **Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.**

For FY2024, there are currently no incentive schemes on share options or share related payments for the Executive Directors and key management personnel. The Board uses contractual provisions or other measures to reclaim any approved bonuses or other payments from the parties involved should there be any misstatements of financial results, or of misconduct resulting in financial loss to the Group.

The RC is of the view that the remuneration is appropriate to attract, retain and motivate the Executive Directors and key management personnel to successfully manage the Company for the long term.

DISCLOSURE ON REMUNERATION

Principle 8:

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

Provision 8.1 **The Company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:**

- (a) each individual director and the CEO; and
- (b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.

Provision 8.3 **The Company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the Company and its subsidiaries to directors and key management personnel of the Company. It also discloses details of employee share schemes.**

The Company's remuneration policy is one that seeks to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate the Executive Directors and key management personnel to achieve the Company's business vision and create sustainable value for its stakeholders.

CORPORATE GOVERNANCE REPORT

The remuneration policy adopted by the Group comprises a fixed component and a performance-related variable component. The fixed component is in the form of a base salary. The variable component is in the form of a bonus and depends on the relative performance of the Company and the performance of each individual Executive Director and key management personnel, allowing for the alignment of their interests with that of shareholders. The Executive Directors do not receive Directors' fees.

During the financial year under review, there were no termination, retirement or post-employment benefits granted to any Director or key management personnel.

The details of the level and mix of remuneration of the Directors and acting CEO (including the Independent Directors) for their services rendered during FY2024 are as follows:

Name	Salary* (%)	Bonus# (%)	Directors' Fees (%)	Allowance and other benefits (%)	Total (%)
Director					
\$S\$250,000 to \$S\$500,000					
Yap Meng Sing	85	2	–	12	100
Below \$S\$250,000					
Limjoco Ross Yu ¹	–	–	100	–	–
Lim Chong Huat ²	–	–	100	–	–
Tay Boon Zhuan	–	–	100	–	–
Lau Yan Wai	–	–	100	–	–
Acting CEO					
\$S\$250,000 to \$S\$500,000					
Queenie Foo Quek Cheng ³	90	4	–	6	100

- 1 Mr. Limjoco Ross Yu, upon conclusion of the FY2023 Annual General Meeting held on 30 January 2024, retires as Independent Non-Executive Director of the Company.
- 2 Mr. Lim Chong Huat was appointed as the Independent Non-Executive Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committee of the Company with effect from 1 February 2024.
- 3 Ms. Queenie Foo Quek Cheng was appointed as the acting CEO with effect from 1 May 2024.

CORPORATE GOVERNANCE REPORT

During the financial year under review, the Group has four (4) key management personnel. The details of the level and mix of remuneration (in percentage terms) of the key management personnel (who are not Directors or the acting CEO) for their services rendered during FY2024 are as follows:

Name	Salary* (%)	Bonus# (%)	Allowance and other benefits (%)	Total (%)
S\$250,000 to S\$500,000				
Foo Say Kit	73	13	14	100
Below S\$250,000				
Shann Yap Shiau Wei ¹	89	6	5	100
Pua Kai Chek	63	26	11	100
Lim Soon Wah	89	11	–	100

1 Ms. Shann Yap Shiau Wei is the daughter of Mr. Yap Meng Sing, Executive Chairman of the Company. She holds the position as the General Manager of SMC Industrial Pte Ltd cum Personal Assistant to the Executive Chairman.

* The salary amount shown is inclusive of Central Provident Fund ("CPF"), all fees other than directors' fees and other emoluments.

The bonus amount shown is inclusive of CPF.

No stock options were granted in FY2024 as the Company has no employees' shares option scheme in place.

In FY2024, the aggregate remuneration paid to the key management personnel (who are not Directors or the acting CEO) was S\$635,107.

The performance criteria used to assess the remuneration of Executive Directors and key management personnel is based on the profitability of the Group, leadership, as well as the Executive Directors' and key management personnel's compliance in all audit matters. There are currently no long-term incentives for the Executive Directors and key management personnel. The Executive Directors' and key management personnel's short-term incentives (namely the performance-related variable component) are recommended by the RC and approved by the Board. The Board, taking into consideration the competitive business environment, decided not to disclose the exact details of the remuneration of each individual Director and key management personnel (who are not Directors of the Company) be kept confidential. The Company is of the view that detailed disclosure of such information is sensitive and not in the best interest of the Company as it may have a negative impact on talent attraction and retention (such as poaching) given the highly competitive environment it is operating in. As the Company has a small and tightly-knit team, such disclosure would be disadvantageous to the Company in relation to its competitors and may affect adversely the working relationship, cohesion and spirit of team work prevailing amongst the employees of the Company.

CORPORATE GOVERNANCE REPORT

After taking into account the reasons for non-disclosure stated above, the Board is of the view that the current disclosure of the remuneration presented herein in this report is sufficient to provide shareholders with information on the Group's remuneration policies, as well as the level and mix of remuneration. Accordingly, the Board is of the view that the Company has complied with Principle 8 of the Code.

The Board is, however, aware that in the Company's annual report for the financial year ending on or after 31 December 2024, it will be required to disclose the exact amount and breakdown of remuneration paid to individual directors and the CEO on a named basis. The Company will also be required to disclose the breakdown of remuneration to include in percentage terms base or fixed salary, variable or performance-related income or bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives, in line with Practice Guidance 8 of the Code.

Provision 8.2

The Company discloses the names and remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.

Save as disclosed above under Provision 8.3 and in the table set out below, there were no other employees who are substantial shareholders, or are immediate family members of a Director, acting CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 in the Group's employment for FY2024.

The following table shows a breakdown of the annual remuneration (in percentage terms) of an immediate family member of a director whose remuneration exceeds S\$100,000 for FY2024.

Name	Salary* (%)	Bonus# (%)	Allowance and other benefits (%)	Total (%)
S\$100,000 to S\$200,000				
Shann Yap Shiau Wei ¹	89	6	5	100

* The salary and bonus amounts shown are inclusive of CPF.

¹ Ms. Shann Yap Shiau Wei is the daughter of Mr. Yap Meng Sing, Executive Chairman of the Company. She holds the position as the General Manager of SMC Industrial Pte Ltd cum Personal Assistant to the Executive Chairman.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9:

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

Provision 9.1

The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

The Company manages risks under an overall strategy determined by the Board and supported by the AC. The Company sets acceptable risk management standards and periodically reviews the risks that the Group is subject to.

The Board recognises that it is responsible for the overall internal control framework, but accepts that no internal control system or risk management will preclude all errors and irregularities such as poor judgement in decision making, human error, losses or fraud, as the system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The AC will annually:

- satisfy itself that adequate measures are being made to identify and mitigate any material business risks associated with the Group;
- ensure that a review of the effectiveness of the Group's material internal controls, including financial, operating, information technology and compliance controls and risk management, is conducted at least annually. Such review can be carried out the internal auditors appointed by the Company;
- ensure that the internal control recommendations made by internal auditors and the management letter recommendations by external auditors (noted during the course of the statutory audit) have been implemented; and
- ensure the Board is in a position to comment on the adequacy and effectiveness of the internal controls of the Group.

The Board with the assistance of the internal auditors, determines the Company's levels of risk tolerance and risk policies and oversees Management in the design, implementation and monitoring of the risk management and internal control systems. The Board also reviews compliance issues, if any, with Management on a half-yearly basis and as and when required.

CORPORATE GOVERNANCE REPORT

Provision 9.2 The Board requires and discloses in the Company's annual report that it has received assurance from:

- (a) the CEO and the Chief Financial Officer ("CFO") that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the internal controls established and maintained by the Group, work performed by the internal auditors and external auditors, reviews performed by the Management and the controls and processes which are currently in place, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective as at 30 September 2024.

The Board has received and considered the representation letters from the acting CEO cum CFO and other key management personnel in relation to the financial information, risk management and internal control systems for FY2024, as follows:

- (i) the acting CEO cum CFO has assured the Board that the financial records have been properly maintained and the financial statements for FY2024 give a true and fair view in all material aspects, of the Company's operations and finances; and
- (ii) the acting CEO and other key management personnel have assured the Board that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place are adequate and effective to address the risks that the Group considers relevant and material to its business operations given its current business environment.

AUDIT COMMITTEE

Principle 10:

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

Provision 10.1 The duties of the AC include:

- (a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- (b) reviewing at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;
- (c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;

CORPORATE GOVERNANCE REPORT

- (d) **making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;**
- (e) **reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; and**
- (f) **reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.**

The AC's main objective is to assist the Board in fulfilling its fiduciary responsibilities relating to internal controls, overseeing the external audit process, reviewing the financial information to be disclosed to the public and ensuring that arrangements are in place for the independent investigation and follow up of reports by staff of improprieties in financial reporting and other matters. To achieve this, the AC ensures that its members have the appropriate qualifications to provide independent, objective and effective oversight.

The AC meets at least on a half-yearly basis to review the half-yearly and full year results of the Group and the audited annual financial statements, SGXNet announcements and all related disclosures to shareholders before recommending the same to the Board for approval. In the process, the AC reviews the basis and reasoning of the Management in the preparation of the financial statements, critical accounting policies and any significant changes that would have an impact on the Company's financials.

The AC evaluates on a yearly basis the adequacy and effectiveness of the internal controls including financial, operational, compliance and information technology controls and regulatory compliance of the Group through discussion with Management and its Internal and External Auditors.

The Management is responsible for establishing and implementing the internal control procedures in a timely and appropriate manner. For example, the key features of the internal control environment include having clear and defined terms of reference for Board Committees, assigning authority and responsibility in accordance with an authority matrix and written internal control procedures.

The AC reviews the scope of the External Auditors' audit plan and the effectiveness of the results from the independent audit. The AC also reviews the independence and objectivity of the External Auditors as well as the Group's compliance with the Catalist Rules, the Code, as well as IPT and whistleblowing reports, if any.

Notwithstanding that the AC has evaluated that the External Auditors are independent and objective and are suitable for re-appointment, the External Auditors have expressed that they will not be seeking re-appointment at the forthcoming AGM. The Company will source for suitable replacements. Further announcements will be released in due course once the proposed new appointment has been confirmed.

CORPORATE GOVERNANCE REPORT

The responsibilities of the AC, based on the written terms of reference, are as follows:

1. reviewing the financial statements of the Company and the Group before they are submitted to the Board for approval;
2. reviewing the audit plans and the external auditors' report with the external auditors;
3. reviewing the independence and objectivity of the external auditors;
4. reviewing management letters from the external auditors and responses from the management;
5. recommending to the Board the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
6. reviewing the scope and results of the internal audit procedures;
7. ensuring the internal auditors' primary line of reporting is to the AC, in particular the AC Chairman;
8. ensuring the internal audit function is adequately resourced and effective;
9. reviewing the adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance controls and risk management;
10. reviewing IPT, if any; and
11. Commissioning and reviewing the findings of internal investigations conducted where fraud or impropriety is suspected, or where there is a failure of internal controls and infringement of laws, rules or regulations which is likely to have a material impact on the Group.

The Group has established a whistleblowing policy which provides the channel for employees of the Group and external parties to raise their concerns about improprieties in financial reporting or other matters to the AC Chairman or CEO, in good faith and in confidence, sending their mails directly to the Company's registered address, if any.

The procedures for whistle blowing are displayed clearly on the notice boards of the Company and its subsidiaries where staff can call or email the CEO directly on all matters not related to the CEO, and they have access to the AC Chairman for matters relating to the CEO or as they deem appropriate. The follow-up procedures regarding matters raised are also stated and whistleblowers are assured that all actions in good faith will not affect them in their work and staff appraisals. All information received will be treated confidentially and the identity of whistle-blowers will be protected. The objective of such arrangement is to ensure independent investigation of such matters raised and for appropriate follow-up action to be taken.

The public, our customers and other stakeholders can also report possible improprieties or provide other feedbacks through the Company's website at AC@senyueholdings.com.

Apart from the duties listed above, the AC may commission and review the findings of internal investigations into matters where there is suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore and other applicable law, rule or regulation which has or is likely to have material impact on the Company's or Group's operating results and/or financial position.

CORPORATE GOVERNANCE REPORT

The AC is also authorised to investigate any matter within its terms of reference and has full access to and co-operation of the Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

There were no whistle blowing incidents received in FY2024.

External Audit Function

The Company's current External Auditors are Deloitte & Touche LLP. In the review of the financial statements, the AC has discussed with the Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The following significant matter impacting the financial statements was discussed with the Management and the auditors, and was reviewed by the AC:

Key Audit Matter	How the AC reviewed these matters and what decisions were made
Valuation of inventories	<p>The AC considered the approach and methodology applied in the basis and appropriateness of the valuation methodologies used in determining the net realisable value of the inventories.</p> <p>The AC also obtained understanding on the work performed by the external auditor, including their assessment on the reasonableness of the cost allocation and net realisable value as determined by the Management were appropriate.</p> <p>The valuation of inventories was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for FY2024. Please refer to page 62 of this Annual Report.</p>

Annually, the AC conducts a review of all non-audit services provided by the external auditors. The AC will receive an audit report from the external auditors setting out the non-audit services provided and fees charged, and review the nature and extent of such services, to ensure that the non-audit services will not prejudice the independence and objectivity of the external auditors. The total fee paid/payable to the Company's External Auditors for FY2024 are approximately S\$572,000. There were no non-audit fees paid to the External Auditors in FY2024.

In compliance with Rule 1204(6)(b) of the Catalist Rules, the AC undertook the annual review of the independence and objectivity of the External Auditors by reviewing the non-audit services provided and the fees paid to them, if any. Having considered there that there was no non-audit services provided, the AC is satisfied with the independence and objectivity of the External Auditors.

CORPORATE GOVERNANCE REPORT

For FY2024, the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of audit firms for the Group. The AC and the Board are satisfied with the standards and the effectiveness of the audits performed by the independent external auditors of the inactive or dormant subsidiaries of the Group, other than those of the Company.

Provision 10.2 **The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.**

The AC comprised three members, all of whom including the AC Chairman, are Independent Non-Executive Directors. They are:

- (a) Mr. Lim Chong Huat (Chairman)
- (b) Mr. Lau Yan Wai
- (c) Mr. Tay Boon Zhuan

Mr. Lim and Mr. Tay are trained in accounting and financial management. The AC members were appropriately qualified to discharge their responsibilities and functions under the terms of reference approved by the Board.

Provision 10.3 **The AC does not comprise former partners or directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.**

None of the AC members were previous partners or directors of the existing auditing firms within the period of two years and none of the AC members hold any financial interest in the above-mentioned auditing firms.

Provision 10.4 **The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including the AC, and has appropriate standing within the Company.**

The AC, in consultation with Management, approves the hiring, removal, evaluation and fees of the internal auditors. The objective of the internal audit function is to provide an independent review of the adequacy and effectiveness of the Group's internal controls and provide reasonable assurance to the AC and the Management that the Group's risk management, controls and governance processes are adequate and effective.

The internal auditors report primarily to the AC Chairman and have unrestricted access to documents, records, properties and personnel of the Group.

CORPORATE GOVERNANCE REPORT

The role of the internal auditors is to assist the AC in ensuring that the controls are adequate, effective and functioning as intended, to undertake investigations as directed by the AC and to conduct regular in-depth audits of high risk areas. The AC is satisfied that the internal audit function is independent, adequately resourced, staffed by suitably qualified and experienced professionals and has the appropriate standing within the Company to perform its function effectively.

The internal audit function plans its internal audit schedules in consultation with, but independent of the Management. The audit plan is submitted to the AC for approval prior to the commencement of the internal audit work. In addition, the internal auditors may be involved in ad-hoc projects initiated by the Management which require the assurance of the Internal Auditors in specific areas of concern.

The internal audit function of the Group is currently outsourced to NLA Risk Consulting Pte Ltd ("**NLA**"). NLA is part of NLA DFK, a group of accounting and advisory firms with a history in Singapore since 1948. NLA DFK is a member firm of DFK International, a top ten (10) international association of independent accounting firms and business advisers. NLA is a suitably appointed qualified firm of risk consultants (including Certified Internal Auditors), with its processes guided by the International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The firm currently maintains an outsourced internal audit portfolio of about twenty (20) companies listed on the SGX-ST in various industries, including construction, property development, manufacturing, healthcare, logistics, engineering services and trading. The engagement team from NLA Risk Consulting comprises a director, a manager and is supported by a team of trained internal auditors. The director, Mr. Gary Ng, has over twenty (20) years of relevant experience and is a Certified Internal Auditor, whilst the manager has more than ten (10) years of relevant experience and is also a Certified Internal Auditor.

Provision 10.5 **The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.**

In the course of FY2024, the AC carried out the following activities, amongst others:

- (i) Reviewed the Group's financial performance, internal and external audit reports;
- (ii) Reviewed with the Management and the external auditors, the financial results of the Group before submitting them to the Board for its approval and announcement of the financial results;
- (iii) Conducted an annual review of the volume of non-audit services provided by the external auditors to ensure that the nature and extent of such services will not prejudice the independence and objectivity of the auditors before recommending their re-nomination to the Board. No non-audit fees were paid to the external auditors in respect of FY2024;
- (iv) Reviewed the adequacy, effectiveness, independence, scope and results of the external and internal audit functions;

CORPORATE GOVERNANCE REPORT

- (v) Reviewed the annual re-appointment of the external auditors and made a recommendation to the Board for approval;
- (vi) Reviewed interested person transactions, if any;
- (vii) Reviewed and approved the internal audit plan and external audit plan of the internal auditors and external auditors respectively.

The AC has met with the internal auditors and the external auditors without the presence of the Management to review the adequacy of audit arrangements, with particular emphasis on the scope and quality of their audits, and the independence and objectivity of the internal and external auditors.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Principle 11:

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

Provision 11.1 The Company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

In compliance with the Company's Constitutions and the Company's continuing sustainability effort to protect the environment, the Company has adopted electronic communication for the transmission of its annual reports, notice of AGM, proxy form and other documents to all shareholders. Shareholders are informed of the general meetings through the announcement released on the SGXNet and notices contained in the Annual Report or circulars issued by the Company. These notices are also advertised in a national newspaper. Shareholders are also informed of the poll voting procedures at the general meetings. All shareholders are entitled to attend the general meetings and are provided the opportunity to participate in and vote at the general meetings. If any Shareholder is unable to attend, he/she is allowed to appoint proxy/proxies to vote on his/her behalf at the general meeting through a proxy form sent in advance.

At general meetings, shareholders are given the opportunity to raise questions to the Directors and the Management relating to the Company's business or performance. The chairpersons and members of the AC, NC and RC, as well as the External Auditors, are present to assist the Directors in addressing any relevant queries raised by shareholders.

CORPORATE GOVERNANCE REPORT

Shareholders participated in the last AGM for the financial year ended 30 September 2023 held on 30 January 2024 (“**FY2023 AGM**”), voting by appointing proxy(ies) and their questions (if any) in relation to any resolution set out in the notice of AGM were sent to the Company in advance of the FY2023 AGM, and responses to the questions were provided via announcement on SGXNet and the Company’s corporate website. Shareholders are also informed of the voting procedures prior to the commencement of voting by poll.

The Company’s Constitution permits a shareholder to appoint up to two (2) proxies to attend and vote in his/her stead at these meetings. Furthermore, the Companies Act 1967 allows certain members who are relevant intermediaries (the meaning ascribed to it in Section 181 of the Companies Act 1967 such as corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of CPF investors), to appoint multiple proxies to attend and participate in the general meetings.

All shareholders are afforded the opportunity to participate effectively at such meetings and are entitled to vote in accordance with the established voting rules and procedures. The Company conducts poll voting for all resolutions tabled at the general meetings. The rules, including the voting procedures, will be clearly explained by the scrutineers at such general meetings.

Provision 11.2 **The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are “bundled”, the Company explains the reasons and material implications in the notice of meeting.**

The Company has separate resolutions at general meetings for each distinct issue. The Company avoids ‘bundling’ resolutions unless the resolutions are interdependent and linked so as to form one significant proposal. In situations where resolutions are inter-conditional, the Company will provide clear explanations. In line with the Rule 730A of the Catalist Rules, all the resolutions are voted on by way of poll and the Company announces the detailed results showing the number of votes cast for and against each resolution and the respective percentages to the public.

Provision 11.3 **All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders’ queries about the conduct of audit and the preparation and content of the auditors’ report. Directors’ attendance at such meetings held during the financial year is disclosed in the Company’s annual report.**

The respective chairpersons of the AC, RC and NC are normally present and available to address questions relating to the work of their respective Board Committees at the general meetings. Furthermore, the external auditors are present to assist the Board in addressing any relevant queries from the shareholders, including the conduct of audit and the preparation and content of the auditors’ report. All Directors will endeavour to be present at the Company’s general meetings of shareholders to address shareholders’ queries. All Directors were present at the FY2023 AGM of the Company held on 30 January 2024.

CORPORATE GOVERNANCE REPORT

Provision 11.4 The Company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.

The Constitution of the Company allows a shareholder of the Company to vote in person or by proxy at the AGM of the Company. Each shareholder is allowed to appoint proxy/proxies to vote on his/her behalf at general meetings through proxy forms sent in advance by the Company. Investors who hold shares through nominees such as the Central Provident Fund (CPF) and custodian banks are allowed to attend the AGM as observers subject to the availability of seats.

Voting in absentia by mail, facsimile or email, which is currently not permitted, may only be possible following careful study to ensure that the integrity of information and authentication of the identity of Shareholders through the web is not compromised, and legislative changes are effected to recognise remote voting.

Provision 11.5 The Company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

As detailed in the Notice of AGM, the upcoming AGM will be a physical meeting for the Company to engage with its shareholders. Shareholders of the Company can attend the physical meeting and raise questions in advance or during the AGM, and vote in person or through the appointment of proxy(ies).

Minutes are taken of all general meetings which incorporate substantial comments and queries from shareholders and responses from the Board and Management. Such minutes, which are subsequently approved by the Board, will be made available to shareholders on the SGXNet. The Company had on 27 February 2024 announced the minutes of the FY2023 AGM on the SGXNet.

For the upcoming AGM for FY2024 the minutes of the AGM will be posted on the SGXNet within 1 month from the date of the AGM.

Provision 11.6 The Company has a dividend policy and communicates it to shareholders.

The Company does not have a fixed dividend policy at present. The issue of payment of dividends is deliberated by the Board annually, having regards to various factors (e.g. Company's profit, cash flow, capital requirements for investment and growth, general business conditions and other factors as the Board deems appropriate).

The Board did not declare or recommend a dividend for FY2024 in order to preserve cash for the Group's operations in view of the prevailing business conditions of the Group.

CORPORATE GOVERNANCE REPORT

ENGAGEMENT WITH SHAREHOLDERS

Principle 12:

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

Provision 12.1 The Company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

The Company firmly believes in high standards of transparent corporate disclosure, pursuant to the Catalist Rules and the Singapore Companies Act, whereby shareholders are informed of all major developments that affect the Group. Information is communicated to our shareholders on a timely basis. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all others as soon as practicable.

In presenting the annual financial statements and half-yearly announcements to shareholders as well as any price/trade sensitive reports to the public, the Board aims to provide the shareholders with a balanced and understandable assessment of the Company's and the Group's performance, position and prospects.

Please refer to the disclosures in Provision 12.2 on the avenue of communication between the Board and its shareholders.

Provision 12.2 The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

The Company does not have an investor relations policy in place. However, the Board's policy is that all shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNet on an immediate basis, in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Companies Act. There is no dedicated investor relations team in place as the Board was of the view that the current communication channels are sufficient and cost-effective.

For the upcoming AGM, the Notice of AGM is advertised in the newspapers within the prescribed deadlines prior to the AGM. Shareholders may submit their questions relating to the resolutions set out in the notice of AGM in advance. All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM will be addressed and published via SGXNet 48 hours before the deadline for submission of proxy forms. The Board encourages shareholders' participation at the AGMs and periodically communicates with shareholders through SGXNet throughout the financial year. The Company will announce the responses to substantial and relevant questions from shareholders on SGXNet prior to the deadline for the lodgement of the proxy forms.

The Company has also released announcements containing a summary of the financial information and affairs of the Group for that period, and announcements requiring disclosures as required by the Catalist Rules via SGXNet. Shareholders can also access the Company's website at <https://senyueholdings.com/> to access information on the Group.

CORPORATE GOVERNANCE REPORT

Provision 12.3 The Company's investor relations policy sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions.

The Company has engaged an investor relations firm which focuses on facilitating communications with all stakeholders, shareholders, analysts and media on a regular basis, to attend to their queries or concerns as well as to keep the investors public apprised of the Group's corporate developments and financial performance. The contact details of the investor relations firm are set out in "Corporate Information" section of the Annual Report.

Shareholders may also contact the Company by completing the "Contact Us" form on the Company's website at <https://senyueholdings.com/contact-us>. The Company will respond directly to the querying shareholder using the contact information provided therein.

MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

Principle 13:

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

Provision 13.1 The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

The Company is committed in maintaining close communication with those stakeholders who will have an impact on the Company's business and operating performance and long term sustainability. To this end, the Company has established relevant communication channels to engage with its stakeholders as detailed in Principle 12.

Provision 13.2 The Company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

The Company recognises the need for ensuring the business interests of the Company and its stakeholders are properly aligned as part of its sustainability journey. As in previous years, the Company has undertaken a process of identifying material environmental, social and governance (ESG) issues which are important and will impact the stakeholders. Having identified these material topics, the Company seeks to map out its processes and align its business practices and strategies to address the concerns of these stakeholders. The Company's efforts and approaches in ensuring the respective stakeholders' concerns are properly addressed are set out in its Sustainability Report for FY2024 which will be published separately from the annual report.

Provision 13.3 The Company maintains a current corporate website to communicate and engage with stakeholders.

The Company updates its corporate website <https://senyueholdings.com> regularly with information released on the SGXNet and business developments of the Group.

CORPORATE GOVERNANCE REPORT

OTHER CORPORATE GOVERNANCE MATTERS

1. Material Contracts

[Catalist Rule 1204(8)]

There were no material contracts of the Company or its subsidiaries involving the interests of the acting CEO or any Directors or controlling shareholders existed at the end of the financial year or have been entered into since the end of the previous financial year other than that. In addition, no Directors, acting CEO, controlling shareholders or a Company related to the aforesaid persons have received a benefit from any contract entered into by the Group since the end of the previous financial year.

2. Interested Person Transactions

[Catalist Rule 1204(17)]

As at 30 September 2024, the Group has not obtained a general mandate from shareholders for IPT.

There were no IPT conducted under the IPT Mandate pursuant to Rule 920 that were more than S\$100,000 in FY2024.

3. Dealing in Securities

[Catalist Rule 1204(19)]

In compliance with Rule 1204(19), the Group has adopted a Code of Conduct to provide guidance to Directors and executive officers with regards to dealing in the Company's securities.

The Company, Directors and officers of the Group are advised not to deal in the Company's shares on short-term considerations or when they are in possession of unpublished price-sensitive information. They are also reminded regularly not to deal in the Company's shares two weeks before the first three quarters of its financial year and one month before the announcement of the company's full year financial statements, or one month before the announcement of the company's half year and full year financial statements. The Company, its Directors and officers are required to report to the Company Secretary whenever they deal in the Company's shares. The Company Secretary assists the AC and the Board in monitoring such share transactions and making the necessary announcements. Directors and officers are also reminded to be mindful of the laws on insider trading at all times and to ensure that their dealings in securities do not contravene the laws on insider trading as determined by the Securities and Futures Act 2001 of Singapore, the Act and other appropriate regulations.

"Directors and officers" include the following classes of employees:

- 1) All directors and managers;
- 2) All significant participants in the financial consolidation process;
- 3) Others with significant management responsibility whose decisions can materially impact the Company's financial results; and
- 4) Certain accounting and finance personnel who assist the Company's CFO/Company Secretary in preparing all public announcements and materials distributed to the Board of Directors.

4. Non-sponsor Fees

[Catalist Rule 1204(21)]

No non-sponsor fees were paid or payable to the Company's sponsor, SAC Capital Private Limited in FY2024.

CORPORATE GOVERNANCE REPORT

Additional Information On Directors Seeking Re-Election

The Director named below is retiring and being eligible, will offer himself for re-election at the upcoming AGM. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules is set out below:

Name of Director	Yap Meng Sing (" Mr. Yap ")
Date of appointment	5 August 2022
Date of last election (if applicable)	Not applicable
Age	78
Country of principal residence	Singapore
The Board's comments on this re-election	The re-election of Mr. Yap was recommended by the NC and the Board has accepted the recommendation, after taking into consideration, Mr. Yap's relevant experience and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive.
Job title	Chairman of the Board
Professional qualifications	<ul style="list-style-type: none"> • Nil
Working experience and occupation(s) during past 10 years	<ul style="list-style-type: none"> • August 2022 to 30 April 2024: Executive Chairman and CEO of Sen Yue Holdings Limited ("Sen Yue") • 1 May 2024 to the conclusion of AGM of FY2024: Executive Chairman of Sen Yue • May 1977 to present: Founder and director of Electroloy's group of business including the following companies: <ul style="list-style-type: none"> (a) Electroloy Metal Pte Ltd; (b) Electroloy Technologies Pte Ltd; (c) Electroloy Corporation Sdn Bhd; (d) Electroloy (India) Pvt Ltd; (e) Electroloy Metal (Suzhou) Co. Ltd; (f) Electroloy Metal (Shenzhen) Co. Ltd; (g) Electroloy Technologies (Huizhou) Co. Ltd; and (h) Electroloy (HK) Co. Ltd

CORPORATE GOVERNANCE REPORT

<p>Shareholdings interest in the listed issuer and its subsidiaries</p>	<p>Mr. Yap holds a direct interest of 5,950,000 shares, representing 0.18% shareholding in Sen Yue. He is deemed to have interest in the 1,750,000,000 shares of the Company, representing 54.05% shareholdings in Sen Yue, held by Electroloy Metal Pte Ltd ("Electroloy") by virtue of his shareholdings in Electroloy, Section 7 of the Singapore Companies Act 1967 and the Section 4 of the Securities and Futures Act 2001.</p>
<p>Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries</p>	<p>Father of Ms. Shann Yap Shiau Wei, the General Manager of SMC Industrial Pte Ltd ("SMCI") cum Personal Assistant to the Chairman</p>
<p>Conflict of interest (including any competing business)</p>	<p>Modeltech Sdn Bhd ("Modeltech") is a company owned by Yap Sock Eng and Yap Meng Khiang, siblings of Mr. Yap. Modeltech is a private limited company incorporated and based in Malaysia, and is principally engaged in the business of processing of non-ferrous and precious metal scraps such as lead, tin and silver. Their customers are mainly based in Malaysia.</p> <p>The Board note that any potential conflict of interest arising from Mr. Yap's associates in Modeltech is mitigated by the following:</p> <ul style="list-style-type: none"> (a) Mr. Yap is not a director or shareholder of Modeltech and is not involved in the management or day-to-day operations of Modeltech; (b) The business of Modeltech is distinct and separate from Sen Yue's core businesses; (c) The target market and customer of Sen Yue are different due to the difference in the type of commodities handled and Modeltech serves a different group of customers who are mainly based in Malaysia while SMCI's customers are mainly based in China and Thailand. (d) Mr. Yap has provided a non-compete undertaking under his service agreement in relation to his appointment as Executive Chairman and CEO including amongst others an undertaking not to participate, directly or indirectly, in the management or operations of Modeltech or any other business similar to the of the Group.
<p>Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer</p>	<p>Yes</p>

CORPORATE GOVERNANCE REPORT

Other Principal Commitments Including Directorships	Past (for the last 5 years)
	<ul style="list-style-type: none"> • SMCI Refinery Pte Ltd • Macore Technology (M) Sdn Bhd • PNE Precision Sdn Bhd • SMC Industrial (HK) Limited • SMC Industrial (UK) Co. Ltd <p>Present</p> <ul style="list-style-type: none"> • Electroloy Metal Pte Ltd • Electroloy Technologies Pte Ltd • Electroloy Corporation Sdn Bhd • Electroloy (India) Pvt Ltd • Electroloy (HK) Co. Ltd • Electroloy Metal (Shenzhen) Co. Ltd • Electroloy Metal (Suzhou) Co. Ltd • Electroloy Technologies (Huizhou) Co. Ltd • SYH Resources Pte Ltd • SMC Industrial Pte Ltd • PNE Micron Engineering Sdn Bhd • PNE Marvellous Sdn Bhd; • CED System Sdn Bhd • Hong Nam Industry (M) Sdn Bhd • PNE Micron (Kuala Lumpur) Sdn Bhd • PNE-Sino Pte Ltd • Sen Yue Holdings Limited

CORPORATE GOVERNANCE REPORT

Question	Yap Meng Sing
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him/her?	No
(d) Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such purpose?	No
(e) Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him/her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his/her part, or he/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his/her part?	No
(g) Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he/she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No

CORPORATE GOVERNANCE REPORT

Question	Yap Meng Sing
(i) Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No
(j) Whether he/she has ever, to his/her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	On 12 April 2024, the Company has received an order under Section 20 of the Criminal Procedure Code 2010 (the "Order") from the Enforcement Department of the Monetary Authority of Singapore ("MAS"). Pursuant to the Order, the Company was required to provide certain documents to assist with the MAS's investigation into offences under the Securities and Futures Act 2001. The Company has furnished certain documents to MAS, including documents between August 2020 to August 2022. Please refer to Sen Yue's announcement dated 14 April 2024 for more details.
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No
in connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?	
(k) Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

CORPORATE GOVERNANCE REPORT

Question	Yap Meng Sing
Disclosure applicable to the appointment of Director only.	
Any prior experience as a director of an issuer listed on the Exchange?	Yes
If yes, please provide details of prior experience.	Mr. Yap has been a director of the Company since 5 August 2022.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable