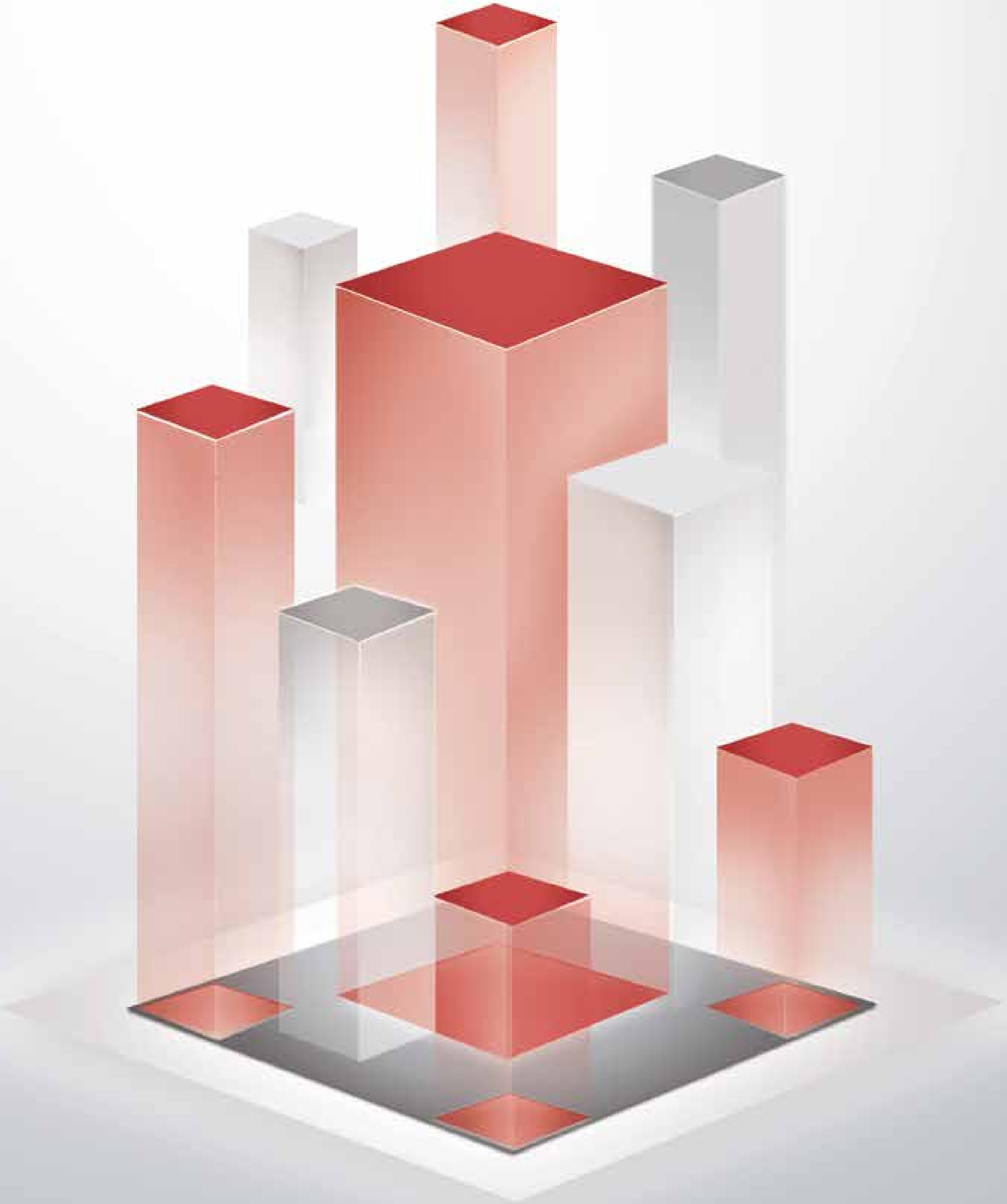
UOBKayHian

Your trusted financial partner



# Investing With Purpose

ANNUAL REPORT 2023

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## Corporate Information & Market Review



## Financial Statements

# CORPORATE INFORMATION

### Board of Directors

Wee Ee Chao
*Chairman and Managing Director*

Leong Kok Mun, Edmund
*Non-Executive Non-Independent Director*

Tang Wee Loke
*Non-Executive Non-Independent Director*

Kuah Boon Wee
*Independent Director*

Andrew Suckling
*Independent Director*

Tay Wee Jin Michael
*Independent Director*

### Audit Committee

Kuah Boon Wee
*Chairman*

Andrew Suckling

Leong Kok Mun, Edmund

### Nominating Committee

Andrew Suckling
*Chairman*

Kuah Boon Wee

Leong Kok Mun, Edmund

### Remuneration Committee

Andrew Suckling
*Chairman*

Tang Wee Loke

Kuah Boon Wee

### Company Secretary

Siau Kuei Lian (ACS, ACG)
Sharon Lim Siew Choo (ACS, ACG)

### Company Registration No.

200004464C

### Registered Office

8 Anthony Road, #01-01
Singapore 229957
Tel : 6535 6868
Fax : 6532 6919

### Share Registrar and Share Transfer Office

B.A.C.S. Private Limited
77 Robinson Road #06-03
Robinson 77
Singapore 068896

### Auditors

Deloitte & Touche LLP
*Public Accountants and Chartered Accountants*

6 Shenton Way #33-00
OUE Downtown 2
Singapore 068809

*Partner in charge – Chua How Kiat*
*Date of appointment – 27 April 2023*

### Principal Bankers

DBS Bank Ltd

Oversea-Chinese Banking Corporation Limited

Standard Chartered Bank

The Hongkong and Shanghai Banking Corporation Limited

United Overseas Bank Limited

UOB-Kay Hian is a regional financial services Group headquartered in Singapore. We are a widely-recognised brand in every country in which we have operations, a reputation built on our responsive and discreet service. In Singapore, we are the largest domestic broker based on the number of registered trading representatives employed. In addition to our broking agency services in equities, bonds, CFDs, DLCs, Robo, LFX, structured products, unit trusts and commodities, we provide high value-added services in corporate advisory and fund raising, leveraging our wide network of corporate contacts and deep distribution capabilities to execute IPOs, secondary placements and other corporate finance and investment banking activities.

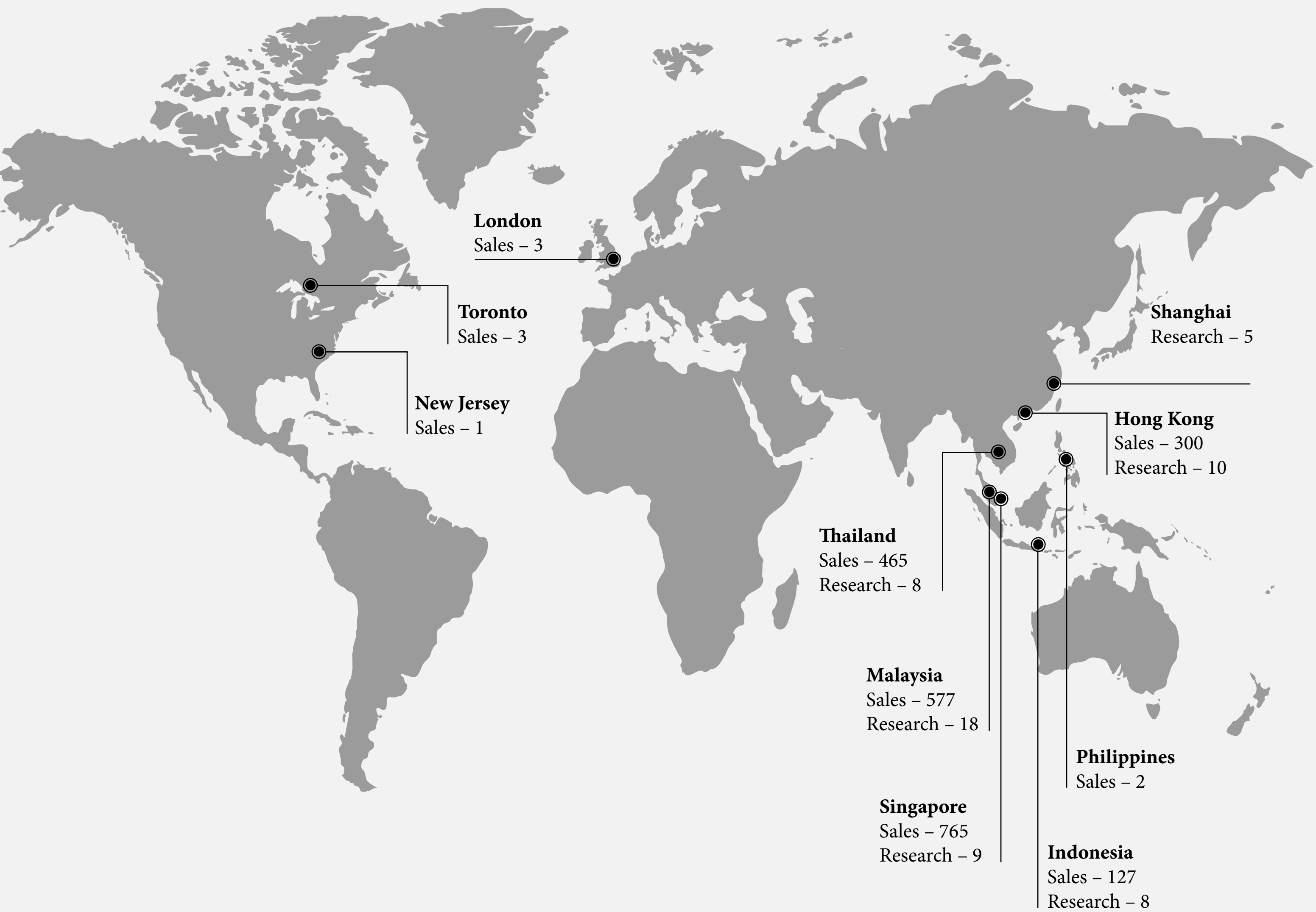
Our regional distribution footprint now spans regional financial centres in Singapore, Hong Kong, Thailand, Malaysia, Indonesia, London, New York and Toronto. In addition, we maintain a research office in Shanghai and an execution presence in the Philippines. We are therefore at the heart of regional economic activities and are well-placed to tap into the deep market knowledge necessary to respond swiftly to our clients.

The Group employs approximately 3,200 professional and support staff globally.

We have gained considerable scale and operational leverage from our synergistic acquisitions. Our defensive business model helps us better weather prevailing volatile trading conditions.

The demand from our institutional and accredited investor clients for incisive and timely equity research and ideas is made more urgent due to rapidly changing global conditions. We therefore continue to invest heavily in our regional institutional sales and research resources, and in expanding our regional network.

# OUR GLOBAL PRESENCE



## PRODUCTS

### Equities

Centred on our sophisticated web and mobile platforms, as well as our full service offline support, our wide range of tools and solutions allow our clients to trade with confidence in multiple products across major markets, including the SGX, Bursa Malaysia, HKEX, HK-Shanghai/Shenzhen Stock Connect, SET, LSE, TSX, TSXV, NASDAQ, NYSE, NYSE ARCA and AMEX. Our award-winning analysts are on hand to impart up-to-date research and insights that can help our clients identify and capitalise on the latest market trends.

### Bonds

From emerging markets to developed economies, we support fixed income investors to trade bonds globally on our intuitive platforms. Our dedicated specialists are always available to provide the support and information that clients may need when making key investment decisions or executing orders.

### Contracts for Difference (CFDs)

Our clients can utilise our browser-based and mobile platforms to trade CFDs with total peace of mind. Accessing a broad array of counters, clients will be able to tailor trading strategies, monitor and hedge their positions. Using our Direct Market Access model, they also enjoy transparent pricing as every order will participate directly in the underlying exchange without any hidden costs or spreads.

### Daily Leverage Certificates (DLCs)

Traded on SGX, DLCs offer investors fixed leverage of 3 to 7 times the daily performance of the underlying securities (market indices or single stocks). Without implied volatility impact, time decay impact or margins, investors have the flexibility to trade in both rising and falling markets.

### Exchange Traded Funds (ETFs)

Listed on an exchange, ETFs connect investors to a broad sweep of markets including hard-to-access sectors and asset classes. With the capability to customise watch-lists that can monitor top ETFs, our clients are able to maximise their market exposure with robust instruments that can screen, map and track high-performing funds listed on major global markets.

### Futures and Options

Our cutting-edge tools and technology are designed to empower our clients. Providing coverage across asset classes, investors can trade futures across 13 international markets from London to New York while enjoying 24-hour support for quick decision-making in fast-moving markets. Options trading is exclusive to the Hong Kong market and the desktop platform.

### Leveraged FX

When it comes to forex trading, the smallest details can make the biggest difference. We offer advanced platforms such as MT4 and Utrade Delta so our investors benefit from sophisticated analytics with no dealing desk intervention. For increased security, client funds are segregated in different accounts. Regular seminars by our in-house experts are also available to our clients.

**Structured Products**

Our platform has a comprehensive suite of Structured Products for different client needs. From yield enhancement to leveraged payoff, our clients can choose a product that suits their investment objective and risk profile. We adopt an open architecture and have a team of professionals to source products from different manufacturers. We provide timely communications on product ideas and opportunities that emerge from market volatility.

**Robo Advisory**

A personal digital fund manager, our robo advisor helps our clients realise their financial goals through an intelligent platform and customised portfolio. We draw on the wealth of experience and deep market knowledge of our research analysts and investment professionals to develop the complex algorithms and screen for suitable, low cost ETFs.

**Unit Trusts**

With unit trusts, investors can lean on the experience of financial experts and diversify across a wide variety of funds. Enjoying low sales commissions with no latent charges, our clients can also keep up with the latest market developments by leveraging the knowledge of our award-winning analysts through in-house commentaries, newsletters, and research articles.

## SERVICES

**Business Partnerships**

We provide various strategic business solutions (e.g. execution, middle and back office) to our B2B partners including robo-advisory, alternative (non-equity) exchanges and IFAs as we create mutually beneficial synergies to serve the ultimate investors.

**Corporate Finance / Advisory**

We provide a broad and diverse range of corporate finance services, ranging from equity capital markets (i.e. underwriting and placement for both primary and secondary equities), mergers & acquisitions, compliance advisory and financial advisory, spanning the stock exchanges of Singapore, Hong Kong, Malaysia, Thailand and Indonesia.

**Investor Education & Corporate Access**

Designed to take wealth maximisation to the next level, investors can develop their trading acumen with personal coaching sessions, regular seminars and exclusive curriculum on technical analysis, trading strategies, platforms and markets. Our clients can also attend exclusive in-house networking sessions to connect, exchange ideas and gain insights. We actively organise roadshows and corporate access events to facilitate timely updates and interactions between listed companies and our clients.

**Margin Trading**

To manage risks and maximise opportunities, our clients can now trade with leverage across our entire portfolio of products and enjoy competitive financing rates for multiple currencies in most major securities markets globally. In addition to transparent pricing, investors appreciate our responsiveness, broad range of qualifying securities and consistent margin policies.

**Securities Dealing & Trading**

As one of Asia's largest bank-backed brokerage firms, we provide an established and comprehensive platform across all the major securities exchanges in Asia and developed markets to both institutional and retail investors, for a seamless and reliable trading experience. Beyond the traditional stock broking, we offer multiple products and asset classes to meet the needs of the broadest range of investors from the novice to the most sophisticated.

## Structured Finance

We offer comprehensive bespoke solutions as lender and arranger to meet the financing needs of promoters, founders and substantial shareholders including acquisition finance, holdco finance, bridge facility, hybrids, illiquids and other structured credits and funding support, in the most timely and discreet manner.

## Wealth Management

To protect and grow their portfolios, our clients can rely on our Asia-centric wealth management solutions, which can be tailored for every investment need or objective. Our bespoke services also include asset allocation strategies, discretionary portfolio management, asset manager platforms and external investment products.

# GROUP FINANCIAL HIGHLIGHTS

| | Group For the Year Ended 31.12.2023 (S$'000) | Group For the Year Ended 31.12.2022 (S$'000) | Group For the Year Ended 31.12.2021 (S$'000) | Group For the Year Ended 31.12.2020 (S$'000) |
|---|---|---|---|---|
| Revenue & Foreign Exchange Gain | **597,109** | 503,536 | 644,165 | 603,771 |
| Profit from Operations | **190,234** | 121,380 | 173,590 | 183,931 |
| Profit Before Tax | **190,234** | 121,380 | 173,590 | 183,931 |
| Profit After Tax | **170,779** | 102,921 | 153,833 | 160,710 |
| Profit After Tax and Non-controlling Interests | **170,361** | 101,879 | 151,881 | 159,414 |
| Shareholders' Equity (excluding non-controlling interests) | **1,893,203** | 1,780,304 | 1,742,540 | 1,635,834 |
| Earnings Per Share | **19.08 cents** | 11.63 cents | 17.85 cents | 19.21 cents |
| Gross Dividend Per Share[(Note a)] | **9.2 cents** | 6.0 cents | 8.8 cents | 9.50 cents |
| Net Assets Per Share[(Note b)] | **210.35 cents** | 201.04 cents | 201.82 cents | 195.45 cents |
| Percentage Return on Shareholders' Equity | | | | |
| Profit Before Tax | **10.36%** | 6.89% | 10.28% | 11.71% |
| Profit After Tax | **9.30%** | 5.84% | 9.11% | 10.23% |
| Profit After Tax and Non-controlling Interests | **9.28%** | 5.78% | 8.99% | 10.15% |

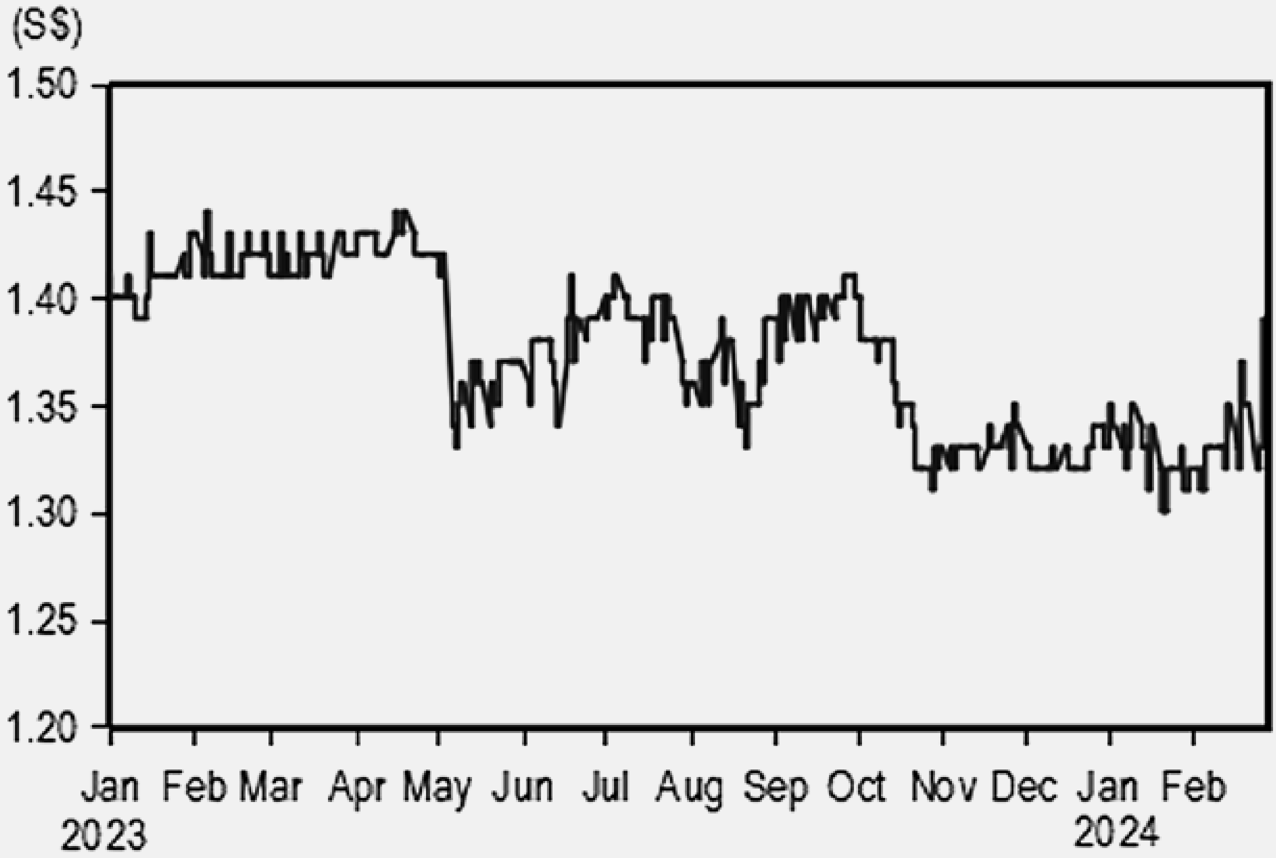
*Note*

*(a) 2023 dividend of 9.2 cents (2022 : dividend of 6.0 cents) is paid/payable on a one-tier tax exempt basis.*

*(b) Net asset value is derived after deducting 2.1 cents (2022: 2.2 cents) per share attributable to non-controlling interests.*

# UOB-KAY HIAN HOLDINGS LIMITED SHARE PRICE

From 2 January 2023 to 29 February 2024




LAST CLOSE: S$1.39
HIGH: S$1.45
LOW: S$1.30

## 2023 OPERATING ENVIRONMENT

For the most part of 2023, negative news permeated the global narrative, namely multi-year high US interest rates leading to concerns over the real estate downturn and consumption slowdown, bank failures and liquidity pressure, the ongoing war in Ukraine and tensions in the Middle East, together with fears of a recession.

Despite the negative undertone, global equity markets turned in surprisingly strong performances. The S&P 500 surged almost 25% in 2023, buoyed by optimism around mega big-cap tech stocks and the potential for interest rate cuts. Across global equities, Europe (STOXX 600 +11.7%), Japan (Nikkei 225 +30.1%) and India (Nifty 50 +20.0%) made strong gains. In contrast, China and Hong Kong delivered weak market performances (MSCI China Index declined 9.4% while Hang Seng Index fell 13.8%). China is dealing with some structural challenges including real estate malaise, high levels of local government debt and contraction in manufacturing purchasing managers' index (PMI) leading to a weaker export recovery. While there were pockets of recovery (e.g. domestic tourism, electric vehicles, IT services) and real GDP growth was respectable at 5.2% in 2023, foreign trade was flat, household spending was relatively weak, and China recorded a significant foreign direct investment outflow in 2023 (US$68.7 billion) for the first time since 2018.

In Southeast Asia, there were contrasting fortunes: Indonesia (JCI +11.4%) and Singapore (STI +4.7%) delivered positive performances while Thailand (SET -15.2%) and Malaysia (FBMKLCI -2.7%) underperformed on the back of slower growth (Thai GDP +1.9%, Malaysia GDP +3.8%), weak currencies (Thai baht -3.0% and Malaysia ringgit -5.7% vs US dollar) and poor trade numbers.

Fixed income markets were also underperforming given the inverted yield curve as US Treasuries yields increased for most of the year. The final two months of the year saw some reversal of sentiment as the Fed openly discussed cutting interest rates in 2024 amid greater prospects of the US avoiding an economic hard landing.

## 2023 OPERATING PERFORMANCE

I am pleased to report that UOB Kay Hian Group's consolidated profit after tax and minority interests increased by 67.2% to $170.4 million, on the back of a 19.3% revenue improvement to S$591.5 million in FY23. The higher interest rate environment benefitted our financing business and our internal treasury management, leading to a substantial 67.2% growth in interest income to S$262.3 million. In comparison, commission and non-interest income aggregated S$320.3 million, representing a modest decline of 1.5% yoy, helped by our higher margin product mix and despite our core markets having recorded significantly lower stock market turnover.

Non-finance expenses increased 3.4% during the year, as a 16.5% rise in staff costs was offset by an 11.4% decline in commission expenses and 2.9% lower other operating expenses. While the rising interest rates backdrop did push up finance expenses significantly, these were compensated for by interest income growth. As a result, we closed FY23 at a much stronger pre-tax margin of 32.1% (+7.0 percentage points) and a 56.7% higher profit before tax of S$190.2 million, while maintaining a healthy shareholders' equity of S$1,893.2 million.

In 2023, we launched a corporate action portal on the UTrade platform for our clients, enabling prompt e-notifications on their corporate action events and direct submission of related instructions online for all markets. We also revamped our client servicing technologies and systems. In recognition of our staff's dedication and commitment to high customer service standards, UOB Kay Hian was ranked first in The Straits Times Singapore's Best Customer Service 2023/24 Award for Brokerage.

## DIVIDEND

Our Board of Directors has recommended a first and final tax-exempt (one-tier) dividend of 9.2 cents per share (2022: 6.0 cents per share), maintaining a payout ratio of approximately 50%.

As in the previous year, our shareholders can opt to receive their dividends in cash and/or in shares.

## CURRENT YEAR PROSPECTS

Looking ahead in 2024, prospects of multiple rate cuts in line with easing inflationary pressure should improve liquidity, leading to increased activity across capital markets in Asia. While we look forward to a more conducive risk-taking environment, we remain vigilant and alert towards market volatility and unexpected developments. We strive to further improve our product and service offerings, strengthen our capabilities, and ensure our clients have the most timely and pertinent opportunities.

## COMMUNITY SERVICE

In 2023, we ramped up our Corporate Social Responsibility efforts by kickstarting a volunteer programme comprising of a partnership with SUN-DAC (a non-profit social service agency that serves and cares for persons with disabilities), a day to support their activities and a half-day volunteer leave for all staff who are encouraged to utilise it to support charitable causes of their choice. We also continued to support various community and charity projects with total donations of S$4.1 million during the year.

## NEW APPOINTMENT

I am pleased to extend a warm welcome to Mr Michael Tay, our Independent Director, who joined our Board on 1 March 2024. Mr Tay is currently the Group Managing Director of The Hour Glass Limited and will bring a wealth of business and management experience to the group. We very much look forward to his future contributions.

I would also like to thank our shareholders and stakeholders for their support, trust and faith in my management team and we pledge to continue to serve you to the best of our abilities.

**WEE EE CHAO**
*Chairman and Managing Director*

## GREATER CHINA

### *Review of 2023*

China's GDP grew 5.2% yoy in 2023, as 4Q23 growth accelerated to 5.2% yoy from 4.9% yoy in 3Q23. 4Q23 growth was mainly driven by better industrial activities, up 6.0% yoy, and a rebound in retail sales, accelerating to 8.3% yoy. For the full year, accommodation and catering recorded the strongest growth of 14.5% yoy, followed by IT, software and communication at 11.9% yoy and leasing and business service at 9.3% yoy.

However, fixed asset investment growth slowed to 3.0% yoy in 2023, mainly dragged by real estate investment, amid flagging land sales. Retail sales growth fell to 7.4% yoy in December, after peaking in April, leading to a full-year growth of 7.2% yoy in 2023. Thus, overall recovery was not broad based and the recovery momentum has yet to be fully entrenched.

### *Outlook for 2024*

Our forecast is for the Chinese economy to grow 4% yoy in 2024, as the government focuses on minimising systemic risks while keeping a lid on increases in debt leverage. As such, we expect growth to be mainly driven by private consumption, while fixed asset investment growth would be softer due to government budget constraints and weak sentiment in the real estate market. Industrial production may also shift to lower gear by 2H24, in line with the expected slowdown in the global economy. The fiscal deficit could expand to 5% of GDP, as the government maintains supportive policies to cement the recovery.

Further policy stimulus is needed in 2024 and increasing debt monetisation by the PBOC would be helpful in maintaining financial stability and lifting the growth momentum.

### *Stock Market Review for 2023*

Chinese equities fell for another year with the MSCI China and the CSI 300 losing 13.2% and 11.4% respectively. The HSI also dropped 13.8% in 2023, despite a strong market rally in January, reaching its 2023 high of 22,688.9 on 27 Jan 23, as Hong Kong opened its border with the mainland.

Within the MSCI universe, energy was the best performer, up 15.9% boosted by higher energy prices following the rising geopolitical tensions, especially in the Middle East. Real estate was the worst performer, down 31.6%, followed by consumer staples at 23.4% and healthcare at 21.3%.

### *Stock Market Outlook for 2024*

With the market pullback in 2023, the MSCI China index is trading at 8x 12-month forward PE. At the current level, we opine that the risk-reward is skewed to the upside. That said, the equity risk premium will stay elevated until investors come to grips with a slower growth environment and gain greater clarity on the real estate sector and fiscal health. Moreover, Sino-US tensions may also intensify as we head towards the US presidential election in Nov 24. These factors will put a cap on any PE rerating, leaving earnings growth to deliver the market performance. Against the backdrop of 4% GDP growth, we expect 8% EPS growth for 2024 with a target PE of 11.5x, giving us the MSCI China index target of 67.3pt.

We expect smart consumption and premiumisation plays to outperform as consumers continue to focus on cost effectiveness, while those with higher income will however retain their purchasing power. This is similar to the experience during the pandemic period, allowing companies who are able to pursue a premiumisation strategy to enjoy better margins. We also see turnaround catalysts in handset components, healthcare, Macau gaming, real estate and sportswear, as their less demanding valuations offer downside protection should market volatility pick up.

In summary, we prefer an OVERWEIGHT on consumer discretionary, consumer staples, communication services and IT, funded by UNDERWEIGHTING financials, industrials, materials and real estate.

## INDONESIA

### *Review of 2023*

Indonesia's GDP rose 4.93% yoy in 3Q23 and is expected to grow 5.1% yoy in 2023, according to UOB Global Economics & Markets Research (GEMR). Inflation came in at 2.61% yoy in Dec 23; down from 4.97% in Jan 23.

Despite the decline in inflation, Bank Indonesia actually hiked the benchmark rate from 5.50% in Dec 22 to 6.00% in Dec 23. This follows the US Fed Fund Rate that rose from 4.32% in Dec 22 to 5.31% in Dec 23.

The US$ to Rp exchange rate closed at Rp15,399/US$1 on 31 Dec 23 compared with Rp15,573/US$1 on 31 Dec 22. The stability of the rupiah (1.1% appreciation) was one of the reasons Indonesia's stock market outperformed the MSCI Asia Pacific Index in 2023.

### *Outlook for 2024*

GEMR expects GDP growth to accelerate to 5.2% in 2024 and CPI to average 3.5%.

Interest rates are expected to remain at 6% until the end of 2024 and the rupiah is poised to appreciate to Rp14,800/US$1 by end-24.

One key event in 2024 is Indonesia's general election that was held on 14 Feb 24 and won by Prabowo Subianto and Gilbran Rakabuming Raka. The latter is the eldest son of current President Joko Widodo, and the pair's victory could mean the continuation of current policies and developments in Indonesia.

The impact of the election could come in the form of higher purchasing power for consumers. The government has allocated Rp71.3t (US$4.5b) for the 2024 election, compared with Rp45.3t for the 2019 election and Rp15.6t for 2014.

### *Stock Market Review for 2023*

The Jakarta Composite Index (JCI) ended 2023 at 7,273. Including dividends, the JCI delivered a total US$-denominated return of 11.43% in 2023, outperforming the MSCI Asia Pacific ex-Japan Index (MXASJ) that delivered a 6.21% return.

One driver of the JCI in 2023 was the IDXINFRA Index. The latter consists of renewable stocks such as BREN and PGEO which rose 874.74% and 35.092% respectively in 2023.

### *Stock Market Outlook for 2024*

For 2023 and 2024, our bottom-up earnings analysis indicates NPAT growth of 8.4% and 7.9% respectively for the JCI. We also predict a 7.9% NPAT growth in 2025. We derive an end-24 target of 7,800 for the index using a PE of 14.4x, which is the historical 10-year average PE of the JCI.

The JCI is trading below -1SD to 12-month forward PE for five-year PE bands. In our view, the JCI's valuation now is attractive and could re-rate higher.

We recommend the banking sector in 2024 as history has shown that the IDX Finance Index has historically outperformed during periods of peak interest rates. Large-cap banks could rally first, followed by mid-cap banks.

We favour the consumer sector as it could continue to enjoy low raw material costs, and the election could translate to better purchasing power and a higher level of consumer spending.

We also like the property sector as property stocks also have historically outperformed the JCI in periods of peak interest rates.

We have an UNDERWEIGHT rating on the coal sector as we still see downside to coal prices. Before the pandemic, coal prices averaged US$78/tonne in 2019 and the current spot coal price was US$133/tonne.

## MALAYSIA

### *Review of 2023*

According to advanced estimates, Malaysia's GDP grew 3.8% yoy, below the Ministry of Finance's (MOF) target of 4.0%. While 4Q23 GDP growth inched up to 3.4% yoy, it missed market expectations as both 4Q23 numbers and full-year GDP growth came in below the consensus targets of 4.1% and 4.0% respectively. Sector wise, the construction and services sectors were the major growth drivers, whereas the mining, agriculture and manufacturing sectors grew 1% or less yoy.

### *Outlook for 2024*

UOB Global Economics & Markets Research (GEMR) is forecasting Malaysia's GDP to grow 4.6% yoy, within MOF's estimated range of 4.0-5.0%. The outlook for 2024 is largely premised on a global soft-landing scenario, lower global interest rates from mid-24 onwards and several key positive catalysts for the domestic market (eg. favourable labour market conditions, global semiconductor upcycle). This should boost growth in the manufacturing sector, with UOB GEMR projecting the sector's GDP growth to rise to 4.2% yoy compared with 0.8% yoy in 2023, according to advanced estimates.

However, there could be an interim softening of domestic consumption as the government is scheduled to introduce subsidy rationalisation, particularly for petrol. Nevertheless, inflation is expected to remain subdued at 2.6% yoy in 2024 albeit this has not factored in the impact of fuel subsidy removal.

Interest rate wise, UOB GEMR expects Bank Negara Malaysia to maintain the Overnight Policy Rate (OPR) at 3.0% for 2024.

***Stock Market Review for 2023***

The FBMKLCI posted negative returns of 2.7% in 2023, putting it in the bottom half of ASEAN indexes. The ringgit was ostensibly weak regionally, dropping 4.3% against the US dollar. Nevertheless, despite the market doldrums, there were some notable bright spots, such as foreign equity flows turning positive since Nov 23, and the Iskandar 2.0 investment theme gaining tremendous momentum.

Sectorially, major outperformers were the property (+54.6%), glove (+33.3%) and automobile (+31.2%) sectors. Property in particular saw a major resurgence following the renewed vibrancy of Johor properties amid the revival of Iskandar 2.0. Glove stocks also rebounded significantly. However, the electronic manufacturing services (EMS) subsector of technology was the most prominent loser (-23.1%), followed by the consumer sector (-14.1%).

***Stock Market Outlook for 2024***

2024 prospects are moderately upbeat, as expectations of a globally falling interest rate cycle override the possibility of the US economy slipping into a recession. This point to the ringgit's recovery vs the US dollar and steady foreign equity inflows. Domestically, political stability and progressive policies to draw more FDI have improved Malaysia's investability.

Progressive policies include the creation of the Malaysia-Singapore Special Economic Zone within the Iskandar region, the National Energy Transformation Roadmap (NETR), the New Industrial Master Plan 2030 (NIMP), and loosening of the Malaysia My Second Home (MM2H) scheme.

Corporate earnings should rebound significantly in 2024 from 2023's depressed base, and we expect our coverage universe and the FBMKLCI to deliver earnings growth of 16.5% and 11.2% respectively. The key sector growth drivers for the FBMKLCI are plantation, telcos, utilities and gaming, while the non-FBMKLCI growth sectors are aviation, building materials, technology and oil & gas.

Compelling investment themes include: a) Iskandar 2.0; b) trade diversion and global semiconductor cycle recovery; c) the Green Agenda, NETR and export of renewable energy; d) blockchain; e) the plantation sector and the unfolding of the El Niño impact; f) China's economic recovery and the mass return of Chinese tourists; and g) quality high dividend yielders.

## SINGAPORE

***Review of 2023***

Singapore's GDP grew by a better-than-expected 1.2% yoy in 2023, according to advanced estimates, and in line with the Ministry of Trade and Industry's guidance of "around 1.0%". Importantly, Singapore's GDP grew by 2.8% yoy in 4Q23, beating consensus estimates, and was an acceleration compared to the 1.0% growth in the previous quarter. The two sectors with the strongest growth in 4Q23 were construction and information & communications which grew by 9.1% yoy while finance & insurance and professional services expanded by 3.9% yoy.

***Outlook for 2024***

UOB Global Economics & Markets Research (UOB GEMR) forecasts that Singapore's GDP will grow by 2.9% yoy in 2024 after the anaemic 1.2% seen in 2023. Its 2024 outlook is largely premised on a recovery in externally-oriented sectors such as manufacturing, wholesale trade, transportation & storage, and finance & insurance. These sectors could remain choppy in 1H24 given the soft external demand stemming from an elevated interest rate environment, and thus a more meaningful recovery may only occur in 2H24. Tailwinds from the post-pandemic boom in consumer-related sectors should dissipate in 2024 although further recovery in tourist arrivals from China could provide some marginal support. Singapore's overall Purchasing Managers Index (PMI) saw a broad-based improvement at the end of 2023, and this bodes well for an upturn in the electronics cycle and broader goods trade cycle through 2024, in our view. UOB GEMR forecasts that Singapore manufacturing will expand by a modest 4.0% yoy in 2024.

On the interest rate front, UOB GEMR predicts a US Fed Funds Target rate of 5.50% in 1Q24 before declining by 25bp per quarter to end at 4.75% in 4Q24. It forecasts the 10-year Singapore Government bond rate at 3.15% in 1Q24 and expects it to decline by 5bp per quarter to end at 3.00% by 4Q24. There is a possibility that interest rates could remain higher for longer should the US report stronger-than-expected economic data in 1Q24.

***Stock Market Review for 2023***

With a 4.7% total return in 2023, the Straits Times Index (STI) was the second-best performer in the Asia Pacific region after the Jakarta Composite Index.

At the sector level, the clear outperformer in 2023, and for the second year in a row, was the industrials sector as greater confidence in its profit-generating ability – especially through a downcycle – took hold, leading to a significant re-rating. Other sectors that outperformed were the aviation, financials, land transport and small/mid-cap sectors. Financials were positively affected by higher interest rates while pent-up demand led to higher-than-expected earnings in the aviation sector.

For the second year in a row, REITs underperformed as the sector fell out of favour due to high interest rates. More than half of the 21 REITs covered by UOB Kay Hian saw their share prices decline in 2023.

***Stock Market Outlook for 2024***

For 2024, our forecast year-end target for the STI is 3,290 using a top-down methodology. Our STI target uses a 2.4% yoy earnings growth for 2024, and a target PE and P/B of just under 12.9x and 1.0x respectively – both of these are around 15% discount to the past five-year average for the index. We believe that this discount is fair in view of risks to our earnings growth forecasts for 2024 given heightened recession risks.

We point out that using a bottom-up methodology and consensus earnings numbers would result in much higher STI targets of 3,600-3,800.

In our view, the STI's valuations are not stretched at present, trading at 2024F PE and P/B of 10.3x and 1.0x respectively and paying a yield of around 5.6%. Compared with emerging market peers and global developed markets, the Singapore stock market is inexpensive on a PE and P/B basis with one of the highest yields.

We continue to recommend an OVERWEIGHT position on consumer, land transport, property, selected REITs, shipyards & industrials, telecommunications and technology, while we are MARKET WEIGHT on aviation, banks, gaming, healthcare and plantations.

## THAILAND

***Review of 2023***

Thailand's economy grew 1.9% in 2023, lower than the 2.6% in 2022 mainly due to declining exports, weak government spending and rising interest rates. The services sector was still a key economic driver, thanks to recovering international tourist arrivals and improving post-COVID domestic consumption.

***Outlook for 2024***

UOB Global Economics & Market Research (GEMR) forecasts a GDP growth of 3.6% yoy in 2024 on expectations of more balanced growth as export growth turns positive, while government spending normalises after disappearing in the election year of 2023.

The services sector will remain a key economic growth driver, driven by tourism. The number of international tourist arrivals is making a recovery to the 2024 target of 35m set by Tourism Authority of Thailand (TAT), vs 28m in 2023. The Jan 24 data on international tourists (3.03m, +42% yoy) and Chinese tourists (0.50m, +454% yoy) will not only underpin but also provide upside to TAT's target, which is positive to tourism-related businesses.

We expect the Bank of Thailand to maintain its benchmark rate at 2.50% throughout 2024.

***Stock Market Review for 2023***

The SET Index declined around 15.15% in 2023 following a delay in the government's formation and earnings downgrades by companies, especially in the energy sector which was plagued by lower crude oil prices.

In terms of sector performance, only two sectors saw positive returns. The outperformers were professional service (+38.54%) and electronics (+4.37%). The worst performers were industrial material and machine (-37.42%) which was mainly pressured by the fraud case of STARK (-99.2%), packaging (-34.95%), and media (-20.41%).

In 2023, net buyers were local investors (Bt116b) and local institutions (Bt81b), while foreign investors (Bt192b) and proprietary trading (Bt5b) were net sellers. The market was mainly pressured by foreign investors' fund outflow.

***Stock Market Outlook for 2024***

We foresee sideways movement in the Thai equity market in 2024. While accelerating GDP growth would be positive to corporate earnings outlook, the wide policy rate gap between the US and Thailand would tend to weaken the baht and in turn limit foreign fund inflow. Therefore, the Thailand equity strategy for 2024 would be the bottom-up approach or selective buying.

Our investment themes for 2024 are: a) quality names with low debt levels and high cash flow visibility; b) sectors that benefit from a weakening baht, such as export (food & electronics) and services (tourism & healthcare); and c) defensive plays such as utilities and telecommunications.

Our 2024 target for the SET Index is 1,600, derived from 16.0x forward PE (five-year mean) and EPS of Bt100.

*This report describes UOB-Kay Hian Holdings Limited's corporate governance practices which are in essence in line with the principles and provisions of the Code of Corporate Governance 2018 (the "Code"). The Company is committed to maintaining a high standard of corporate governance, transparency and disclosure of material information.*

The Board of directors is responsible for the corporate governance of the Company and its subsidiaries. The directors of the Company have a duty to act honestly, transparently, diligently, independently and in the best interests of all shareholders, in order to enhance shareholders' interests. The major processes by which the directors meet their duties are described in this report.

Principles & Provisions

**Board's Conduct of Affairs**

The Board comprises 6 directors who as a group provide core competencies such as business, legal, finance, management and strategic planning experience, industry knowledge and customer-based knowledge. 1.1

For more information on the directors, please refer to the "Profile of Directors & Key Management Personnel" on pages 42 to 44.

Board's Roles

The Board oversees the overall strategy, provides entrepreneurial leadership, sets strategic objectives, establishes a framework of prudent and effective controls, supervises the management, reviews management performance and reviews the affairs and financial position of the Company and the Group. Matters which are specifically reserved for the Board's decision include: 1.1, 1.3

- semi-annual and annual results announcements;
- financial statements;
- declaration of interim dividends and proposal of final dividends;
- convening of shareholders' meetings;
- interested person transactions;
- major transactions such as material acquisition and disposal of assets, significant investments and funding & corporate guarantees.

The Board in its governance role, works together with Management to fulfill the long term economic, moral, legal and social obligations towards their stakeholders to create long term success and sustainability. Key stakeholders are shareholders, customers, employees, regulators and the community. 1.1, 13.1

All directors are regularly updated with changes in the relevant laws and regulations to assist them in discharging their duties and responsibilities. Directors have opportunities for continuing education in various areas and are kept informed of relevant training courses or talks organised both internally or by external authorities or organisations. 1.2

Fulfilling the responsibilities and duties of a director requires an individual's time and attention. Competing time commitments may be faced when a director holds multiple Board representations which may interfere with his performance as a director. Directors are expected to ensure effective commitment and spend sufficient time carrying out their responsibilities. To ensure that directors have sufficient time and attention to devote to the Board, the Company has capped the directors' directorships in other listed companies to 5.

The Board does not encourage the appointment of alternate directors and has not encountered any situation which requires such consideration.

Principles & Provisions

Board Committees

To facilitate effective management, certain functions are delegated by the Board to Board Committees, each with its own terms of reference. The Board is assisted by Audit, Remuneration and Nominating Committees. 1.5

The Board through its various sub-committees which are in turn governed by their respective terms of reference ensures compliance with legislative and regulatory requirements.

The following is a summary of directors' attendance at meetings of Board and Board Committees and general meetings of shareholders during the financial year ended 31 December 2023:

| Board members | Board | Audit Committee | Remuneration Committee | Nominating Committee | Annual General Meeting |
|---|---|---|---|---|---|
| Meetings held | 2 | 4 | 1 | 1 | 1 |
| | Meetings attended | | | | |
| Mr. Wee Ee Chao | 2 | N.A. | N.A. | N.A. | 1 |
| Mr. Tang Wee Loke | 2 | 3 | 1 | 1 | 1 |
| Mr. Kuah Boon Wee | 2 | 4 | 1 | N.A. | 1 |
| Mr. Andrew Suckling | 2 | 1 | 1 | 1 | 1 |
| Mr. Leong Kok Mun, Edmund | 2 | 4 | N.A. | 1 | 1 |
| Mr. Yeow David (Retired on 27 April 2023) | 1 | 1 | N.A. | N.A. | 1 |

The dates of meetings of all the Board Committees and Annual General Meeting are scheduled well in advance after consulting with the Board.

To assist the Board in the discharge of its duties, management provides the Board with periodic accounts of the Company and the Group's performance, position and prospects. Directors receive Board papers in advance of Board and Board Committee meetings. 1.6

The non-executive directors have separate and independent access to the Company's senior management and the Company Secretary. There is a procedure where any director may, in the execution of his duties, seek independent professional advice. All expenses, if any, in seeking professional advice will be borne by the Company. 1.7

Company Secretary's Roles

The key roles of the Company Secretary are to:

- be primarily responsible for administrative and reporting functions mandated by law;
- ensure Board procedures are followed;
- ensure effective communication between the Board, Board Committees, management and shareholders;
- advise the Board on governance matters; and
- attend all Board and Board Committee meetings.

The appointment and removal of the Company Secretary must be approved by the Board.

Principles & Provisions

**Board Composition & Guidance**

Non-executive directors make up a majority of the Board with five out of six directors being Non-Executive ("NED"). 2.3

The Board currently has three independent directors and three non-independent directors, following the redesignation of Mr. Tang Wee Loke on 17 October 2023 and the appointment of Mr. Tay Wee Jin Michael on 1 March 2024. Until the redesignation of Mr. Tang Wee Loke, the independent directors comprised a majority of our Board and it is our intention to appoint a further independent director in the near future to address, among other aspects, our compliance with Provision 2.2 of the Code of Corporate Governance 2018 ("the Code").

The Nominating Committee ("NC") is in the process of reviewing potential candidates, as always with a view to optimizing our board composition and taking into account our diversity objectives. 2.2

On an ongoing basis, the Board examines its size and, with a view to determining the impact of the number upon effectiveness, decides on what it considers an appropriate size for the Board to facilitate effective decision making taking into account the scope and nature of the Group's operations. 2.4

The Company's Board Diversity Policy strives to achieve an optimal composition by ensuring that diversity, primarily in terms of complementary skills, core competencies and experience, gender and other aspects of diversity, would benefit the Group and enhance its long term success. The Board Diversity approach aims to challenge management, mitigate groupthink and provide a range of experience and advice.

The company targets three main areas :

- Diversity in skills - core competencies and expertise, the Company seeks to maintain a representation of directors with different professional backgrounds and skillsets, including but not limited to business management, financial management, accountancy, marketing, operations and engineering. This ensures the Board possesses the necessary capabilities to provide effective oversight, strategic guidance, and informed decision-making.

- Diversity in industry experience - the Company seeks to maintain a representation of directors who bring a broad range of industry perspectives, including but not limited to stockbroking, banking, real estate, corporate finance, investment and financial services and other industrial and commercial services. This diversity of experience enhances the Board's ability to navigate evolving business landscapes, identify new opportunities and sustain competitive advantage.

- Diversity in regional and global experience - the Company aims to maintain diversity by seeking directors who bring regional and international perspectives and cultural understanding. This approach enables the Company to appreciate the complexities of regional and global markets, respect diverse customs and practices, and make informed decisions that consider the impact on a regional and global scale.

Independent Director's Roles

We have 3 independent directors, namely Mr. Kuah Boon Wee, Mr. Andrew Suckling and Mr. Tay Wee Jin Michael. They are independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officer 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. 2.1

Principles & Provisions

The roles of our independent and non-executive directors are to review and provide input on :

- the business strategy and overall performance of the Board and key management to ensure that they are consistent with the objectives of the shareholders;

- risks and sustainability; and

- our overall corporate governance processes to ensure that the interests of the shareholders are adequately protected.

The independent directors meet and interact without the presence of the other directors and management and provide feedback to the chairman after such meetings. 2.5

Chairman & Managing Director

Our chairman and managing director, Mr. Wee Ee Chao, is a highly regarded veteran in the stockbroking industry and has extensive experience managing this business. The Board considers that his dual role contributes significantly to the objective of managing the Company in a most effective and efficient manner, particularly given the size and nature of our business. Nevertheless, the overall structure and composition of our Board ensures that corporate governance aspects and shareholders' interests are fully addressed. In addition, the Audit, Remuneration and Nominating Committees are chaired by independent directors. 3.1

Though our chairman and managing director are the same person, we have not appointed a lead independent director as our chairman and managing director is balanced by a strong independent non-executive directors of the board that is able to engage the chairman and managing director on substantive business issues and corporate governance matters. 3.3

Chairman's Roles

The chairman's roles includes: 3.2

- leading the Board to ensure its effectiveness on all aspects of its role;

- ensuring effective communication with shareholders;

- encouraging constructive relations within the Board and between the Board and management;

- facilitating the effective contribution of independent/non-executive directors in particular; and

- promoting high standards of corporate governance.

The chairman ensures that Board meetings are held when necessary and sets the Board meeting agenda. The Board members are also provided with adequate and timely information for their review and consideration. 1.6

Managing Director's Roles

The managing director's roles includes: 3.2

- providing strategic direction in the day to day operations; and

- driving the group's growth segment.

Principles & Provisions

**Board Membership**

**Nominating Committee ("NC")**

The NC has 3 members comprising 2 independent directors, namely Mr. Andrew Suckling (chairman) and Mr. Kuah Boon Wee and non-executive non-independent director Mr. Leong Kok Mun, Edmund. 4.1, 4.2

The key terms of reference of the NC are: 1.4, 4.1

- to review and make recommendations to the Board on all board appointments and re-appointments and to consider the skills and experience required to ensure the Board has the appropriate balance of independent directors with the right expertise, skills, attributes and ability. New directors may be appointed by a Board resolution following which they are subject to re-elections by the shareholders at the next AGM;

- to oversee the composition and balance of the Board and to ensure that they meet the requirements under the Code;

- to ascertain that the independent directors meet the conditions and criteria set out in the Code and the Listing Manual;

- to assess the effectiveness of the Board as a whole and its Board Committees and the contribution by the chairman and each director to the effectiveness of the Board; and

- to review training and professional development programmes for the Board.

The NC is also tasked with developing, maintaining and reviewing relevant and appropriate recruitment, development and succession planning processes. 4.1

The NC, when making recommendations for new appointments to the Board, will consider the nominee's track record, experience, financial literacy, core competencies and ability to commit time and effort to carry out his or her duties and responsibilities effectively. 4.1

As part of the Board renewal process, Mr. Tay Wee Jin Michael was recommended by the NC and approved by the Board. Considerations include factors such as qualifications, directorship experience, business and management experience. 4.3

Upon appointment, each director is given a letter of appointment and is informed of his duties and obligations. To familiarise newly appointed directors with the Group's business and corporate governance practices, directors are provided with relevant materials of the Group's business which explain activities and how the Group's business is managed.

Any newly appointed director who does not have prior experience as a director of an SGX-ST listed company will undergo mandatory training as required under rule 210(5)(a) of the Listing Manual of SGX-ST (the Listing Manual) on the roles and responsibilities of a listed company director.

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, related corporations, its substantial shareholders or its officers, if any, which may affect their independence to the Board. 4.4

Principles & Provisions

Each independent director is required to provide an annual confirmation of his independence based on the conditions and criteria set out in the Code/listing rules and the independence of the independent directors has been thoroughly assessed and reviewed by the Nominating Committee and the Board. The Board is satisfied that the independent directors are considered independent as each of them has met all the conditions and criteria of independence under the Code and the listing rules. The independent directors also do not have any cross directorships with any of the Group companies. In addition, they do not receive any incentive compensation other than the fixed fees which are approved by shareholders at Annual General Meetings ("AGM"). The Board is assured that each of them is independent in conduct, character and judgment, objective and fully committed to their role as independent director and that they would continue to exercise independent and valuable judgment. 4.5

**Board Performance**

The Board also recognises that Board and key management personnel renewal is a continuing process and therefore periodically reviews the compositions of the Board and key management personnel to ensure that there are adequate succession plans in place, with the objective of maintaining strong leadership for long-term sustainability of the business.

There is a process for the NC to evaluate the performance of the Board and the Board Committees. Objective performance criteria used to assess the performance of the Board include: 5.1

- comparison with industry peers;
- return on assets; and
- return on equity.

The Board reviews the NC processes for assessing the effectiveness of the Board and the various Board Committees. No external facilitator was engaged during the financial year ended 31 December 2023.

Every year the NC will review each director based on its criteria and appoint them on the basis of their strength and calibre, field of specialization, experience, stature, character and commitment. Our current board age ranges from 48 years to 77 years old.

On an annual basis, the directors will perform a self-evaluation by completing a director self-evaluation form which would be reviewed by the NC. Where necessary, the chairman will act on the results of the performance evaluation. When new directors need to be appointed or existing directors retired, the chairman will inform and consult the NC. The minutes of the various Board Committee meetings are forwarded to the Board for their review. 5.2

Retirement and Re-election of Directors

Pursuant to the Company's Constitution and the SGX-ST Listing Manual, at least one-third of the directors are required to retire by rotation and submit themselves for re-election at each annual general meeting of the Company and all directors shall submit themselves for re-nomination and re-appointment at least once every three years. Newly appointed directors submit themselves for re-election at the first AGM following their appointments.

After reviewing and considering the NC's recommendations, the Board would make the decision to propose the re-election of directors for shareholders' approval.

Mr. Tang Wee Loke is due for re-election at the forthcoming AGM. Mr. Tang has consented to be re-elected as a Director of the Company. Mr. Wee Ee Chao has also been re-appointed by the NC as director and chairman of the Board.

Principles & Provisions

## Remuneration Matters

**Remuneration Committee ("RC")**

The RC has 3 members, comprising independent directors, namely Mr. Andrew Suckling (chairman), Mr. Kuah Boon Wee and Mr. Tang Wee Loke. The RC has access to external consultants for expert advice on executive compensation, if necessary. No external consultant was deemed necessary to be engaged during the financial year 2023. 6.1, 6.2

The RC reviews all aspects of directors' and key management's remuneration including termination terms, to ensure they are fair. The key terms of reference of the RC are: 1.4, 6.1

- to make recommendations to the Board with regard to the remuneration of directors and key management personnel and to ascertain that they are fairly remunerated; and

- to formulate the framework of remuneration for the directors and key management personnel.

The Group's remuneration policy is to provide compensation packages at market rates which reward successful performance and attract, retain and motivate directors and key management personnel (KMP). 7.3

The RC reviews the remuneration packages of the Company's executive directors and key management personnel, which are based on the performance of the Group and the individual, market conditions and remuneration levels within the industry.

There are no onerous termination clauses in the directors' and key management personnel's contracts of service.

When reviewing the structure of directors' fees, the RC considers their respective roles and responsibilities on the Board and in the Board Committees. All directors' fees are subject to the approval of the shareholders at AGM. 7.2

The nature of our industry and its considerable dependence on market conditions requires the Board and management to have a remuneration structure which is flexible and addresses short term profitability as well as long term objectives. Focus on long term objectives is ensured through long term retention of key management and staff, and consistent business strategy. As such, we do not see the need for long term incentive plans, which may create inflexibility and impact short term profitability. 8.3

Contractual provisions for reclaiming incentives do not appear relevant and we will consider such policy when the need arises.

Disclosure on Directors' Remuneration

The remuneration of the directors of the Company for the financial year ended 31 December 2023 is as follows: 8.1, 8.2

| Directors | Total Remuneration (S$'000) | Fees (%) | Fixed Salary (%) | Variable Income (%) | Total (%) |
|---|---|---|---|---|---|
| Wee Ee Chao | 6,561 | – | 7.41 | 92.59 | 100 |
| Tang Wee Loke | 56 | 100 | – | – | 100 |
| Kuah Boon Wee | 69 | 100 | – | – | 100 |
| Andrew Suckling | 50 | 100 | – | – | 100 |
| Yeow David (retired on 27 april 2023) | 14 | 100 | – | – | 100 |
| Leong Kok Mun, Edmund | 49 | 100 | – | – | 100 |

There are no benefits in kind, stock options, share-based incentives or other long-term incentives.

Principles & Provisions

The Company does not disclose the remuneration of the top five key management personnel (who are not directors). The Company's remuneration policy is to provide compensation packages at market rates which reward successful performance and attract, retain and motivate directors and key management personnel. The RC reviews all details of the remuneration packages of the executive directors and key management personnel (KMP), on an individual basis.

Individual remuneration is based on the performance of both the Group and the respective individual, market conditions and remuneration levels within the industry. In assessing individual performance, among other aspects, we consider contributions to short term profitability, long term objectives and risk management. 8.2

The Company makes full disclosure of the remuneration of the Directors and Managing Director with an explicit breakdown between fixed salary and variable income. Our KMP are remunerated in a similar manner to the executive directors and their compensation generally includes a high variable component in the form of a discretionary bonus which is determined annually. For 2023, this variable component comprised approximately 79.1% of total remuneration of the KMP. Aggregate discretionary compensation has been and continues to be very closely aligned with Group profitability.

The Company has taken into consideration the sensitive and confidential nature of remuneration matters and believes that disclosure of the remuneration packages of the KMP would be disadvantageous to its business and its shareholders' interests given the highly competitive human resource environment that the Company operates in. This sensitivity is exacerbated by the fact that we are the only listed brokerage house in Singapore.

In addition, the Company seeks to promote a collegiate senior team culture focused on collective performance and wished to minimize individual comparisons.

The Company is of the view that the intent of Principle 8 of the Code is met by the Company's remuneration policy and processes, the role of the RC and by the information provided.

Non disclosure does not compromise the ability of the Company to meet the code on good corporate governance as the RC, which comprises solely independent directors, reviews the remuneration package of such KMPs who are remunerated based on the performance of the Group to ensure that they are fairly remunerated.

The Company and its subsidiaries do not have any employee who is a substantial shareholder of the Company, or is an immediate family member of a director, the managing director or a substantial shareholder of the Company. 8.2

The Company does not have any employee share scheme. Employees may invest in our listed shares and benefit from our Scrip Dividend Scheme. 8.3

**Accountability and Audit**

**Risk Management and Internal Controls**

**Internal Control and Risk Management** 9.1, 9.2

The Board reviews on a quarterly basis the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls. Based on the work carried out by the internal auditor, the review undertaken by the external auditors as part of their statutory audit and certain agreed upon procedures, and the existing management controls in place, the AC and the Board are of the opinion that there are adequate and effective internal controls and a risk management system in place to address risks relating to financial, operational, compliance, information technology controls and risk management systems matters.

The system of internal controls is designed to reasonably manage rather than eliminate the risk of failure to achieve intended objectives. It can only provide reasonable and not absolute assurance against material misstatement or loss, errors, poor judgment, fraud and other irregularities and other unforeseen events. Principles & Provisions 9.1, 9.2

During the year, the AC, on behalf of the Board, has reviewed the adequacy and effectiveness of the Group's material internal controls. The processes used by the AC to review the adequacy and effectiveness of the system of internal control and risk management include:

- discussions with management on risks identified by internal audit;
- the audit processes;
- the review of internal and external audit plans; and
- the review of significant issues arising from internal and external audits.

The Board and AC have also received and reviewed the assurance from the managing director, the finance director, the internal audit manager and other key management personnel who are responsible, that the financial records have been properly maintained, the financial statements give a true and fair view of the Company's operations and finances and adequate effective risk management and internal control systems have been put in place. To manage the operations, financial and compliance risks, the Company has in place the following structures involving senior management:

- management oversight and control;
- risk recognition and assessment;
- control framework and segregation of duties;
- monitoring, communication and rectification; and
- audit and review.

**Audit Committee ("AC")**

The AC comprises 3 members, namely Mr. Kuah Boon Wee (chairman), Mr. Andrew Suckling and Mr. Leong Kok Mun, Edmund. Mr. Kuah and Mr. Suckling are independent directors and Mr. Leong is a non-executive non-independent director. All 3 members have related financial management expertise or experience. 10.2

None of the members of the AC were at any time a partner/director of the Company's existing audit firm. 10.3

The key terms of reference of the AC are:

- to review the adequacy and effectiveness of the internal control and risk management systems; 1.4, 10.1
- to review the audit plans and findings of the internal and external auditors;
- to review all announcements of financial results; and
- to review interested person transactions.

Principles & Provisions

The AC:

- has full access to and co-operation from management as well as full discretion to invite any director (executive or non-executive) to attend its meetings; 10.1

- has been given reasonable resources to enable it to complete its functions properly; and

- has reviewed findings and evaluations of the system of internal controls with the internal and external auditors.

The AC met a total of 4 times during the year. An executive director, the heads of internal audit, compliance, finance and the external auditors normally attend the meetings. Throughout the year, Mr. Kuah and the external auditors, Messrs Deloitte & Touche LLP, have direct access to the Internal Audit and will reach out to ask questions, if any. 10.5

**External Auditors**

The AC has reviewed and confirmed that Messrs Deloitte & Touche LLP is a suitable audit firm who satisfies the Company's audit obligations with adequate resources and experience and the assigned audit engagement partner, number and experience of supervisory and professional staff assigned to the audit, given the size and nature of the Group. The AC, having reviewed all non-audit services provided by the external auditors, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. A sum of S$118,687 was paid to the external auditors for non-audit services versus S$719,184 for audit fees rendered during the year. The AC annually reviews the independence of the external auditors. 10..5

The external auditors during their quarterly meetings with the AC will update the members of the relevant changes to the accounting standards.

Rule 715 requires an issuer to engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies.

| Company | External auditor |
|---|---|
| UOB Kay Hian Securities (M) Sdn. Bhd. | Deloitte PLT |
| PT UOB Kay Hian Sekuritas | Paul Hidajat. Arsono, Retno, Palilingan & Rekan (a member firm of PKF International) |
| UOB Kay Hian Securities (Philippines), Inc | Roxas Tabamo & Co. |
| UOB Kay Hian Securities (Thailand) Public Company | Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. |
| UOB Kay Hian (Hong Kong) Limited | Deloitte Touche Tohmatsu |

UOB Kay Hian (U.K.) Limited and UOB Kay Hian (U.S.) Inc. are not significant subsidiaries.

The Company has complied with rules 712, 715 and 716 of the Listing Manual on the appointment of auditors.

**Whistle-blowing**

The AC has established a whistle-blowing policy where staff may in confidence raise concerns about possible improprieties in matters of financial reporting, fraud or other matters, and to ensure that arrangements are in place for independent investigations of such matters. The Company will treat all information received and the identity of whistleblowers as confidential. It also commits to ensuring that whistleblowers will be treated fairly, and protected against reprisal, detrimental or unfair treatment for whistleblowing in good faith. The AC is empowered to conduct or authorise investigations into any activity within its terms of reference and obtain independent advice where it deems necessary. There were no incidents of concern received by the AC during the financial year 2023.

Principles & Provisions

**Internal Audit**

Internal audit performs continuous monitoring to ensure compliance with Group policies, internal controls and procedures designed to manage and safeguard the business and assets of the Group. The work of internal audit is focused on areas of greatest risk to the Group as determined through the audit planning process. The formal reports resulting from such reviews are provided to the AC and the chairman of the Board. The Company's external auditors, Messrs Deloitte & Touche LLP, contribute a further independent perspective on certain aspects of the internal financial control system arising from their work and annually report their findings to the AC. 10.4

The internal auditor's line of functional reporting is to the AC. Administratively, the internal auditor reports to the chairman and managing director of the Company.

The AC is satisfied that the internal audit function is independent and adequately resourced to carry out its duties effectively and has appropriate standing within the Company. The internal audit department is staffed by suitably qualified and experienced persons.

The AC regularly reviews the Company's internal audit function and whether the internal audit function meets the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors and it is of the opinion that the Company's internal audit function remains effective. The AC is also satisfied that the internal audit function is independent and are of the opinion that up to date adequate resourcing of internal audit remains challenging even if currently materially adequate. Adequate manpower and technology developments are key areas of focus. 10.1

**Shareholder rights and engagement**

**Communication with Shareholders and conduct of general meetings**

The Board regards the AGM as an opportunity to communicate directly with shareholders and to encourage participative dialogue. The members of the Board will attend the AGM and are available to answer questions from the shareholders. External auditors are also present to assist directors in addressing relevant queries by the shareholders. 11.1, 11.3

Separate resolutions are proposed for each issue at the AGM. Minutes of general meetings includes substantive and relevant comments or queries from shareholders relating to the agenda of the meetings and responses from the Board and management. The Company will post minutes of general meetings via SGXNET and on the Company's website within one month after the general meetings. 11.2, 11.5

The Company will continue to conduct voting by live poll at the coming physical AGM for greater transparency in the voting process. Votes cast will be tallied and announced to shareholders at the meeting and the detailed polling results released via SGXNET after the meeting.

The Company does not allow a shareholder to vote in absentia at general meetings, except through the appointment of a proxy, attorney or in the case of a corporation, a corporate representative, to cast their vote in their stead. 11.4

The Company has an Investor Relations Policy and strives to treat all its shareholders fairly and equitably, and protects and facilitates the exercise of shareholders' rights. 12.2, 12.3

To maintain transparency and fair dissemination to shareholders, the Company makes timely disclosures to the public via SGXNET and postings on the Company's website. Information on the Company's corporate financials and stock is available in the investor relations section of the Company's website. Where there is inadvertent disclosure made to a select group, the Company would make the same disclosure publicly to all others as promptly as possible. 12.1

Principles & Provisions

Shareholders and investors may contact the Company directly via our contact number and/or email address made available on our Corporate Website and the Company will respond to their questions in a timely manner. Shareholders and investors may also contact the Company's Share Registrar at the following address, B.A.C.S. Private Limited, 77 Robinson Road #06-03 Robinson 77 Singapore 068896. 12.1

The Annual Report 2023, Addendum to Shareholders in relation to the renewal of the Share Buyback Mandate, Notice of AGM and Proxy Form are posted on the Company's website at www.uobkayhian.com and released via SGXNET. 12.1, 13.3

In addition, shareholders and investors are able to contact the Company with questions or access information on the Company through the Company's website at www.uobkayhian.com.

AGM 2024

The Company's AGM 2024 will be held at the Auditorium, 8 Anthony Road, Singapore 229957 on Thursday, 25 April 2024 at 5:30 p.m. Shareholders should submit their written questions related to the resolutions to be tabled at the forthcoming AGM in advance of the lodgment of the proxy forms for the AGM, in accordance with the instructions set out in the Notice of AGM dated 9 April 2024.

The Board and management will address all substantial and relevant questions and will endeavour to publish its responses to those questions on the Company's website and SGXNET 48 hours prior to the closing date and time for the lodgment of proxy forms. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the AGM, the Board and management will address them live during the AGM. Please refer to the Notice of the AGM dated 9 April 2024 for more information.

Dividend Policy

Our dividend policy pays out 50% of distributable profits.

In view of this, the Board has recommended a first and final dividend of SGD0.092 per share for the financial year ended 31 December 2023, which is subject to the Shareholders' approval at the forthcoming AGM of the Company.

**Engagement with Stakeholders**

Other than our shareholders, our key stakeholders are our clients, regulators and employees. The Board recognises the need to balance the needs and interests of key stakeholders with those of the Company. We have established channels of communication for clients to provide feedback to management on various client related issues and for employees to communicate with the management on important developments within the Company. There is regular engagement with regulators to keep abreast of and to provide feedback on regulatory developments. 13.2

For more information, please refer to page 29 of the Sustainability Report.

Corporate Website

All material information on the performance and development of the Group and the Company is disclosed in a timely, accurate and comprehensive manner through SGXNET and the Company's corporate website: www.uobkayhian.com. 13.3

Principles & Provisions

**Dealings In Securities**

The Group has devised and adopted an internal code of best practices on securities transactions to provide guidance to its directors and officers in relation to dealings in the Company's securities. A system of reporting of securities dealings to the Company Secretary by directors has been established to effectively monitor the dealings of these parties in the securities of the Company. In addition, a circular is issued before the start of each moratorium period to remind officers to refrain from dealing in the Company's securities prior to the release of the Group's financial results. The officers of the Company are also discouraged from dealing in the Company's securities on short-term considerations.

Listing Manual Rule 1207(19)

With the adoption of semi-annual reporting from financial year 2020 and in accordance with rule 1207 of the Listing Manual, the Company and its officers should not deal in the Company's securities during the period commencing one month before the announcement of the Company's half year and full year financial statements.

**Interested Person Transactions**

The Company has established internal procedures to ensure that interested person transactions are undertaken on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and policies, and are not prejudicial to the interests of the Company and its minority shareholders and on terms which are generally no more favourable to the interested persons as defined in Chapter 9 of the Listing Manual, than those extended to or received from unrelated third parties.

Particulars of interested person transactions required to be disclosed under rule 907 of the Listing Manual are as follows:

| Name of interested person | Nature of relationship | Aggregate value of all interested person transactions in FY2023 (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to rule 920) | Aggregate value of all interested person transactions conducted in FY2023 under shareholders' mandate pursuant to rule 920 (excluding transactions less than S$100,000) |
|---|---|---|---|
| Peak Properties Pte Ltd | Company in which the chairman and managing director has an interest of 30% or more | S$519,694[(1)] | Not applicable |
| PT UOB Property | Subsidiary of the Company's controlling shareholder, United Overseas Bank Limited | S$140,520[(2)] | Not applicable |

(1) Receipt of rent for lease of 7,438 square feet of office space at 8 Anthony Road #01-02 Singapore.

(2) Payment of rent for lease of 13,983 square feet of office space in Jakarta.

**Material Contracts**

Except as disclosed in the directors' statement and financial statements, no material contracts (including loans) of the Company or its subsidiaries involving the interests of the managing director or any director or controlling shareholder subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

Listing Manual Rule 1207(8)

## STATEMENT OF THE BOARD

The Board recognises that sustainability is a key component of the UOB Kay Hian Group's long term business strategy. The Board is responsible and committed to building a sustainable business in the interests of its stakeholders while the Management steers and drives UOB Kay Hian's sustainability efforts.

## SUSTAINABILITY STRATEGY

Our sustainability strategy, approved by the Board, sets out the three pillars, Corporate Responsibility, Client Centricity and Human Capital, that support the Company's mission and guide us in creating sustainable value for our stakeholders.

**To be a trusted financial partner for our stakeholders**

| Corporate Responsibility | Client Centricity | Human Capital |
|---|---|---|
| • Ensure regulatory compliance<br>• Maintain highest standards of governance and risk culture<br>• Support local communities and social development<br>• Promote sustainable environmental practices | • Ensure fair dealing through highest professional and ethical standards<br>• Protect customer data and privacy through secure and robust systems and practices<br>• Create intuitive and impactful client experiences | • Develop high-performing teams and individuals , embrace diverse abilities and strengths, ensure workplace health, safety and well-being |

**Trust, Partnership, Service**

## SUSTAINABILITY GOVERNANCE

The Board, through the Company's Executive Committee (Exco), provides the strategic direction for the Company's sustainability practices. The Board reviews and approves the Company's material environmental, social and governance (ESG) factors and their corresponding metrics and targets. The Board also oversees the management and monitoring of these factors, including where relevant, climate-related risks and opportunities. The Board reviews the Company's performance against the established targets and reviews and approves relevant disclosures.

The Exco identifies and assesses the Company's material ESG factors for the Board's review and approval. The Exco, with the support of management, drives the sustainability practices to achieve the targets approved by the Board. The Exco is responsible for the ongoing management and monitoring of the material ESG factors, and reports the Company's performance in these factors to the Board.

The Company's Management implements the sustainability practices, and manages, monitors and reports the Company's performance in the material ESG factors to the Exco.

| | |
|---|---|
| **Board of Directors (Board)** | • Sets strategic direction for sustainability practices<br>• Reviews and approves material ESG factors and their metrics and targets<br>• Oversees management and monitoring of ESG factors<br>• Reviews performance in material ESG factors against targets |
| **Executive Committee (Exco)** | • Identifies and assesses material ESG factors<br>• Determines metrics for measuring performance in the material ESG factors<br>• Manages, monitors and reports performance of material ESG factors to the Board<br>• Determines and drives sustainability practices to achieve targets |
| **Management** | • Implements sustainability practices to achieve sustainability targets<br>• Manages, monitors and reports performance of material ESG factors to Exco |

## SCOPE OF REPORT AND REPORTING FRAMEWORK

This report focuses on the sustainability practices and strategy of the Singapore entities under the UOB Kay Hian Group of companies, unless otherwise stated, given the operational significance of these entities and the direct relevance of the Singapore operations to its key stakeholders' concerns. It seeks to meet the interest of our stakeholders in the non-financial information of the Group and demonstrates our effort to report to our shareholders and other stakeholders the steps we are taking to achieve a more sustainable business model and contribute to a more sustainable environment.

The sustainability report references the Global Reporting Initiative Sustainability Reporting Standards (GRI Standards) as it is a globally recognised and widely accepted standard for reporting. These standards are also in alignment with the SGX Sustainability Reporting Guide.

## ENGAGEMENT OF KEY STAKEHOLDERS

Ongoing communication, dialogue and collaboration with our key stakeholders to understand their interests and concerns, through various engagement methods, are essential in the execution of our sustainability strategy and achievement of long-term targets.

| Key Stakeholders | Interests and concerns | Engagement Methods |
|---|---|---|
| Clients | ● Capital markets<br>● Corporate news<br>● Investment strategy and tools | ● Seminars<br>● Workshops<br>● Sales engagement<br>● Social media platforms e.g. Facebook<br>● Customer service hotline/ feedback platforms |
| Employees | ● Performance<br>● Work Efficiency<br>● Product-related<br>● Talent retention and attraction<br>● Safety and well-being<br>● Training<br>● Safe work environment | ● Face to face/ virtual meetings and discussions<br>● Electronic communications<br>● Corporate events<br>● Regular dialogues<br>● Townhalls<br>● Staff awards |
| Shareholders / Investors | ● Performance<br>● Corporate governance<br>● Sustainability efforts | ● Announcements<br>● Semi-annual financial reporting<br>● Annual reports including sustainability reports<br>● General meetings<br>● Corporate website |
| Regulators | ● Regulations<br>● Cyber security<br>● Corporate governance | ● Dialogue<br>● Face to face/ virtual meetings |

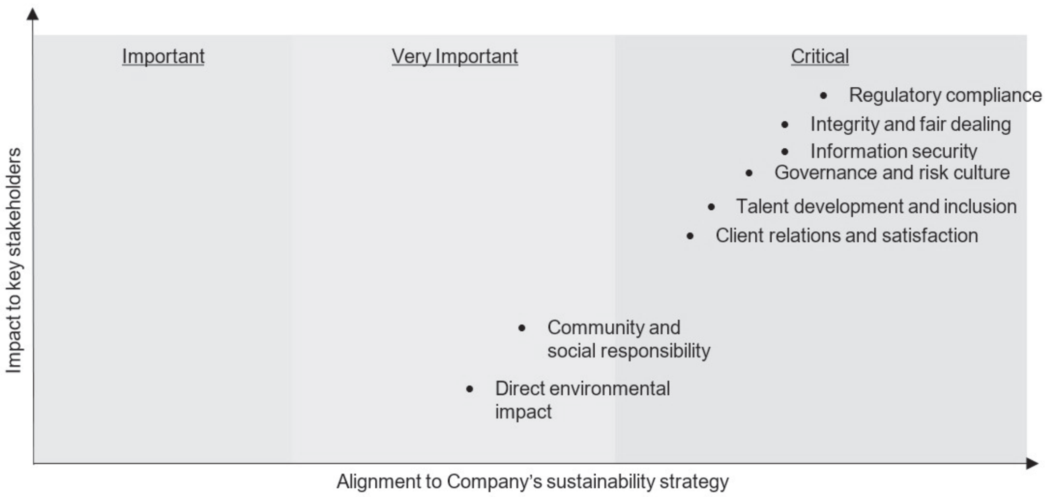
## MATERIAL ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) FACTORS

In 2023, we conducted a review of the material ESG factors reported in 2022 and performed a materiality assessment through a three-step process (Identify – Assess – Validate) to determine the ESG factors that are aligned with our sustainability strategy and have an impact on our key stakeholders. Six critical ESG factors and two very important ESG factors were identified through this assessment.

**Materiality assessment**

| Stage | What we did |
|---|---|
| Identify | The Exco, together with the Management team, reviewed the Company's business in context of its value chain and determined the ESG factors, that are relevant to the Company's Sustainability Strategy and has an impact on key stakeholders. |
| Assess | The Exco, together with the Management team, prioritised the identified ESG factors in a materiality matrix based on the degree of impact to key stakeholders and degree of alignment to the sustainability strategy of the Company. |
| Validate | The Board reviewed and approved the material ESG factors and materiality matrix. |

**Materiality matrix**




### (A) Critical factors

(i) Regulatory Compliance

Regulatory compliance is a cornerstone of our operations as it fosters trust and credibility with our key stakeholders. Upholding regulatory standards not only demonstrates our commitment to ethical conduct but also ensures the protection of our clients and key stakeholders. We view regulatory compliance as a fundamental principle guiding our actions, fostering transparency, integrity, and accountability throughout our organisation. By adhering to regulations, we strive to mitigate risks, uphold fairness, and contribute positively to the markets in which we operate.

Our organisation structure, operating policies and procedures are designed to ensure that appropriate segregation of duties and controls are in place to meet the regulatory standards set by the regulators. Independent audits and compliance checks are conducted on a regular basis to ensure that our systems and procedures adhere to and comply with regulatory standards and requirements. All audit report findings and status of remediation are reported to the Audit Committee on a quarterly basis to ensure measures are taken to address any regulatory and internal control lapses.

In response to evolving regulatory requirements and the increasing complexity of financial crimes, we have enhanced our Anti-Money Laundering (AML) and Countering the Financing of Terrorism (CFT) policies and procedures. Through comprehensive risk assessments and rigorous reviews of our existing frameworks, we have identified areas for improvement and implemented robust measures to mitigate potential vulnerabilities. This includes enhancing customer due diligence processes and implementing advanced transaction monitoring systems. Additionally, we have processes in place to stay abreast of regulatory changes and ensure alignment with regulatory requirements and best practices. Our ongoing commitment to enhancing AML/CFT controls underscores our dedication to maintaining the highest standards of integrity, transparency, and compliance, thus safeguarding our organisation and the financial system as a whole.

(ii) Integrity and Fair Dealing

We strive to develop a corporate culture which will give our clients the confidence that they are dealing with a financial institution where fair dealing is central to the corporate ethos. The confidence clients place in us and their trust in our ability to help them manage and safe-keep their assets is a core ingredient to the success of our business. To achieve this, we:

(a) Inculcate a corporate culture where fair dealing is the responsibility of everyone at the Company. Our trading representatives and staff apply the highest professional and ethical standards, embodied in our Code of Ethics & Conduct and our Conduct Risk Appetite Statement, in dealing with our clients. Checks are in place to ensure there are no conflicts of interest in handling of client orders;

(b) Conduct reviews to ensure that our staff and trading representatives satisfy the 'fit and proper' criteria for the role they are engaged in;

(c) Have procedures in place to ensure that investment products are screened by our product committee and proper client assessments are conducted where necessary; and

(d) Procedures are in place to ensure that there is no conflict of interest in the handling of market sensitive information.

In addition, we monitor and report client feedback and complaints to management on a regular basis. Management reviews the feedback and complaints to ensure fair dealing outcomes are met and the Company continuously enhances its service levels and client satisfaction. We believe in instilling a culture of doing what is right and fair to the clients in the handling of complaints.

(iii) Information Security

As a provider of stockbroking services, we are in possession of client sensitive information, we are mindful that we are exposed and vulnerable to cyber security-related threats prevalent in the digital era. Such threats if not properly addressed could potentially cause disruption to our services and leakage of sensitive information. In protecting and enhancing our information security, we have implemented a two factor authentication process for our Virtual Private Network ("VPN") access by staff who work from home.

We cater to an increasingly technology savvy and sophisticated clientele, reliance on technology to service our clients will increase. We recognise that this will increase our risks and exposure to cyber security threats and it is thus important that we strike the correct balance between having a user-friendly and accessible platform and at the same time ensuring that sufficient security checks and controls are in place to protect sensitive information.

To retain the confidence and trust of our clients, it is critical that we have a robust and reliable trading and back-office system as any disruption can cause financial and reputational damage.

To address this, we conduct regular vulnerability assessments of our networks and systems to ensure that vulnerabilities identified are resolved timely. We continue to invest in security and surveillance systems and at the same time enhance our recovery capabilities in the event unlikely emergencies arise.

We regularly benchmark ourselves against the technology risk management guidelines issued by the regulators to ensure that we meet the standards expected.

(iv) Governance and Risk Culture

Our corporate governance report is set out in pages 16 to 28 of our annual report which should be read in conjunction with this section.

Risk culture plays an important role in influencing the actions and decisions taken by staff and trading representatives and in shaping our attitude toward our stakeholders. We believe that a strong risk culture mitigates conduct risk and safeguards our reputation as we create long-term value for our stakeholders.

To reinforce a strong risk culture among staff and trading representatives, we have established a Risk Culture and Conduct Risk Framework to ensure that prevailing risk culture and conduct risk are systematically monitored and assessed and areas of concern proactively addressed. Two management committees, Risk Culture Committee and Human Capital and Conduct Committee, have been set up to ensure that risk-related decisions and initiatives are aligned to the framework and are managed holistically. In addition, the risk culture and conduct risk dashboard provides the Audit Committee and the Board with an overview of the state of risk culture on a regular basis.

To further promote awareness of and instill risk culture, a structured communication plan has been implemented to ensure consistent culture and conduct-related communications across our operations. We have appointed Risk Culture Champions within departments as ambassadors of risk culture and proper conduct to advocate positive risk culture and conduct behaviours. To encourage staff and trading representatives to share their views or raise matters of potential concern in a safe and secure manner without fear of reprisals, we have several speak up channels and a whistleblowing policy in place. All reported cases are to be investigated thoroughly to ensure resolution and all cases are reported to the Board through the Audit Committee.

(v) Talent Development and Inclusion

Our staff and trading representatives are our key assets. We believe in an all-inclusive work environment and we have a multi-cultural and multi-generational workforce. As a regional broker with footprints in the major regional markets, we recognise that we deal with clients and colleagues from diverse cultural backgrounds. In our dealing with our overseas clients and colleagues, we are mindful of the need to be sensitive to the cultural diversity of the clientele of the different countries. We believe it is important that where possible, local talent across all levels are hired in our overseas offices.

We recognise the importance of having a relevant human capital strategy to ensure that we are able to recruit and retain the right talent in the competitive environment we operate in. We believe in nurturing our talent, managing employee performance, cultivating leadership skills and planning for succession.

We have in place a holistic and sustainable package to attract and incentivise the right talent. We recognise the need to help our colleagues build a meaningful career and provide a physically and professionally conducive environment to help our colleagues achieve their professional goals.

To achieve this, we:

a. offer a sustainable performance bonus, in addition to a basic salary, based on the Company's as well as the employee's performance;

b. identify and promote deserving staff with potential to develop their career in the organisation;

c. conduct regulatory, technical and soft skills training to help our staff keep abreast of the demands of their jobs. In FY2023, we organised various engagement and training programmes to deepen employees' expertise and capabilities as well as improve their soft skills. This includes leadership training for our department heads, Microsoft Excel, Power Apps and Power Automate and Python training for our staff who challenge the status quo of processes in seeking efficiency; and

d. established processes for setting key performance indicators (KPIs) for all staff and for staff to receive performance and career development reviews from their reporting managers

e. ensure principles of fair employment are adhered to in our HR policies and we abide by labour laws and are guided by the Tripartite Guidelines.

In order to have a sustainable business, we recognise the importance of renewing and refreshing our talent pool and preparing staff with the potential to assume key management and leadership positions.

We recruit graduates and mid-career professionals looking for a career switch from within and outside the industry and groom them to take on various roles within the organisation.

Our clientele includes millennials to those in the pioneer generation age groups. Some clients feel more comfortable having a trading representative to exchange ideas and to assist them in their investment decisions. Our trading representatives' varied age groups enable them to connect, appreciate and assist our clients according to their investment needs.

We are committed to gender equality and equal opportunities. We hire and promote based on suitability and merit. Our workforce which comprises the following remain stable and diverse:

| **AGE PROFILE** | **2023** | **2022** | **2021** | **2020** |
|---|---|---|---|---|
| 35 years and below | 37% | 48% | 29% | 28% |
| 36-50 | 28% | 24% | 36% | 35% |
| >50 | 36% | 28% | 35% | 37% |
| Total | 100% | 100% | 100% | 100% |

| **GENDER MIX** | **2023** | **2022** | **2021** | **2020** |
|---|---|---|---|---|
| Male | 50% | 48% | 46% | 43% |
| Female | 50% | 52% | 54% | 57% |
| Total | 100% | 100% | 100% | 100% |

We believe that staff welfare is an important supplement to the remuneration package offered to our employees. In this respect, we provide health and dental care and free annual health screening.

Engagement and fulfillment are key to talent retention. To engage staff and trading representatives, company-wide events are organised regularly to promote camaraderie and intra and inter department interactions.. On top of that, we have staff recognition awards in place such as the Employee of the Year Award, Service Excellence Award and Process Improvement Award to recognise and reward staff's effort in displaying positive risk culture and commendable behaviours, providing excellent service and improving customer experience and efficiency respectively. Long serving staff and sales personnel are also recognised with long service awards.

(vi) Client relations and satisfaction

Our client base comprise of financial institutions, fund management companies, corporations, high net worth and mass market retail clients. Each group of clients will have their own investment and trading strategies and will require different types of services and levels of engagement from us. As a trusted financial partner and responsible broker, we see ourselves having an important role sharing our knowledge and helping to develop the capital markets in the region. Over the years, the ease of access to information and technology have enabled our clients to rely less on trading representatives to make informed self-directed investments. We are committed to educating the investment community and providing a robust platform and relevant investment/trading tools to help investors make better investment/trading decisions through:

**Trading tools**

As part of our continuous efforts to provide a better trading experience and more opportunities for a diversified portfolio for our clients, we launched the Chinese version for the UTRADE SG Mobile App and introduced two new markets, the Stock Exchange of Thailand (SET) and Australian Securities Exchange (ASX), on UTRADE in FY 2023. In addition, we were the first in the market to introduce an omni-service corporate action submission portal which empowers clients to submit corporate action instructions online for all markets while enabling trading representatives to continue to provide high-touch services to clients. Clients are now automatically notified via email and UTRADE Mobile App notifications when there are corporate action events on their shareholdings and they can simply submit their instructions directly through UTRADE.

Regular seminars and workshops on trading tools, corporate and market updates on the major regional and global markets are conducted during the evenings and weekends.

**Presentations**

We continue to offer presentations by fund houses and listed companies while taking into consideration the diversified interests of our clients, ranging from those who are looking for more stable but better yield instruments to those who have the appetite for riskier stocks with potentially better capital gains.

**Technology and Research**

We continuously invest in technology and research to enable our increasingly tech-savvy clients make better investment decisions.

**Feedback**

Engage our clients actively and solicit feedback on their various investment needs.

**Client Centricity**

We see the importance of having a client centric culture that goes beyond the front line staff. All staff, including back room staff should keep in mind the end-client perspective when performing day to day tasks and process reviews. In FY 2023, as part of our process review initiatives, improvement in client engagement procedures, digitalisation and simplification of processes continue to reflect our focus on the customer journey. We are also revamping our client servicing technologies and system to improve client experience and backroom efficiency. UOBKH was ranked first in The Straits Times Singapore's Best Customer Service 2023/24 Award in recognition of our staff's dedication and commitment to high customer service standards.

**(B) Important factors**

(i) Community and Social Responsibility

We are committed to making a positive impact beyond our bottom line by actively engaging in initiatives that uplift and support those in need and benefit the community.

We believe in nurturing and investing in the next generation to build a brighter future for both individuals and society as a whole. Through our tie-up with a tertiary institution, we continue to sponsor scholarships to deserving students to recognise their scholastic and all-round achievements. Additionally, we offer internship opportunities to students, providing them with invaluable hands-on experience, mentorship and networking opportunities while empowering them to develop the skills and confidence needed to thrive in their chosen fields.

In 2023, we made various donations totaling S$4.1 million to charities, funds and non-profit organisations such as the Lee Kuan Yew Centennial Fund, Thye Hua Kwan, Ren Ci and St. John's Home for Elderly Persons.

In our endeavour to be agents of positive change in the communities we operate in, we kickstarted a volunteer program in October 2023 comprising of a partnership with SUN-DAC to support their activities and a half-day volunteer leave for all staff who are encouraged to utilise it to support charitable causes of their choice.

(ii) Direct environmental impact

We are committed to integrating sustainable practices into every aspect of our operations. Our environmental practices are guided by a commitment to minimizing our carbon footprint and reducing the depletion of our natural resources. We constantly remind our staff and trading representatives to reduce paper, electricity consumption and water usage. Electronic devices, lighting and air-conditioning in the office are turned off after office hours where possible.

**Electricity and Water Consumption (Singapore)**

| | 2023 | 2022 | 2021 | 2020 |
|---|---|---|---|---|
| Electricity consumption (million kWh) | 3.361 | 3.343 | 3.591 | 3.615 |
| Water consumption (‘000 cu M) | 7.6 | 10.8 | 8.0 | 9.2 |

**Greenhouse Gas Emissions (Singapore)**

a. **Scope 1 GHG emissions:** This is not significant for the Company as the Company does not have direct emissions except from one company-owned vehicle. All our despatch staff have moved to using public transport which is more environmentally friendly.

b. **Scope 2 GHG emissions:** Indirect emissions associated with the generation of purchased electricity consumed by the Company is 1.4 million kg $CO_2$.

Related risks:

i. Market risk – Changes in energy markets, such as price fluctuations or availability of low-carbon energy sources, can affect the cost and reliabiliy of purchased electricity.

ii. Regulatory risk – Policies promoting renewable energy or carbon pricing mechanisms can impact the cost and availability of electricity, potentially influencing a company’s operational costs.

iii. Reputational risk – High Scope 2 emissions resulting from the use of carbon-intensive electricity sources can harm a company’s reputation, especially if stakeholders perceive it as lacking commitment to sustainable practices.

c. **Scope 3 GHG emissions:** Emissions from business travel by employees is not significant as business travel is not frequent and limited to senior management and key staff.

**Key climate-related risks and opportunities and their potential impact**

Climate-related risks are identified, assessed and monitiored, if any, by Management in accordance to UOB Kay Hian Pte Ltd’s Business Risk Management Policy process and risk assessment methodology. Climate-related risks are considered by individual departments when performing their risk assessments. Any climate-related risks to individual departments will be identified, assessed and managed with mitigating controls as per the department risk template to be reviewed and attested to annually. The Company has identified the following key climate-related risks and opportunities and the potential impact over various time horizons:

a. **Transition risk:** Increased expectations and scrutiny from clients, investors, regulators and other stakeholders on responsible conduct and climate and emission reduction.

Potential impact: (Short / medium / long term) Heightened scrutiny and reputational impact from the Company’s environmental policies and practices and financing of unsustainable businesses, leading to reduced ability to attract and retain both clients and talent.

b. **Physical risk:** Increased severity and frequency of extreme weather events e.g. heat waves, floods, droughts.

Potential impact: (Short / medium / long term) Disrupted operations, damaged physical assets, lower labour productivity.

c. **Green issuances, sustainable financing and ESG investing:** Increased client interest in ESG factors and demand for green investment products and sustainable investments e.g. green bonds, companies with lower carbon emissions impact.

Potential impact: (Short / medium term) Higher revenues, as well as client attraction and retention, through offering ESG-focused investment advisory and research, analysis and ratings on companies’ ESG performance for the equities market and development of ESG-focused investment funds and products and facilitating the issuance and trading of green and other ESG-focused products.

**Scenario analysis**

Referencing the Network for Greening the Financial System (NGFS) scenarios, the Company considered the following 3 scenarios:

1. **Net Zero 2050**: Assumes stringent climate policies and innovation are introduced immediately but in an orderly manner, limiting global warming to 1.5 degree Celsius.

2. **Delayed Transitio**n: Assumes delayed and disorderly implementation of climate policies, limiting global warming to below 2 degree Celsius.

3. **Current Policies**: Assumes that only currently implemented policies are preserved, leading to about 3 degree Celsius of warming.

Based on the 3 scenarios considered, the corresponding impact to the Company is assessed using the Company's risk assessment methodology:

| Scenarios | 1. Net Zero 2050 | 2. Delayed Transition | 3. Current Policies |
|---|---|---|---|
| **Physical risks impact** | Low<br><br>Limited physical risks impact to the Company due to lower severity and frequency in extreme weather events. A strategic response is not needed in this scenario. | Low<br><br>Limited physical risks impact to the Company due to lower severity and frequency in extreme weather events. A strategic response is not needed in this scenario. | Low<br><br>With severe and frequent extreme weather events, impact due to disrupted operations and lower productivity is low as staff and trading representatives are able to work from home. |
| **Transition risks impact** | Low<br><br>Impact of transition risk is mitigated through disclosures of Company's direct environmental impact and environmental practices, metrics and targets. | Low<br><br>Impact of transition risk is mitigated through disclosures of Company's direct environmental impact and environmental practices, metrics and targets. | Low<br><br>Given no new climate policies will be implemented, there is low transition risks impact on our corporate clients and on the Company. |

**SUSTAINABILITY TARGETS AND PERFORMANCE**

The Board reviewed and approved the Company's material ESG factors and their corresponding metrics and targets. For FY 2023, we had achieved the targets set for 7 out of 9 sustainability metrics. The following targets were not met:

(a) Average training hours per employee per year

Although we did not meet the staff training target for 2023, we remain steadfast in our commitment to achieve this goal by continuing to provide comprehensive training opportunities for our staff so as to equip them with the skills and knowledge necessary to excel in their roles and drive the company forward. Apart from mandatory staff training programs, we will continue to facilitate specialised trainings for staff to deepen their technical and soft skills in FY 2024.

(b) Average voluntary hours per employee per year

We are in the early stages of cultivating a culture of volunteerism within the Company as the staff volunteer program was only established in October 2023. While we recognise that building a culture that actively encourages and supports volunteer participation takes time, we will continue to promote the volunteer program in FY 2024 and are confident that staff participation will continue to grow and we will achieve our target in the near future.

| Material ESG Factor | Sustainability Metric | Sustainability Target | FY 2023 Performance | Met / Did not Meet |
|---|---|---|---|---|
| **Regulatory compliance** | Number of significant fines or non-monetary sanctions per year | 0 | 0 | Met |
| **Integrity and fair dealing** | Client complaints resolved within established standards per year | > 90% | 100% | Met |
| **Information Security** | Number of significant information security incidents per year | 0 | 0 | Met |
| **Governance and risk culture** | Percentage of independent board members | > 50% | 53% | Met |
| **Talent development and inclusion** | Average training hours per employee per year | > 4 hours | 2.4 hours | Did not meet |
| **Client relations and satisfaction** | Average Customer Satisfaction Survey Score per year | > 90% | 98% | Met |
| **Community and social responsibility** | Monetary contributions to local tertiary institute(s) and/or charities per year | > S$100,000 | $4.1 million | Met |
| | Average voluntary hours per employee per year | > 1 hour | 0.1 hour | Did not meet |
| **Direct environmental impact** | Percentage reduction in electricity consumption per year, with 2020 as baseline (2020: 3.615 kWh million) | > 5% | 7% reduction | Met |

## GRI Content Index

| | |
|---|---|
| **Statement of use** | UOB-Kay Hian Holdings Limited has reported the information cited in this GRI Content Index for period from 1 January 2023 to 31 December 2023 with reference to the GRI standards. |
| **GRI 1 used** | GRI 1: Foundation 2021 |

| GRI Standard | Disclosure | Location / Reference |
|---|---|---|
| **GRI 2: General Disclosures 2021** | 2-1 Organizational details<br>Legal name | UOB-Kay Hian Holdings Limited |
| | Nature of ownership and legal form | Public Limited company listed on the Singapore Stock Exchange and regulated by The Singapore Exchange Securities Trading Limited ("SGX-ST") |
| | Location of its headquarters | Singapore |
| | Countries of operation | Singapore, Hong Kong, Thailand, Malaysia, Indonesia, Philippines, Shanghai, London, New Jersey and Toronto |
| **GRI 2: General Disclosures 2021** | 2-2 Entities included in the organization's sustainability reporting | UOB Kay Hian Private Limited<br>UOB Kay Hian Credit Pte. Ltd.<br>UOB Kay Hian Properties Pte. Ltd. |
| **GRI 2: General Disclosures 2021** | 2-3 Reporting period, frequency and contact point | 1 January 2023 to 31 December 2023; annually; cs@uobkayhian.com |
| **GRI 2: General Disclosures 2021** | 2-4 Restatements of information | There was an error made on page 35 of the Annual Report 2022. It was stated that the organization is regulated by the Monetary Authority of Singapore and that is incorrect and has been corrected in the Annual Report 2023. |
| **GRI 2: General Disclosures 2021** | 2-5 External assurance | No external assurance |
| **GRI 2: General Disclosures 2021** | 2-6 Activities, value chain and other business relationships | page 3 |
| **GRI 2: General Disclosures 2021** | 2-7 Employees | page 30, 33, 34, 37 and 38 |
| **GRI 2: General Disclosures 2021** | 2-9 Governance structure and composition | page 2, 16-19 and 29 |
| **GRI 2: General Disclosures 2021** | 2-10 Nomination and selection of the highest governance body | page 20-21 |
| **GRI 2: General Disclosures 2021** | 2-11 Chair of the highest governance body | page 19 |
| **GRI 2: General Disclosures 2021** | 2-12 Role of the highest governance body in overseeing the management of impacts | page 29 |
| **GRI 2: General Disclosures 2021** | 2-13 Delegation of responsibility for managing impacts | page 29 |
| **GRI 2: General Disclosures 2021** | 2-14 Role of the highest governance body in sustainability reporting | page 29 and 31 |

| GRI Standard | Disclosure | Location / Reference |
|---|---|---|
| **GRI 2: General Disclosures 2021** | 2-15 Conflicts of interest | page 24-25 |
| **GRI 2: General Disclosures 2021** | 2-16 Communication of critical concerns | page 25 |
| **GRI 2: General Disclosures 2021** | 2-17 Collective knowledge of the highest governance body | The Board of directors have attended the SID LED - Environmental, Social and Governance Essentials (Core) FY 2022 |
| **GRI 2: General Disclosures 2021** | 2-19 Remuneration policies | page 22 |
| **GRI 2: General Disclosures 2021** | 2-20 Process to determine remuneration | page 23 |
| **GRI 2: General Disclosures 2021** | 2-26 Mechanisms for seeking advice and raising concerns | page 25 and 33 |
| **GRI 2: General Disclosures 2021** | 2-27 Compliance with laws and regulations | page 38 |
| **GRI 2: General Disclosures 2021** | 2-29 Approach to stakeholder engagement | page 30 |
| **GRI 3: Material Topics 2021** | 3-1 Process to determine material topics | page 31 |
| **GRI 3: Material Topics 2021** | 3-2 List of Material Topics | page 31 |
| **GRI 3: Material Topics 2021** | 3-3 Management of Material Topics | page 31-38 |
| **GRI 205: Anti-corruption 2016** | 205-2 Communication and training about anti-corruption policies and procedures<br>205-3 Confirmed incidents of corruption and actions taken | page 31-32 |
| **GRI 302: Energy 2016** | 302-1 Energy consumption within the organization<br>302-4 Reduction of energy consumption | page 36 |
| **GRI 303: Water and effluents 2018** | 303-5 Water consumption | page 36 |
| **GRI 404: Training and education 2016** | 404-1 Average hours of training per year per employee<br>404-2 Programs for upgrading employee skills and transition assistance programs<br>404-3 Percentage of employees receiving regular performance and career development reviews | page 33 and 38 |
| **GRI 405: Diversity and equal opportunity 2016** | 405-1 Diversity of governance bodies and employees | page 18, 34 and 42 |
| **GRI 413: Local Communities 2016** | 413-1 Operations with local community engagement , impact assessments, and development programs | page 35, 37 and 38 |

**Climate-related disclosures**

The following climate-related disclosures are consistent with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

| TCFD Recommendations | Disclosure | | Reference |
|---|---|---|---|
| **1. Governance** | (a) | Describe the board's oversight of climate-related risks and opportunities | page 29 |
| | (b) | Describe the management's role in assessing and managing climate-related risks and opportunities | page 29 |
| **2. Strategy** | (a) | Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term. | page 36 |
| | (b) | Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning. | page 36 |
| | (c) | Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario. | page 37 |
| **3. Risk Management** | (a) | Describe the organisation's processes for identifying and assessing climate-related risks. | page 36 |
| | (b) | Describe the organisation's processes for managing climate-related risks. | page 36 |
| | (c) | Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management. | page 36 |
| **4. Metrics and Targets** | (a) | Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. | page 36 |
| | (b) | Disclose Scope 1, Scope 2 and if appropriate Scope 3 greenhouse (GHG) emissions, and the related risks. | page 36 |
| | (c) | Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets | page 38 |

**Directors of UOB-Kay Hian Holdings Limited**

**Mr. Wee Ee Chao** – holds a Bachelor of Business Administration degree from American University (USA). He joined Kay Hian & Co (Pte) in 1981 as Managing Director and became Chairman of Kay Hian Holdings Limited in 1996. He has been closely involved in the management and growth of UOB Kay Hian over the last 42 years. In August 2000 when UOB-Kay Hian Holdings Limited was incorporated with the merger of Kay Hian Holdings Limited and UOB Securities (Pte) Ltd, Mr. Wee was appointed Chairman of UOB-Kay Hian Holdings Limited.

Besides his stockbroking involvement in UOB Kay Hian, Mr. Wee is also involved in investment and real estate development in the region. He serves on the Board of Haw Par Corporation Ltd and UOL Group Limited as a Non-Executive Director and is also a Director of Kheng Leong Co. Pte. Ltd. and Wee Investment Group. He was appointed Chairman of the Singapore Tourism Board from January 2002 to December 2004. He was also the First Vice-President of the Real Estate Developers' Association of Singapore ("REDAS") from 2005 to 2006 and continued to serve on the committee of REDAS from 2007 to 2010.

**Mr. Tang Wee Loke** – holds a Bachelor of Business Administration degree from University of Hawaii. He began his career in Kay Hian & Co (Pte) as an Analyst in 1973 and became a Director in 1977. He was appointed Deputy Managing Director of Kay Hian James Capel Pte Ltd in 1990 and of UOB-Kay Hian Holdings Limited in 2000 following the merger of UOB Securities (Pte) Ltd and Kay Hian Holdings Limited.

He retired from his position as Deputy Managing Director in December 2007 and remained as an Executive Director of UOB-Kay Hian Holdings Limited until 31 December 2011. He was appointed Non-Executive Director from 1 January 2012 and has from 1 January 2015 become an Independent Director. He was redesignated as a Non-Executive Non-Independent Director from 17 October 2023. He was appointed a member of the Remuneration Committee on 1 May 2015.

He was a committee member of the Stock Exchange of Singapore from 1986 to 1999. He served on the SGX board as an Independent Director from December 2002 to September 2007. He was the founder chairman of the Securities Association of Singapore, which represents the interest of securities trading members in Singapore.

**Mr. Kuah Boon Wee** – was appointed Independent Director of UOB-Kay Hian Holdings Limited, Chairman of Audit Committee and member of Remuneration Committee on 3 May 2016. He was appointed as a member of the Nominating Committee from 31 October 2023.

Mr. Kuah is the Group Chief Executive Officer of MTQ Corporation, an oil and gas engineering and subsea services company listed on the SGX. Prior to that, he had worked from 2004 to 2010 in PSA International and served as CEO of South East Asia and Singapore Terminals (from 2007 to 2010) and Group Chief Financial Officer (from 2004 to 2007).

He has a Bachelor of Engineering Degree (1st Class Honours) from Imperial College of Science and Technology, London and is also a Fellow of the Institute of Chartered Accountants of England and Wales.

Mr. Kuah serves on the board of The Hour Glass Limited and Sing Investments & Finance Limited. He is a Council Member of the Singapore National Employers Federation and the Singapore Chinese Chamber of Commerce and Industry.

**Mr. Andrew Suckling** – holds a Master of Arts (Honours) Degree from Oxford University and is a member of the Institute of Chartered Accountants in England and Wales. From 3 May 2016, he was appointed as an Independent Director of UOB-Kay Hian Holdings Limited, Chairman of the Remuneration Committee and a member of the Nominating Committee.

On 31 October 2023 he was appointed as a member of the Audit Committee and on 5 February 2024, chairman of the Nominating Committee.

Mr. Suckling has more than 30 years of experience in the finance industry, primarily working in investment banking. He is based in Singapore.

**Mr. Tay Wee Jin Michael** - holds a Bachelor of Arts (First Class Honours) degree in Business and International Management from Oxford Brookes University, United Kingdom. He was appointed as an Independent Director of UOB-Kay Hian Holdings Limited on 1 March 2024.

Mr. Tay is the Group Managing Director of The Hour Glass Limited. He served on the Boards of the National Heritage Board and the Singapore Tyler Print Institute. He was also a member of the governing council for the NTU Centre for Contemporary Art and an advisory board member of Art Basel Cities and Art SG; institutions engaged in the advancement of the heritage and visual arts sector.

**Mr. Leong Kok Mun, Edmund** – was appointed a Non-Executive Non-Independent Director of UOB-Kay Hian Holdings Limited and a member of the Audit Committee on 1 June 2021. He was appointed a member of the Nominating Committee on 5 February 2024.

Mr. Leong is the Managing Director, Head of Group Investment Banking of United Overseas Bank Limited ("UOB"). He is responsible for the investment banking business of UOB spanning debt & equity capital markets, corporate finance & advisory, infrastructure & project finance and syndicated financing. He has more than 25 years of investment banking origination and execution experience. Mr. Leong also represents UOB as a Director of UOB Asset Management Ltd and a Non-Executive Director of ICHX Tech Pte. Ltd., which owns ADDX, a full-service capital markets platform with Monetary Authority of Singapore (MAS) licenses for the issuance, custody and secondary trading of digital securities.

Prior to joining UOB in 2015, he led the debt capital markets team at the investment banking arm of an international financial group. He also held senior roles specialising in capital markets at several international banks.

Mr. Leong holds a Master of Philosophy in Management Studies from University of Cambridge and a Bachelor of Science in Accounting (First Class Honours) from University of Wales, Cardiff. He is also a Chartered Financial Analyst charterholder.

**Key Management Personnel of the Group**

**Singapore**

**Mr. Wilhem Lee** (Senior Executive Director) - holds a Bachelor of Business (Accountancy) degree and is a committee member of CPA Australia. He joined UOB Kay Hian Private Limited as part of senior management in 2019. He has over 35 years experience in the securities and investment banking industry spanning South East Asia and North Asia. Prior to joining UOB Kay Hian Private Limited, he held various senior and origination roles in renowned global banks including Head of Coverage - Investment Banking APAC, Head of M&A and Sectors APAC, as well as front line responsibility involving financing, advisory and capital markets.

He currently sits in various committees overseeing regional and structured credit, corporate finance and capital markets, in addition to the Singapore, Hong Kong and Malaysia management committees.

**Mr. Lim Seng Bee** (Senior Executive Director) – holds a Bachelor of Science degree from the Stern School of Business of New York University. He was appointed Executive Director of UOB Kay Hian Private Limited in June 2005 and Senior Executive Director on 1 January 2013. Mr. Lim is a member of the Group Executive Committee. In addition to being involved in the general management of the Singapore operations, he is also responsible for the management of the regional business in North Asia.

Prior to joining the Group, he had extensive experience in managing the securities business in Hong Kong.

**Ms. Oh Whee Mian** (Senior Executive Director) – holds a Bachelor of Accountancy (Honors) degree from Nanyang Technology University of Singapore. She joined UOB Kay Hian Private Limited in 2001 and was appointed Executive Director in 2013. Ms. Oh was appointed Senior Executive Director on 1 July 2021 and she is involved in the general management of the Singapore office and overseeing the regional offices. Prior to joining UOB Kay Hian Private Limited, she was working for an established international public accounting firm.

**Mr. Kok Heng Loong** (Executive Director) – holds a Bachelor of Business Administration degree from the National University of Singapore. He has been in the stockbroking industry since 1989 and joined UOB Kay Hian Private Limited in February 2012 as an Executive Director. He is involved in the general management and development of the retail business for the Group.

**Mr. Julian Lee Khee Seong** (Executive Director) – holds a Master of Science in Accounting and Finance from the London School of Economics and Political Science, United Kingdom.

Mr. Lee joined UOB Kay Hian Private Limited in 2003 and was appointed as an Executive Director in 2017. He is responsible for the Group's Capital Markets, Direct Investments, Credit Risk Management, Structured Credit and Financing Solutions.

Prior to joining UOB Kay Hian Private Limited, he was working for a global banking group in Singapore.

**Mr. Jarod Ong** (Executive Director) - holds a Master of Science in Molecular Engineering from the Singapore M.I.T. (Massachusetts Institute of Technology) Alliance. He joined UOB Kay Hian Private Limited as part of senior management in January 2021. He is involved in general management and is Head of Operations of the Group. Mr. Ong brings with him exchange operations experience and process transformational experience across various industries. Prior to joining UOB Kay Hian Private Limited, he held various leadership roles in renowned global banks and market infrastructure operator.

**Mr. Gary Tan Kheng Chye** (Executive Director) – holds a Bachelor of Business Administration degree from Royal Melbourne Institute of Technology, Australia. He has been in the stockbroking industry since 1997 and was working for an established local bank backed brokerage before joining UOB Kay Hian Private Limited in February 2013 as an Executive Director. He is involved in general management focusing on overseeing the strategic planning and development of the Group's technology platform and online trading business.

**Hong Kong**

**Mr. Karman Hsu** (Chief Executive Officer) – holds a degree in Economics and Commerce from the University of Melbourne, qualified as a Chartered Accountant with KPMG Peat Marwick in Australia and as a CPA with KPMG Peat Marwick in Hong Kong. He joined UOB Kay Hian (Hong Kong) Limited as its Chief Executive Officer in January 2012.

Mr. Hsu has more than 31 years of experience in the securities industry with various established financial institutions. Prior to joining the Group, he was Head of Corporate Finance with Cazenove Asia in 1996 and was made Partner at Cazenove & Co PLC in 2001. He was subsequently appointed as Managing Director of JP Morgan Cazenove and Head of Investment Banking for Asia of Cazenove Asia Limited. His last held position before joining the Group was Managing Director, Head of Equity Corporate Finance at Standard Chartered Bank (HK) Ltd in 2009.

Mr. Hsu is also an Independent Non-Executive Director of Kowloon Development Company Limited (SEHK: 0034).

**Mr. Raymond Lam** (Executive Director – Operations) - holds a Master of Applied Finance degree from Macquarie University Australia, qualified as a CPA under CPA Australia. He joined UOB Kay Hian (Hong Kong) Limited in 2005 and was appointed Executive Director in 2015. He is involved in the general management of the Hong Kong operations. Prior to joining, he was working for global banking group in Australia and in Hong Kong.

**Malaysia**

**Mr. David Lim Meng Hoe** (Chief Executive Officer) – holds a Bachelor of Economics from Monash University and has over 40 years of experience in the stockbroking industry in Malaysia.

He joined UOB Kay Hian Private Limited in 2011 and was appointed Chief Operating Officer of the Group's Malaysian operations in July 2012.

**Thailand**

**Mr. Ratch Sodsatit** (Chief Executive Officer) - holds a Master of Business Administration degree from Seattle University and Bachelor of Engineering from Chulalongkorn University in Thailand. He joined UOB Kay Hian Securities (Thailand) Plc. on 1 March 2024 as Chief Executive Officer. Prior to joining, he was an Executive Director for several leading financial companies in Thailand.

**Indonesia**

**Mr. Stephanus Turangan** (Chief Executive Officer) - holds a Bachelor and Master degree from Case Western Reserve University and Baldwin Wallace College.

He joined UOB Kay Hian as President Director in November 2022. He has over 30 years of experience in financial market in Indonesia. Prior to joining UOB Kay Hian, he was CEO of Trimegah Sekuritas Indonesia since 2012 and he held various senior roles in Securities and Banking Companies including Equator Capital, PT Danareksa (Persero), Deutsche Bank Jakarta, Mandiri Sekuritas, Bahana Securities, Nomura Securities, Sigma Batara and Astley Pearce Nusantara Indonesia.

He holds the Broker Dealer License, Underwriting License and Investment Manager License from Otoritas Jasa Keuangan Indonesia

# DIRECTORS' STATEMENT

The directors present their statement together with the audited consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023.

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 10 to 102 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

## 1 DIRECTORS

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

Wee Ee-chao
Tang Wee Loke
Kuah Boon Wee
Andrew Suckling
Leong Kok Mun, Edmund
Tay Wee Jin, Michael (Appointed on 1 March 2024)

## 2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

## 3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations as recorded in the register of directors' shareholdings kept by the Company under Section 164 of the Companies Act 1967 except as follows:

| | **Shareholdings registered in name of directors** | | **Shareholdings in which directors are deemed to have an interest** | |
|---|---|---|---|---|
| **Name of directors and company in which interests are held** | **At beginning of year or date of appointment, if later** | **At end of year** | **At beginning of year or date of appointment, if later** | **At end of year** |
| **The Company** | | | | |
| (Ordinary shares) | | | | |
| Wee Ee-chao | – | – | 292,581,965 | 306,773,493 |
| Tang Wee Loke | 40,217,504 | 42,168,232 | 2,888,025 | 3,007,608 |
| Andrew Suckling | – | – | 28,212 | 29,581 |

By virtue of Section 7 of the Companies Act 1967, Mr Wee Ee-chao is deemed to have an interest in all the related corporations of the Company.

There was no change in any of the above-mentioned directors' interests in the Company between the end of the financial year and 21 January 2024.

## 4 SHARE OPTIONS

*(a) Options to take up unissued shares*

During the financial year, no options to take up unissued shares of the Company or any corporation in the Group were granted.

*(b) Options exercised*

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

*(c) Unissued shares under option*

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

## 5 AUDIT COMMITTEE

The Audit Committee of the Company, consisting all non-executive directors, is chaired by Mr Kuah Boon Wee, an independent director, and includes Mr Tang Wee Loke, an independent director and Mr Leong Kok Mun, Edmund, an independent director. The Audit Committee has met four times since the last Annual General Meeting ("AGM") and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

(a) the audit plans and results of the internal auditors' examination and evaluation of the Group's systems of internal accounting controls;

(b) the Group's financial and operating results and accounting policies;

(c) the audit plans of the external auditors;

(d) the financial statements of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditor's report on those financial statements;

(e) the half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;

(f) the co-operation and assistance given by the management to the Group's external auditors; and

(g) the re-appointment of the external auditors of the Group.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Deloitte & Touche LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

## 6 AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS

Wee Ee-chao

Tang Wee Loke

Singapore
28 March 2024

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of UOB-Kay Hian Holdings Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 10 to 102.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

| Key audit matters | How the matters were addressed in the audit |
|---|---|
| **Trade and other receivables, trade payables and debts issued**<br><br>(a) **Allowance for impairment of trade and other receivables**<br><br>*Refer to Notes 3(ii)(b), 4(c)(iv)-(v) and 8 to the financial statements respectively.* | |
| Trade and other receivables, other than those designated as referenced assets in respect of certain debts issued by the Group, comprise customers' portfolio from two key business activities, i.e. stockbroking and money lending. | We have tested the design and implementation of related key controls to determine that appropriate oversight from management and credit committee had been exercised within the credit review and impairment processes. |
| Trade and other receivables arising from money lending activities consist of larger loan financings that are monitored individually by management, and are secured by either marketable or non-marketable assets held by the Group as collaterals. The assessment of allowance for impairment is therefore based on application of judgement on the repayment abilities of the individual borrower, as well as the fair value of the collaterals and other relevant factors. | We have performed credit assessment and assessed the specific allowance for individual impaired customers and loans from credit lending activities that are credit-impaired or with significant increase in credit risk, on a sample basis, by critically assessing the realisation of collateral and other possible sources of repayment.<br><br>We have evaluated the expected credit losses of selected loans to assess if management's methodologies and estimates are appropriate, including the reasonableness of key inputs and assumptions used.<br><br>We have evaluated the consistency of key assumptions applied by management in the valuation of non-marketable collaterals and subjected these collaterals to our testing, including understanding of the relevant industry trends and macroeconomic factors to assess the validity of the collateral valuations. |

**Information Other than the Financial Statements and Auditor's Report Thereon**

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Directors for the Financial Statements**

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

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

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

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

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

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

(a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Chua How Kiat.

Deloitte & Touche LLP.

Public Accountants and
Chartered Accountants
Singapore

28 March 2024

# STATEMENTS OF FINANCIAL POSITION

31 December 2023

| | Note | The Group | | The Company | |
|---|---|---|---|---|---|
| | | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | | **$** | $ | **$** | $ |
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash and cash equivalents | 6 | **1,036,459,055** | 1,244,057,082 | **238,956** | 518,731 |
| Outstanding contracts receivable | 7(a) | **679,925,474** | 713,034,848 | **–** | – |
| Trade and other receivables | 8 | **1,652,874,780** | 1,739,528,450 | **–** | – |
| Other financial assets | 9 | **304,567,638** | 280,959,382 | **–** | |
| Other current assets | 10 | **62,841,308** | 53,324,620 | **252,711,132** | 378,981,560 |
| Derivative financial instruments | 11 | **70,624,051** | 30,428,960 | **–** | – |
| Total current assets | | **3,807,292,306** | 4,061,333,342 | **252,950,088** | 379,500,291 |
| **Non-current assets** | | | | | |
| Trade and other receivables | 8 | **131,323,028** | 210,941,837 | **197,625** | 201,354 |
| Other financial assets | 9 | **9,835,385** | 1,133,080 | **–** | – |
| Goodwill | 12 | **10,730,685** | 12,149,300 | **–** | – |
| Other intangible assets | 13 | **–** | – | **–** | – |
| Subsidiaries | 14 | **–** | – | **363,860,486** | 363,860,486 |
| Right-of-use assets | 15 | **19,590,744** | 20,037,428 | **–** | – |
| Trading rights in Exchanges | 16(a) | **89,490** | 91,082 | **–** | – |
| Memberships in Exchanges | 16(b) | **835,520** | 207,783 | **–** | – |
| Property, plant and equipment | 17 | **11,679,900** | 15,444,149 | **–** | – |
| Deferred tax assets | 18 | **2,432,443** | 1,675,633 | **–** | – |
| Total non-current assets | | **186,517,195** | 261,680,292 | **364,058,111** | 364,061,840 |
| **Total assets** | | **3,993,809,501** | 4,323,013,634 | **617,008,199** | 743,562,131 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Outstanding contracts payable | 7(b) | **661,574,242** | 669,571,869 | **–** | – |
| Trade and other payables | 19 | **473,882,709** | 378,732,985 | **55,502,749** | 56,340,340 |
| Borrowings | 20 | **601,533,030** | 1,143,179,081 | **42,887,000** | 136,492,650 |
| Lease liabilities | 21 | **9,296,489** | 5,045,341 | **–** | – |
| Debts issued | 22 | **223,735,697** | 238,955,872 | **–** | – |
| Income tax payable | | **16,112,022** | 17,551,324 | **809,041** | 702,041 |
| Derivative financial instruments | 11 | **70,604,713** | 30,432,449 | **–** | – |
| Total current liabilities | | **2,056,738,902** | 2,483,468,921 | **99,198,790** | 193,535,031 |
| **Non-current liabilities** | | | | | |
| Trade and other payables | 19 | **10,778,557** | 21,618,000 | **–** | – |
| Lease liabilities | 21 | **11,716,152** | 15,960,571 | **–** | – |
| Deferred tax liabilities | 18 | **2,531,305** | 1,869,221 | **–** | – |
| Total non-current liabilities | | **25,026,014** | 39,447,792 | **–** | – |
| **Total liabilities** | | **2,081,764,916** | 2,522,916,713 | **99,198,790** | 193,535,031 |

*See accompanying notes to financial statements.*

| | Note | The Group | | The Company | |
|---|---|---|---|---|---|
| | | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | | **$** | $ | **$** | $ |
| **EQUITY** | | | | | |
| **Capital, reserves and non-controlling interests** | | | | | |
| Share capital | 23 | **305,409,773** | 288,618,569 | **305,409,773** | 288,618,569 |
| Reserves | 24 | **(71,326,709)** | (50,261,050) | **–** | – |
| Retained earnings | | **1,659,120,355** | 1,541,946,965 | **212,399,636** | 261,408,531 |
| Equity attributable to owners of the Company | | **1,893,203,419** | 1,780,304,484 | **517,809,409** | 550,027,100 |
| Non-controlling interests | | **18,841,166** | 19,792,437 | **–** | – |
| Total equity | | **1,912,044,585** | 1,800,096,921 | **517,809,409** | 550,027,100 |
| **Total liabilities and equity** | | **3,993,809,501** | 4,323,013,634 | **617,008,199** | 743,562,131 |
| **Clients' trust/segregated accounts** | | | | | |
| Bank balances: | | | | | |
| - with related parties | | **2,203,955,661** | 2,447,008,779 | **–** | – |
| - with non-related banks | | **1,710,177,145** | 2,294,900,293 | **–** | – |
| Margin with clearing house | | **37,570,542** | 140,427,448 | **–** | – |
| Investment in government debt securities | | **5,971,463** | 5,702,341 | **–** | – |
| Less: Amounts held in trust | | **(3,957,674,811)** | (4,888,038,861) | **–** | – |
| | | **–** | – | **–** | – |

*See accompanying notes to financial statements.*

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year Ended 31 December 2023

| | Note | The Group 2023 $ | The Group 2022 $ |
|---|---|---|---|
| **Revenue** | 25 | **591,502,732** | 495,713,813 |
| Net foreign exchange gain | | **5,606,428** | 7,822,333 |
| Commission expense | | **(71,840,680)** | (81,106,889) |
| Staff costs | 26 | **(171,325,926)** | (147,038,413) |
| Finance expense | 27 | **(52,496,784)** | (39,419,980) |
| Other operating expenses | 28 | **(111,211,735)** | (114,591,158) |
| **Profit before tax** | | **190,234,035** | 121,379,706 |
| Income tax expense | 29 | **(19,454,804)** | (18,458,332) |
| **Profit for the year** | | **170,779,231** | 102,921,374 |
| **Other comprehensive income:** | | | |
| *Items that will not be reclassified subsequently to profit or loss* | | | |
| Actuarial (loss)/gain on defined benefit plans | 30,37 | **(245,855)** | 103,870 |
| Income tax relating to items that will not be reclassified subsequently to profit or loss | 29 | **49,142** | (22,851) |
| | | **(196,713)** | 81,019 |
| *Items that may be reclassified subsequently to profit or loss* | | | |
| Exchange differences on translation of foreign operations | 30 | **(21,555,898)** | (20,253,858) |
| **Other comprehensive income for the year, net of tax** | 30 | **(21,752,611)** | (20,172,839) |
| **Total comprehensive income for the year** | | **149,026,620** | 82,748,535 |
| **Profit attributable to:** | | | |
| Owners of the Company | | **170,360,792** | 101,879,105 |
| Non-controlling interests | | **418,439** | 1,042,269 |
| | | **170,779,231** | 102,921,374 |
| **Total comprehensive income attributable to:** | | | |
| Owners of the Company | | **148,819,221** | 82,543,499 |
| Non-controlling interests | | **207,399** | 205,036 |
| | | **149,026,620** | 82,748,535 |
| **Earnings per share:** | | | |
| Basic and diluted | 31 | **19.08 cents** | 11.63 cents |

*See accompanying notes to financial statements.*

# STATEMENTS OF CHANGES IN EQUITY

Year Ended 31 December 2023

| | Note | Share capital | Equity reserve [Note 24(c)] | Foreign exchange translation reserves [Note 24(a)] |
|---|---|---|---|---|
| **The Group** | | **$** | **$** | **$** |
| Balance as at 1 January 2022 | | 257,414,898 | 1,967,587 | (34,724,653) |
| *Total comprehensive income for the year:* | | | | |
| Profit for the year | | – | – | – |
| Other comprehensive (loss) income for the year | | – | – | (19,332,308) |
| Total | | – | – | (19,332,308) |
| *Transactions with owners, recognised directly in equity:* | | | | |
| Share buyback | 23 | (3,446,085) | – | – |
| Final dividend for 2021 paid | 32 | 34,649,756 | – | – |
| Transfer to statutory reserve | | – | – | – |
| Payment of dividend by a subsidiary | | – | – | – |
| Balance as at 31 December 2022 | | 288,618,569 | 1,967,587 | (54,056,961) |
| *Total comprehensive income for the year:* | | | | |
| Profit for the year | | **–** | **–** | **–** |
| Other comprehensive (loss) income for the year | | **–** | **–** | **(21,380,301)** |
| Total | | **–** | **–** | **(21,380,301)** |
| *Transactions with owners, recognised directly in equity:* | | | | |
| Share buyback | 23 | **(10,451,623)** | **–** | **–** |
| Final dividend for 2022 paid | 32 | **27,242,827** | **–** | **–** |
| Acquisition of additional interest in a subsidiary | | **–** | **290,369** | **–** |
| Payment of dividend by a subsidiary | | **–** | **–** | **–** |
| Balance as at 31 December 2023 | | **305,409,773** | **2,257,956** | **(75,437,262)** |

*See accompanying notes to financial statements.*

| Statutory reserve [Note 24(b)] | Retained earnings | Equity attributable to owners of the Company | Non- controlling interests | Total |
|---|---|---|---|---|
| $ | $ | $ | $ | $ |
| 1,899,179 | 1,515,982,799 | 1,742,539,810 | 19,994,675 | 1,762,534,485 |
| – | 101,879,105 | 101,879,105 | 1,042,269 | 102,921,374 |
| (83,507) | 80,209 | (19,335,606) | (837,233) | (20,172,839) |
| (83,507) | 101,959,314 | 82,543,499 | 205,036 | 82,748,535 |
| – | – | (3,446,085) | – | (3,446,085) |
| – | (75,982,496) | (41,332,740) | – | (41,332,740) |
| 12,652 | (12,652) | – | – | – |
| – | – | – | (407,274) | (407,274) |
| 1,828,324 | 1,541,946,965 | 1,780,304,484 | 19,792,437 | 1,800,096,921 |
| **–** | **170,360,792** | **170,360,792** | **418,439** | **170,779,231** |
| **12,687** | **(173,957)** | **(21,541,571)** | **(211,040)** | **(21,752,611)** |
| **12,687** | **170,186,835** | **148,819,221** | **207,399** | **149,026,620** |
| **–** | **–** | **(10,451,623)** | **–** | **(10,451,623)** |
| **–** | **(53,013,445)** | **(25,770,618)** | **–** | **(25,770,618)** |
| **11,586** | **–** | **301,955** | **(960,378)** | **(658,423)** |
| **–** | **–** | **–** | **(198,292)** | **(198,292)** |
| **1,852,597** | **1,659,120,355** | **1,893,203,419** | **18,841,166** | **1,912,044,585** |

*See accompanying notes to financial statements.*

| | Note | Share capital | Retained earnings | Total |
|---|---|---|---|---|
| **The Company** | | **$** | **$** | **$** |
| Balance as at 1 January 2022 | | 257,414,898 | 284,173,810 | 541,588,708 |
| Profit for the year, representing total comprehensive income for the year | | – | 53,217,217 | 53,217,217 |
| Transactions with owners, recognised directly in equity: | | | | |
| Share buyback | 23 | (3,446,085) | – | (3,446,085) |
| Final dividend for 2021 paid | 32 | 34,649,756 | (75,982,496) | (41,332,740) |
| Balance as at 31 December 2022 | | 288,618,569 | 261,408,531 | 550,027,100 |
| Profit for the year, representing total comprehensive income for the year | | – | **4,004,550** | **4,004,550** |
| Transactions with owners, recognised directly in equity: | | | | |
| Share buyback | 23 | **(10,451,623)** | – | **(10,451,623)** |
| Final dividend for 2022 paid | 32 | **27,242,827** | **(53,013,445)** | **(25,770,618)** |
| Balance as at 31 December 2023 | | **305,409,773** | **212,399,636** | **517,809,409** |

*See accompanying notes to financial statements.*

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2023

| | Note | 2023 | 2022 |
|---|---|---|---|
| | | **$** | $ |
| **Operating activities** | | | |
| Profit before tax | | **190,234,035** | 121,379,706 |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | 17 | **7,529,534** | 11,194,771 |
| Depreciation of right-of-use assets | 15 | **7,117,991** | 6,245,476 |
| Net gain on disposal/writeoff of property, plant and equipment | | **(55,919)** | (55,544) |
| Impairment of goodwill | 12 | **1,254,222** | 618,708 |
| Dividend income | | **(1,454,581)** | (692,480) |
| Allowance for trade and other receivables | | **17,471,394** | 13,142,507 |
| Interest expense | 27 | **52,496,784** | 39,419,980 |
| Exchange differences | | **1,676,453** | (271,591) |
| Operating cash flows before movements in working capital | | **276,269,913** | 190,981,533 |
| Other financial assets | | **(34,534,985)** | 155,817,490 |
| Trade, outstanding contracts and other receivables | | **123,097,444** | 709,609,914 |
| Trade, outstanding contracts and other payables | | **108,268,785** | (178,958,157) |
| Debts issued | | **(16,268,010)** | (21,993,072) |
| Cash generated from operations | | **456,833,147** | 855,457,708 |
| Interest paid | | **(51,720,622)** | (38,543,463) |
| Income tax paid | | **(21,019,728)** | (18,556,817) |
| Net cash from operating activities | | **384,092,797** | 798,357,428 |
| **Investing activities** | | | |
| Payments for property, plant and equipment | 17 | **(4,153,982)** | (2,659,780) |
| Proceeds from disposal of property, plant and equipment | | **76,219** | 78,677 |
| Payments for membership in exchanges | 16(b) | **(629,708)** | – |
| Dividends received from quoted/unquoted securities | 25 | **1,454,581** | 692,480 |
| Net cash used in investing activities | | **(3,252,890)** | (1,888,623) |
| **Financing activities** | | | |
| Payment to non-controlling interests for additional interest in a subsidiary | 14 | **(658,423)** | – |
| Payment to non-controlling interests for dividend | | **(198,292)** | (407,274) |
| Repayment of lease liabilities | 20 | **(8,036,474)** | (7,235,800) |
| Net repayment of short-term bank loans | 20 | **(532,489,872)** | (49,540,655) |
| Dividends paid | 32 | **(25,770,618)** | (41,332,740) |
| Purchase of treasury shares | 23 | **(10,451,623)** | (3,446,085) |
| Net cash used in financing activities | | **(577,605,302)** | (101,962,554) |
| Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies | | **(1,676,453)** | 271,591 |
| Net (decrease) increase in cash and cash equivalents | | **(198,441,848)** | 694,777,842 |
| Cash and cash equivalents at beginning of year | | **1,233,202,141** | 538,424,299 |
| **Cash and cash equivalents at end of year** | 6 | **1,034,760,293** | 1,233,202,141 |

*See accompanying notes to financial statements.*

## 1 GENERAL INFORMATION

The Company (Registration No. 200004464C) is incorporated in Singapore with its principal place of business and registered office at 8 Anthony Road, #01-01, Singapore 229957. The Company is listed on the Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are stockbroking, futures broking, structured lending, investment trading, margin financing, investment holding and provision of nominee and research services, which are disclosed in Note 36 to the financial statements.

The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the year ended 31 December 2023 were authorised for issue by the Board of Directors on 28 March 2024.

## 2 MATERIAL ACCOUNTING POLICY INFORMATION

BASIS OF PREPARATION - The financial statements have been prepared on the historical cost basis, except as disclosed in the material accounting policy information, and are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)s").

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 *Share-based Payment*, leasing transactions that are within the scope of SFRS(I) 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as value in use in SFRS(I) 1-36 *Impairment of Assets*.

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3 inputs are unobservable inputs for the asset or liability.

ADOPTION OF NEW AND REVISED STANDARDS - In the current year, the Group and the Company have applied all the new and revised SFRS(I) Accounting Standards that are mandatorily effective for an accounting period that begins on or after 1 January 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

BASIS OF CONSOLIDATION - The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognized in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable SFRS(I) Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 *Financial Instruments* when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

BUSINESS COMBINATIONS - Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits* respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered to replace share-based payment arrangements of the acquiree are measured in accordance with SFRS(I) 2 *Share-based Payment* at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

FINANCIAL INSTRUMENTS - Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and

- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

*Amortised cost and effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in Note 25 to the financial statements.

*Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in Note 28 to the financial statements. Fair value is determined in the manner described in Note 4(c)(vii).

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. These are recognised in the consolidated statement of profit or loss and other comprehensive income in the "Net foreign exchange gain" line item.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ('ECL') on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade and other receivables and contract assets, as well as on financial guarantee contracts and loan commitments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

For trade and other receivables, the expected credit losses ("ECL") are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ("12m") ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

*Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For financial guarantee contracts and loan commitments, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract. For loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

*Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

*Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower;

b) a breach of contract, such as a default or past due event;

c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

e) the disappearance of an active market for that financial asset because of financial difficulties.

*Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

*Measurement and recognition of expected credit losses*

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts and loan commitments, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with SFRS(I) 16 *Leases*.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);

- Past-due status;

- Nature, size and industry of debtors; and

- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

*Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

**Financial liabilities and equity instruments**

Classification as debt or equity

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group are measured in accordance with the specific accounting policies set out below.

*Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination, 2) held for trading, or 3) it is designated as at FVTPL.

A financial liability is classified as held for trading if either:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and SFRS(I) 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

The principal category of financial liabilities designated as at FVTPL is the credit-linked notes issued by the Group. These credit-linked notes are designated as at fair value through profit or loss to better reflect the underlying intention of the Group to manage and evaluate its performance on a fair value basis.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

Fair value is determined in the manner described in Note 4(c)(vii).

*Financial liabilities subsequently measured at amortised cost*

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

*Financial guarantee contract liabilities*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with SFRS(I) 9; and

- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to meet principal or interest payments when due in accordance with the terms of their borrowings.

*Foreign exchange gains and losses*

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost as at each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "Net foreign exchange gain" line item in the consolidated statement of profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**Derivative financial instruments**

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts and interest rate swaps. Further details of derivative financial instruments are disclosed in Note 11 to the financial statements.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value as at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

<u>Embedded derivatives</u>

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of SFRS(I) 9 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of SFRS(I) 9 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Group generally designates the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

LEASES

The Group as lessor

The Group enters into lease agreements as a lessor with respect to its investment property.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes lease and non-lease components, the Group applies SFRS(I) 15 to allocate the consideration under the contract to each component.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

As a practical expedient, SFRS(I) 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient.

PROPERTY, PLANT AND EQUIPMENT - Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method, on the following bases:

| | |
|---|---|
| Buildings | Over the terms of lease from 5% to 6 ⅔% |
| Leasehold land | Over the terms of lease of 6 ⅔% |
| Leasehold improvements | 16 to 33 ⅓% |
| Furniture, fittings and office equipment | 20 to 33 ⅓% |
| Computer equipment and software | 20 to 33 ⅓% |
| Communication equipment | 20 to 33 ⅓% |
| Motor vehicles | 18 to 33 ⅓% |

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

GOODWILL - Goodwill is initially recognised and measured as set out in the business combinations accounting policy.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit *pro-rata* on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

INTANGIBLE ASSETS

<u>Intangible assets acquired separately</u>

Customer portfolio database acquired separately are reported at cost less accumulated amortisation (where they have finite useful lives) and accumulated impairment losses. Customer portfolio database have a definite useful lives and are amortised on a straight-line basis over their estimated useful lives of 2 years. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

<u>Intangible assets acquired in a business combination</u>

Intangible assets acquired in a business combination and recognized separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

MEMBERSHIPS IN EXCHANGES - Memberships in The Stock Exchange of Thailand and Jakarta Stock Exchange are stated at cost less accumulated impairment losses. Where an indication of impairment exists, the carrying amount of the memberships are assessed and written down immediately to its recoverable amount.

TRADING RIGHTS IN EXCHANGES - Trading rights in The Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange and the Philippine Stock Exchange are stated at cost less accumulated impairment losses. Where an indication of impairment exists, the carrying amount of the trading rights is assessed and written down immediately to its recoverable amount.

IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS EXCLUDING GOODWILL - At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

SECURITIES BORROWED AND LENT - Securities borrowed and lent are accounted for as collateralised borrowings. The amounts of cash collaterals advanced for securities borrowed and cash collaterals received for securities lent are recorded in the statement of financial position under "Other current assets - Amounts deposited with lenders of securities" and "Trade and other payables - Cash collaterals held for securities lent to clients" respectively.

Market value of securities is determined by reference to the quoted prices of the respective Stock Exchanges at the close of business at the end of the reporting period.

PROVISIONS - Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is not material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

TREASURY SHARES - Ordinary shares of the Company reacquired are accounted for as treasury shares. Consideration paid, including directly attributable costs, is presented as a deduction from equity. Subsequent cancellation, sale or reissuance of treasury shares is recognised as changes in equity.

REVENUE RECOGNITION - Revenue is measured based on the consideration to which the Group expected to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. Revenue is reduced for goods and services tax, rebates and discounts, and after eliminating sales within the Group. Revenue is recognised as follows:

**Revenue from contracts with customers - at a point in time**

<u>Commission income</u>

Commission income is recognised as earned on the date the contracts are entered into.

<u>Fee income</u>

Fee income from custodian, management, shares withdrawal and arrangement fees are recognised during the year in which the services are rendered.

**Revenue from contracts with customers - over time**

<u>Advisory fees</u>

Advisory fees are recognised over time, based on the various performance obligations stated in the individual contracts.

**Other income**

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Trading income

Trading income relates mainly to proprietary trading entered into by the Group and is recognised on a mark-to-market or realisation basis.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

BORROWING COSTS - Borrowing costs are recognised in profit or loss in the period in which they are incurred.

RETIREMENT BENEFIT COSTS - Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the services entitling them to the contributions. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are accounted for as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Past service cost is recognised in profit or loss when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement.

Curtailment gains and losses are accounted for as past service costs.

EMPLOYEE LEAVE ENTITLEMENT - Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

INCOME TAX - Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION - The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and the statement of changes in equity of the Company are presented in Singapore dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transactions. At each reporting date, monetary assets and liabilities items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign currency translation reserve in respect of that operation attributable to the owners of the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

SEGMENT REPORTING - An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components.

The Group determines and presents operating segments based on information that is internally provided to the Managing Director ("MD") and the Board of Directors ("BOD"), who are the Group's chief operating decision makers. All operating segments' operating results are reviewed regularly by the Group's MD and BOD to make decision about resources to be allocated to the segment and assess its performance.

CASH AND CASH EQUIVALENTS - In the statements of financial position, cash and bank balances comprise cash (i.e. cash in hand, and on-demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the statements of financial position.

## 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In applying the Group's material accounting policies, which are described in Note 2, management is required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

***(i) Critical judgements in applying the Group's material accounting policies***

Management is of the opinion that any instances of application of judgements are not expected to have a significant impact on the amounts recognised in the financial statements.

### *(ii) Key sources of estimation uncertainty*

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made. Details of income taxes are provided in Notes 18 and 29 to the financial statements. The income tax expense for the year ended 31 December 2023 is $19,454,804 (31 December 2022 : $18,458,332). Deferred tax assets and deferred tax liabilities as at 31 December 2023 amounted to $2,432,443 (31 December 2022 : $1,675,633) and $2,531,305 (31 December 2022 : $1,869,221) respectively. Income tax payable as at 31 December 2023 is $16,112,022 (31 December 2022 : $17,551,324).

(b) Impairment of trade and other receivables

Management reviews its trade and other receivables for ECL at least quarterly. When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements. Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. In determining these, management makes judgements as to whether there is observable data indicating that there has been a significant change in the ability of the debtor to repay amounts owing to the Group, or whether there have been significant changes with adverse effect in the economic or legal environment in which the debtor operates in.

As at 31 December 2023, the carrying amount of trade and other receivables is $1,784,197,808 (31 December 2022 : $1,950,470,287) net of allowance for impairment of $49,190,842 (31 December 2022 : $32,596,221).

Management makes judgements as to whether an impairment loss should be recorded in profit or loss. In determining this, management uses estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience.

(c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate and growth rate in order to calculate present value. The carrying amount of goodwill at the end of the reporting period was $10,730,685 (31 December 2022 : $12,149,300) after an impairment loss of $1,254,222 (31 December 2022 : $618,708) was recognised during the year. Details of the impairment loss calculation are provided in Note 12 to the financial statements.

(d) Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or liability, the Group uses market-observable data to the extent it is available. Management and finance department, in consultation with external experts, determine the appropriate valuation techniques and inputs for fair value measurements.

The Regional Finance and Operations Director reports to the Board of Directors of the Company every quarter to explain the cause of fluctuations in the fair value of the assets and liabilities. These valuations will be approved by the Board of Directors. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 4 to the financial statements.

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

| | Note | Group | Company |
|---|---|---|---|
| | | $ | $ |
| **At 31 December 2023** | | | |
| **Financial assets** | | | |
| At fair value through profit or loss (FVTPL): | | | |
| Mandatorily measured at FVTPL | **9** | **273,827,883** | **–** |
| Designated as at FVTPL | **8** | **189,955,547** | **–** |
| At amortised cost (including cash and cash equivalents) | | **3,409,974,085** | **253,147,713** |
| Derivative financial instruments | **11** | **70,624,051** | **–** |
| **Financial liabilities** | | | |
| At FVTPL: | | | |
| Designated as at FVTPL | **19, 22** | **196,454,272** | **–** |
| At amortised cost | | **1,775,049,963** | **98,389,749** |
| Lease liabilities [(i)] | **21** | **21,012,641** | **–** |
| Derivative financial instruments | **11** | **70,604,713** | **–** |
| **At 31 December 2022** | | | |
| **Financial assets** | | | |
| At fair value through profit or loss (FVTPL): | | | |
| Mandatorily measured at FVTPL | 9 | 282,092,462 | – |
| Designated as at FVTPL | 8 | 217,307,216 | – |
| At amortised cost (including cash and cash equivalents) | | 3,740,352,546 | 379,697,145 |
| Derivative financial instruments | 11 | 30,428,960 | – |
| **Financial liabilities** | | | |
| At FVTPL: | | | |
| Designated as at FVTPL | 19, 22 | 219,418,188 | – |
| At amortised cost | | 2,232,639,619 | 192,832,990 |
| Lease liabilities [(i)] | 21 | 21,005,912 | – |
| Derivative financial instruments | 11 | 30,432,449 | – |

(i) Lease liabilities are financial instruments, although they are outside the scope of certain parts of SFRS(I) 7/SFRS(I) 9. Lease liabilities are within scope for SFRS(I) 7 disclosure (except for disclosure of fair value) and within the scope of SFRS(I) 9 de-recognition.

(i) Trade and other receivables designated as at FVTPL

At the end of the reporting period, there are no significant concentrations of credit risk for trade and other receivables designated as at FVTPL.

The carrying amount reflected above represents the Group's maximum exposure to credit risk for such trade and other receivables.

As at 31 December 2023, the change in fair value attributable to changes in credit risk amounted to a negative of $2,453,377 (31 December 2022 : a negative of $5,306,029).

(ii) Credit derivatives over trade and other receivables at fair value

There are no credit derivatives over trade and other receivables designated as at fair value.

(iii) Financial liabilities designated as at FVTPL

As at 31 December 2023, the change in fair value attributable to changes in credit risk amounted to a negative of $2,453,377 (31 December 2022 : a negative of $5,306,029).

The carrying amounts of financial liabilities designated as at FVTPL approximate their maturity amounts.

(b) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

The Group does not have any financial instruments which are subject to offsetting, enforceable master netting arrangements or similar netting agreements that are in scope of the offsetting disclosure.

The Company does not have any financial instruments which are subject to offsetting, enforceable master netting arrangements or similar netting agreements.

(c) Financial risk management policies and objectives

The Group's activities undertaken by its subsidiaries in each country of operations expose it to a range of financial risks. These include market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk.

The Group has a system of controls in place to manage these risks to an acceptable level without stifling its business. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses financial instruments such as foreign currency borrowings, foreign exchange contracts and interest rate swaps to manage certain risk exposures.

Financial risk management of the Group is carried out by the Credit Committee and finance department of the Company and its respective subsidiaries. The Credit Committee approves the financial risk management policies of the Company and its subsidiaries. Management will review and approve inputs used in the valuation of these financial instruments carried at fair value. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures and these are reported to the Credit Committee.

There has been no change to the Group's exposure to these financial risks or the manner in which the Group manages and measures the risk. Market risks exposures are measured using sensitivity analysis indicated below.

(i) *Foreign exchange risk management*

Exposures to foreign currencies are monitored closely to ensure that there are no significant adverse financial effects to the Group from changes in the exchange rates. The Group manages significant net exposures in each of the foreign currencies through foreign currency borrowings and foreign exchange contracts.

The Group as a policy hedges all trade receivables and trade payables denominated in foreign currencies although it may from time to time have some short term exposures due to timing differences. The Group enters into forward foreign exchange contracts and foreign currencies borrowings to hedge its foreign currency risk.

The Group's exposure to foreign exchange risks arises from:

- dealing in securities denominated in foreign currencies;
- having assets and liabilities denominated in non-functional currencies;
- holding non-local currencies (primarily in United States dollar, Hong Kong dollar, Malaysian ringgit and Thai baht) for working capital purposes; and
- investments in foreign subsidiaries primarily in Hong Kong dollar, Malaysian ringgit and Thai baht, whose net assets are exposed to foreign exchange risk at the end of the reporting period.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

| | Singapore dollar $ | United States dollar $ | Hong Kong dollar $ | Malaysian ringgit $ | Thai baht $ | Others* $ |
|---|---|---|---|---|---|---|
| **At 31 December 2023** | | | | | | |
| **Non-derivative financial assets** | | | | | | |
| Cash and cash equivalents | 6,112,855 | 240,003,220 | 392,412,018 | 33,991,037 | 62,297,834 | 169,256,845 |
| Outstanding contracts receivable | 289,558 | 164,884,672 | 82,438,879 | 48,954,679 | 84,992,558 | 35,553,062 |
| Trade and other receivables | 44,324 | 421,940,288 | 529,728,379 | 76,192,449 | 68,489,371 | 133,650,915 |
| Other financial assets | – | 106,850,881 | 39,156,339 | 58,555,654 | 39,032,950 | 11,621,953 |
| Other current assets | 3,117,884 | 11,649,621 | 12,432,870 | 6,894,102 | 7,629,069 | 1,370,572 |
| | 9,564,621 | 945,328,682 | 1,056,168,485 | 224,587,921 | 262,441,782 | 351,453,347 |
| **At 31 December 2023** | | | | | | |
| **Non-derivative financial liabilities** | | | | | | |
| Outstanding contracts payable | 122,446 | 157,718,247 | 71,226,922 | 58,257,582 | 79,260,793 | 27,492,911 |
| Trade and other payables | 13,463,878 | 96,585,279 | (2,438,735) | 22,019,108 | 22,837,954 | 98,776,855 |
| Borrowings | – | 91,423,267 | 351,883,727 | – | – | 16,313,405 |
| Debts issued | – | 123,197,940 | 31,200,250 | – | – | 69,337,508 |
| | 13,586,324 | 468,924,733 | 451,872,164 | 80,276,690 | 102,098,747 | 211,920,679 |
| Net financial assets | (4,021,703) | 476,403,949 | 604,296,321 | 144,311,231 | 160,343,035 | 139,532,668 |
| Less: Net financial assets denominated in the respective entities' functional currencies | – | (1,018,304) | (550,382,331) | (147,297,426) | (146,093,727) | (24,617,271) |
| Intercompany balances | – | (197,282) | (4,645,064) | 47,769,136 | 286,005 | (22,603,323) |
| Currency forwards | – | 7,499,325 | 1,013,135 | – | 70,156 | (5,436,622) |
| Foreign currencies trust balances | – | (109,396,923) | 107,755,027 | (7,408,838) | (11,521,038) | (146,005,621) |
| Currency exposures | (4,021,703) | 373,290,765 | 158,037,088 | 37,374,103 | 3,084,431 | (59,130,169) |

* The Group's exposures to other currencies include exposures to Indonesian Rupiah, Australian Dollar, Sterling Pound and others.

| | Singapore dollar $ | United States dollar $ | Hong Kong dollar $ | Malaysian ringgit $ | Thai baht $ | Others* $ |
|---|---|---|---|---|---|---|
| **At 31 December 2022** | | | | | | |
| **Non-derivative financial assets** | | | | | | |
| Cash and cash equivalents | 5,673,876 | 366,396,715 | 497,359,013 | 864,822 | 63,565,251 | 148,943,193 |
| Outstanding contracts receivable | 354,855 | 291,838,701 | 144,946,085 | 44,817,886 | 130,485,418 | 31,950,599 |
| Trade and other receivables | 348,668 | 724,351,272 | 522,311,932 | 117,484,447 | 76,733,551 | 140,128,291 |
| Other financial assets | – | 93,328,121 | 15,100,653 | 27,487,723 | 56,534,538 | 9,458,668 |
| Other current assets | 23,968 | 10,039,512 | 12,770,440 | 6,710,107 | 6,864,257 | 1,744,456 |
| | 6,401,367 | 1,485,954,321 | 1,192,488,123 | 197,364,985 | 334,183,015 | 332,225,207 |
| **At 31 December 2022** | | | | | | |
| **Non-derivative financial liabilities** | | | | | | |
| Outstanding contracts payable | 410,487 | 292,208,998 | 139,947,763 | 29,436,811 | 125,544,921 | 33,896,528 |
| Trade and other payables | 38,355 | 135,995,150 | 22,241,577 | 21,042,609 | 37,174,582 | 62,965,180 |
| Borrowings | – | 611,629,476 | 487,321,694 | 6,112,000 | – | 28,775,455 |
| Debts issued | – | 141,865,319 | 26,941,475 | – | – | 70,149,078 |
| | 448,842 | 1,181,698,943 | 676,452,509 | 56,591,420 | 162,719,503 | 195,786,241 |
| Net financial assets | 5,952,525 | 304,255,378 | 516,035,614 | 140,773,565 | 171,463,512 | 136,438,966 |
| Less: Net financial assets denominated in the respective entities' functional currencies | – | (1,174,085) | (506,546,747) | (145,011,373) | (143,777,720) | (34,554,746) |
| Intercompany balances | – | (163,854) | (739,855) | 57,580,203 | 1,668,107 | (9,293,292) |
| Currency forwards | – | (1,972,861) | (1,390,212) | – | – | 796,957 |
| Foreign currencies trust balances | – | (90,892,456) | (4,164,799) | (4,002,662) | (28,355,194) | (183,998,609) |
| Currency exposures | 5,952,525 | 210,052,122 | 3,194,001 | 49,339,733 | 998,705 | (90,610,724) |

* The Group's exposures to other currencies include exposures to Indonesian Rupiah, Australian Dollar, Sterling Pound and others.

Foreign currencies trust balances are monies held on behalf of clients and they do not form a part of the statement of financial position of the Group.

The Company's exposures to foreign currency are as follows:

| | Malaysian ringgit $ | United States dollar $ |
|---|---|---|
| **At 31 December 2023** | | |
| **Financial assets** | | |
| Cash and cash equivalents, representing net currency exposure | **1,196** | **161,619** |
| **At 31 December 2022** | | |
| **Financial assets** | | |
| Cash and cash equivalents, representing net currency exposure | 1,289 | 285,049 |

*Foreign currency sensitivity*

A 5% strengthening of the relevant foreign currencies against the functional currency of each Group entity at the end of the reporting period would increase (decrease) profit after tax and equity by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

| | **31 December 2023 Profit after tax $** | 31 December 2022 Profit after tax $ |
|---|---|---|
| The Group | | |
| Singapore dollar | **(166,901)** | 247,030 |
| United States dollar | **15,491,567** | 8,717,163 |
| Hong Kong dollar | **6,558,539** | 132,551 |
| Malaysian ringgit | **1,551,025** | 2,047,599 |
| Thai baht | **128,004** | 41,446 |
| The Company | | |
| United States dollar | **6,707** | 11,829 |
| Malaysian ringgit | **50** | 53 |

A 5% weakening of the relevant foreign currencies against the functional currency of each Group entity would have had the equal but opposite effect on profit after tax to the amounts shown above, on the basis that all other variables remain constant.

In determining the percentage of the currencies fluctuation, the Group has considered the economic environment in which it operates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year. Trading activity in foreign currency denominated securities is subject to fluctuations that are cyclical in nature, resulting in uneven foreign currency exposure over the year.

(ii) *Equity price risk management*

The Group is exposed to market risk because of fluctuation in prices in the equity markets of Singapore, Taiwan, Hong Kong, Philippines, Malaysia, Indonesia, Thailand and others. Its exposure arises from:

- any equity positions that its subsidiaries may have taken that offer the Group the opportunity for return through dividend income and fair value gains, but not including quoted equity securities that are held by the Group for the purpose of hedging clients' open positions;
- falling value of collateral to support financing its subsidiaries provide to their clients; and
- inability of its subsidiaries' clients to pay for the losses which may arise from the force-selling of clients' positions.

The Group has adequate policies and control procedures in place to ensure that its exposure are within the Group's policies and there are sufficient collateral to cover clients' exposures. The Group will only have exposures to securities which are liquid and readily convertible to cash.

The Group has exposure across all major markets. If listed security prices increase by 5% in the Singapore market and other exchanges, the impact on profit after tax, with all other variables including tax rate being held constant will be:

| | **31 December 2023 Profit after tax $** | 31 December 2022 Profit after tax $ |
|---|---|---|
| The Group | | |
| Listed in Singapore | **2,111,180** | 2,929,419 |
| Listed on other exchanges | **5,877,979** | 5,889,912 |

In determining the percentage of the market fluctuation, the Group has considered the economic environments in which it operates.

A 5% decrease in listed security prices would have had the equal but opposite effect on profit after tax and equity to the amounts shown above, on the basis that all other variables remain constant.

(iii) *Cash flow and fair value interest rate risk management*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest income and interest expense are exposed to changes in market interest rates. Interest rate risk arises from financial assets such as receivables from share financing, overdue trade and other receivables, short-term deposits with banks and interest on borrowings from banks. The Group's bank deposits and borrowings are generally short-term. The interest expenses for short-term borrowings are at market rates which are generally fixed at the inception of the borrowings. Interest income from share financing and on overdue trade debts are generally pegged to the respective currencies' prime rates.

If interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's profit for the year ended 31 December 2023 would increase/decrease by $451,592 (31 December 2022 : $5,268,303).

The tables below set out the Group and the Company's exposure to interest rate risks. Included in the tables are assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

| | Variable rates less than 6 months<br>$ | Variable rates more than 6 months<br>$ | Fixed rates less than 6 months<br>$ | Fixed rates more than 6 months<br>$ | Non-interest bearing<br>$ | Total<br>$ |
|---|---|---|---|---|---|---|
| The Group | | | | | | |
| At 31 December 2023 | | | | | | |
| Financial assets | | | | | | |
| Cash and cash equivalents | **624,686,087** | – | **177,534,794** | – | **234,238,174** | **1,036,459,055** |
| Trade and other receivables | **11,412,705** | **10,870,872** | **1,224,876,153** | **515,388,304** | **21,649,774** | **1,784,197,808** |
| Other financial assets | – | – | **140,263,656** | **50,713,474** | **932,747,573** | **1,123,724,703** |
| Total financial assets | **636,098,792** | **10,870,872** | **1,542,674,603** | **566,101,778** | **1,188,635,521** | **3,944,381,566** |
| Financial liabilities | | | | | | |
| Borrowings | **601,533,030** | – | – | – | – | **601,533,030** |
| Debts issued | – | **277,456** | **18,442,364** | **205,015,877** | – | **223,735,697** |
| Lease liabilities | – | – | **4,648,244** | **16,364,397** | – | **21,012,641** |
| Other financial liabilities | – | – | **33,222,092** | **24,433,037** | **1,159,185,092** | **1,216,840,221** |
| Total financial liabilities | **601,533,030** | **277,456** | **56,312,700** | **245,813,311** | **1,159,185,092** | **2,063,121,589** |
| At 31 December 2022 | | | | | | |
| Financial assets | | | | | | |
| Cash and cash equivalents | 506,725,226 | – | 257,791,179 | 289,476 | 479,251,201 | 1,244,057,082 |
| Trade and other receivables | 30,151,445 | 90,909,436 | 1,397,225,431 | 369,337,893 | 62,846,082 | 1,950,470,287 |
| Other financial assets | – | – | 109,615,490 | 25,843,385 | 940,194,940 | 1,075,653,815 |
| Total financial assets | 536,876,671 | 90,909,436 | 1,764,632,100 | 395,470,754 | 1,482,292,223 | 4,270,181,184 |
| Financial liabilities | | | | | | |
| Borrowings | 1,143,179,081 | – | – | – | – | 1,143,179,081 |
| Debts issued | – | 11,437,323 | 41,424,814 | 186,093,735 | – | 238,955,872 |
| Lease liabilities | – | – | 2,522,670 | 18,483,242 | – | 21,005,912 |
| Other financial liabilities | – | – | 20,002,632 | 21,391,884 | 1,058,960,787 | 1,100,355,303 |
| Total financial liabilities | 1,143,179,081 | 11,437,323 | 63,950,116 | 225,968,861 | 1,058,960,787 | 2,503,496,168 |

| | Variable rates less than 6 months<br>$ | Fixed rates less than 6 months<br>$ | Fixed rates more than 6 months<br>$ | Non - interest bearing<br>$ | Total<br>$ |
|---|---|---|---|---|---|
| The Company | | | | | |
| At 31 December 2023 | | | | | |
| Assets | | | | | |
| Cash and cash equivalents | – | – | – | 238,956 | 238,956 |
| Other financial assets | – | – | 197,625 | 252,711,132 | 252,908,757 |
| Total financial assets | – | – | 197,625 | 252,950,088 | 253,147,713 |
| Total financial liabilities | – | 42,887,000 | – | 55,502,749 | 98,389,749 |
| At 31 December 2022 | | | | | |
| Assets | | | | | |
| Cash and cash equivalents | – | – | – | 518,731 | 518,731 |
| Other financial assets | – | – | 201,354 | 378,977,060 | 379,178,414 |
| Total financial assets | – | – | 201,354 | 379,495,791 | 379,697,145 |
| Total financial liabilities | – | 136,492,650 | – | 56,340,340 | 192,832,990 |

(iv) *Overview of the Group's exposure to credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2023, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, the Group has tasked its credit management committee to develop and maintain the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the credit management committee uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The following table contains an analysis of the Group's credit risk exposure of recognised and unrecognised financial instruments, subject to ECL, based on the following internal credit rating grades:

| **Category** | **Description** |
|---|---|
| Investment grade | AAA-BBB |
| Non-investment grade | BB-CCC |
| Default | D |

Internal credit rating derived using methodologies are generally consistent with those used by external agencies.

The tables below detail the credit quality of the Group's financial assets and other items:

| | **Note** | **External credit rating** | **Internal credit rating** | **12-month or lifetime ECL** | **Gross carrying amount** | **Loss allowance** | **Net carrying amount** |
|---|---|---|---|---|---|---|---|
| Group | | | | | $ | $ | $ |
| 31 December 2023 | | | | | | | |
| Cash and cash equivalents | 6 | A1-aa2 | Investment grade | 12m ECL | 1,036,459,055 | – | 1,036,459,055 |
| Outstanding contracts receivable | 7(a) | n.a. | (i) | (i) | 679,925,474 | – | 679,925,474 |
| Trade and other receivables | 8 | n.a. | (ii) | (ii) | 1,643,433,103 | (49,190,842) | 1,594,242,261 |
| Other financial assets | 9 | n.a | (ii) | (ii) | 40,575,140 | – | 40,575,140 |
| Other current assets | 10 | n.a. | Investment grade | 12m ECL | 58,772,155 | – | 58,772,155 |
| | | | | | | (49,190,842) | |
| 31 December 2022 | | | | | | | |
| Cash and cash equivalents | 6 | A1-aa2 | Investment grade | 12m ECL | 1,244,057,082 | – | 1,244,057,082 |
| Outstanding contracts receivable | 7(a) | n.a. | (i) | (i) | 713,034,848 | – | 713,034,848 |
| Trade and other receivables | 8 | n.a. | (ii) | (ii) | 1,765,759,292 | (32,596,221) | 1,733,163,071 |
| Other current assets | 10 | n.a. | Investment grade | 12m ECL | 50,097,545 | – | 50,097,545 |
| | | | | | | (32,596,221) | |

(i) For outstanding contracts receivable, practical expedients have been employed to calculate the ECLs, where applicable. ECLs have been estimated to be immaterial, reflecting the short term nature of the portfolio and the benefit of collateral or other credit enhancements.

(ii) For trade and other receivables and other financial assets, the Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. The Group may also determine that certain loan receivables included within trade and other receivables require separate assessment. In these cases, the Group applies expert credit judgment in assessing whether significant increase in credit risk or an event of default has occurred and in the determination of loss rates and recoverability.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

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

(v) *Credit risk management*

The Group has policies and controls in place to limit its exposure to single clients and single securities. These will also reduce its concentration risks. Some of the Company's subsidiaries have to comply with the rules of Singapore Exchange Securities Trading Ltd ("SGX-ST") and other Exchange rules to ensure that these subsidiaries conduct their businesses prudently.

The Credit Department monitors the Group's exposure to ensure compliance with the guidelines set by the Credit Committee. Trading limits are set for each client and each trading representative. In addition, limits are also set for each counter. The trading limits and outstanding trade positions are monitored daily and follow-up actions are taken promptly. The Credit Committee also meets regularly to review clients' and trading representatives' limits and trade positions.

The maximum amount the Company could be forced to settle under the financial guarantee contract in Note 34(b), if the full guaranteed amount is claimed by the counterparty to the guarantee is $426,192,012 (31 December 2022 : $728,549,636). Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses [Note 34(b)].

The Group employs a range of policies and practices to mitigate credit risk, the most common being the acceptance of collateral for trade receivables. The collateral held are predominantly quoted securities. The Group has internal policies on the acceptability of specific classes of collateral or credit risk mitigation. There has been no change in the collateral policy of the Group during the year.

During the financial year, the value of marketable and non-marketable collaterals held as security for trade receivables are as follows:

| | **31 December 2023** | 31 December 2022 |
|---|---|---|
| | **$** | $ |
| Quoted securities | **21,009,976,465** | 24,528,766,474 |
| Cash | **332,853** | 963,181 |
| Others | **222,330,000** | 481,609,263 |
| | **21,232,639,318** | 25,011,338,918 |

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Certain loan receivables have been designated as the referenced assets for certain debts issued by the Group. The credit-linked clauses in the debts issued allow the Group to deliver the underlying referenced assets to the noteholders as full and final settlement upon the occurrence of a credit event (Note 22).

The carrying amount of financial assets recorded in the financial statements, less collateral held as security for trade receivables, represents the Group's net exposure to credit risk.

The Group establishes an allowance for impairment that represents its estimate of receivables from clients which may not be recoverable. The allowance is determined after taking into consideration the collaterals and trading representatives' ability to make payment for their clients' debts.

The allowance account in respect of outstanding contracts receivable, trade and other receivables is used to record impairment losses unless the Group is satisfied that no recovery is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

Cash and fixed deposits are placed with reputable banks and financial institutions. Consequently, management does not expect any of these institutions to fail to meet its obligations.

There is no other class of financial assets that is past due and/or impaired except for trade and other receivables.

The table below is an analysis of trade and other receivables measured at amortised cost as at the end of the respective reporting periods:

As at 31 December 2023

| | **The Group** | | | |
|---|---|---|---|---|
| | **Not past due** | **1-30 days past due** | **More than 30 days past due** | **Total** |
| Expected loss rate | **<0.02%** | **<1%** | **100% based on net exposure** | |
| Gross carrying amount - Financial assets subject to expected credit loss provision | **1,408,914,175** | **211,511,136** | **3,353,733** | **1,623,779,044** |
| Loss allowance | **–** | **–** | **1,450,747** | **1,450,747** |

As at 31 December 2022

| | The Group | | | |
|---|---|---|---|---|
| | Not past due | 1-30 days past due | More than 30 days past due | Total |
| Expected loss rate | <0.02% | <1% | 100% based on net exposure | |
| Gross carrying amount - Financial assets subject to expected credit loss provision | 1,455,856,153 | 244,409,907 | 6,240,420 | 1,706,506,480 |
| Loss allowance | – | – | 2,048,344 | 2,048,344 |

Certain loan receivables within trade and other receivables have been determined by management as requiring further assessment for expected credit losses. In 2023, loan receivables amounting to $25,075,931 (2022 : $59,252,812) have been determined to have been subject to significant increase in credit risk since initial recognition and loan receivables amounting to $35,153,268 (2022 : $nil) has been assessed to be credit impaired. An amount of $47,740,095 (2022 : $30,547,877) have been provided under lifetime ECL for these loan receivables.

The movement of loss allowance is determined to be as follows:

| | **The Group** | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| At beginning of the year | **32,596,221** | 20,304,145 |
| Currency translation difference | **(876,773)** | (51,251) |
| Allowance for trade and other receivables | **17,471,394** | 13,142,507 |
| Amount recovered during the year | **–** | (799,180) |
| At end of the year | **49,190,842** | 32,596,221 |

The above reconciliation is arising primarily from credit-impaired financial assets and loan receivables with significant increase in credit risk.

(vi) *Liquidity risk management*

Prudent liquidity risk management entails maintaining sufficient cash and marketable securities, adequate committed banking credit facilities and the ability to close out market positions. The Group aims to maintain sufficient cash internally for working capital purposes and from time to time may utilise excess cash of related companies. The Group also aims at maintaining flexibility in funding by keeping committed banking credit facilities. The Group primarily carries out dealing in and financing of listed securities and accepts only marketable securities which are readily convertible into cash as collateral. In addition, the Group ensures that exposures to a single client and to a single security comply with the Group's credit policies and the relevant regulations.

The Group's current financial liabilities will all mature within one year. The Group's non-current financial liabilities have maturities of 2 years (31 December 2022: 2 years).

(vii) *Fair value of financial assets and financial liabilities*

**Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used).

| Financial assets/ liabilities | Fair value as at ($) | | | | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable input(s) |
|---|---|---|---|---|---|---|---|
| | 31 December 2023 | | 31 December 2022 | | | | |
| | Assets | Liabilities | Assets | Liabilities | | | |
| Other financial assets (see Note 9) | | | | | | | |
| Quoted equity securities | 90,863,165 | – | 131,519,455 | – | Level 1 | Quoted bid prices of an active market. | N/A |
| Quoted debt securities | 19,631,279 | – | 25,843,385 | – | Level 1 | Quoted bid prices of an active market. | N/A |
| Unquoted equity securities | 181,035 | – | 182,742 | – | Level 2 | Discounted cash flow. Future cash flows are estimated based on contractual terms, discounted at rates based upon market-related rates for similar instruments as at the end of the reporting period. | N/A |
| Unquoted debt securities | 28,456,177 | – | 13,022,273 | – | Level 2 | Discounted cash flow. Future cash flows are estimated based on contractual terms, discounted at rates based upon market-related rates for similar instruments as at the end of the reporting period. | N/A |
| Unit trusts | 27,413,143 | – | 15,279,861 | – | Level 1 | Published bid values. | N/A |
| Unquoted investment in private fund | 2,855,575 | – | 4,739,842 | – | Level 3 | Net asset value. | Net asset value. |
| Government debt securities | 104,427,509 | – | 91,504,904 | – | Level 1 | Quoted bid prices of an active market. | N/A |
| Derivative financial instruments (see Note 11) | | | | | | | |
| Forward foreign exchange contracts | 23,225 | 3,887 | 7,283 | 10,772 | Level 2 | Broker quotations. | N/A |
| Equity derivatives | 70,600,826 | 70,600,826 | 30,421,677 | 30,421,677 | Level 2 | Broker quotations. | N/A |

| Financial assets/ liabilities | Fair value as at ($) | | | | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable input(s) |
|---|---|---|---|---|---|---|---|
| | 31 December 2023 | | 31 December 2022 | | | | |
| | Assets | Liabilities | Assets | Liabilities | | | |
| Trade and other receivables (see Note 8) | | | | | | | |
| Loan receivables designated as at fair value through profit or loss | 189,955,547 | – | 217,307,216 | – | Level 3 | Discounted cash flow model/Transaction pricing including recent acquisition or transactions/non-binding broker quotation (Price-based [Note (a)]). | Comparable bond price/Broker quoted price, ranging from $33 to $75 per $100 par value (31 December 2022 : $33 to $75 per $100 par value). |
| Debts issued (see Note 22) | | | | | | | |
| Notes issued, designated as at fair value through profit or loss | – | 176,725,842 | – | 195,906,465 | Level 3 | Fair value of underlying referenced assets. | Fair value of underlying referenced assets. |
| Trade and other payables (see Note 19) | | | | | | | |
| Trade payables, designated as at fair value through profit or loss | – | 19,728,430 | – | 23,511,723 | Level 3 | Fair value of underlying referenced assets. | Fair value of underlying referenced assets. |

(a) The Group may also apply a price-based methodology, which utilises, where available, quoted prices or other market information obtained from recent trading activity in positions with the same or similar characteristics to the position being valued. The market activity and the amount of the bid-ask spread are among the factors considered in determining the liquidity of markets and the observability of prices from those markets. When less liquidity exists for a security or loan, the "price" inputs are considered unobservable and the fair value measurements are classified as Level 3 (see below).

A significant increase (decrease) in each of the unobservable input would result in a significantly higher (lower) fair value measurement.

**Significant assumptions in determining fair value of financial assets and liabilities**

Derivative financial instruments - at fair value through profit or loss

The Group uses widely recognised valuation models for determining fair values of over-the-counter interest rate swaps and forward foreign exchange contracts. The most frequently applied valuation technique includes forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. For equity derivative contracts, the Group measures their fair values based on broker quotations provided by external parties. These broker quotations are developed by independent external parties, which utilises observable market inputs such as volatility and exchange traded price of the underlying equity security. For these financial instruments, inputs used to derive the valuations are market observable and are therefore included within Level 2.

Financial assets/liabilities designated as at fair value through profit or loss

Loan receivables and structured liabilities which were designated as at fair value through profit or loss are categorised in Level 3 of the fair value hierarchy. The fair value of the loan receivables may be estimated from the market price on a similar recently executed transaction that the Group has entered into, valuations provided by an external valuation specialist or non-binding broker quotations obtained from an independent external party. Valuations provided by external valuation specialists and non-binding broker quotation are used as the primary basis for valuation when there is limited, or no, relevant market activity for a specific instrument or for other instruments that share similar characteristic. These valuations and non-binding broker quotations are developed by independent external parties, which are based on discounted cash flow model or inputs such as the last transaction price of illiquid quoted securities and recently executed transactions of similar assets to which the Group is not a party of. Broker quotations are typically used for the Group's structuring of any new structured transactions and also used by the Finance Department on a quarterly basis in determining if the fair value of these loan receivables is reasonable. On a periodic basis, the Group will obtain an understanding from the independent external valuation specialist and broker on the valuation techniques used in deriving the valuations and will also challenge any significant inputs or methods used. In addition, the Group will also assess for any changes in the underlying credit worthiness of these loan receivables using public information which will be used to validate the movement and consider for any adjustments to be made to the underlying loan receivables. Any adjustment to the fair value of the trade receivables would also result in an adjustment to the debts issued and trade payables with no resulting impact to the profit and loss. The fair value of the loan receivables will be adjusted for all changes in risks and information since that transaction date or non-binding broker quotations based on publicly available information if necessary. In 2023 and 2022, there has been no adjustment made to the external specialist valuations and non-binding broker quotations for determining the fair value of these loan receivables.

Investment in fund comprises an investment in a private fund that is not quoted in an active market. The fair value of the investment is derived based on the Group's share of the net asset value of the fund as at the end of the reporting period.

Debts issued comprise credit-linked notes underpinned by certain loan receivables designated as referenced assets. The credit-linked clauses in these notes allow the Group to deliver the underlying referenced assets to the noteholders as full and final settlement upon the occurrence of a credit event. The notes will be redeemed at carrying amount on the maturity date provided that there is no occurrence of a credit event. These notes can also be redeemed prior to maturity date, which are repayable on demand at the option of either the noteholder or the Group, through physical delivery of the underlying referenced assets. Trade payables to third parties designated as at fair value through profit or loss are fully funded loan participation and equity participation amounts that were received by the Group. Included in the loan participation and equity participation agreements are credit-linked clauses or delivery options that allow the Group to deliver the underlying referenced assets to the participants as full and final settlement at the Group's discretion. These notes and participation arrangements are designed to mitigate the Group's exposure to credit risk on the underlying referenced assets, and their fair values are determined with reference to the fair value of the underlying loan receivables held as assets.

**The Company**

The Company had no financial assets or liabilities carried at fair value in 2023 and 2022.

There were no significant transfers between Level 1 and Level 2 of the fair value hierarchy during the current or prior year.

**Reconciliation of Level 3 fair value measurements**

| | **Financial assets mandatorily measured/ designated as at fair value through profit or loss** | **Financial liabilities designated as at fair value through profit or loss** |
|---|---|---|
| | **$** | **$** |
| The Group | | |
| 2023 | | |
| Opening balance | **222,047,058** | **219,418,188** |
| Disposals/settlements during the year | **(22,697,878)** | **(22,699,534)** |
| Additions during the year | **668,042** | **11,291,337** |
| Fair value changes recognised in profit or loss | **(7,206,100)** | **(11,555,719)** |
| Ending balance | **192,811,122** | **196,454,272** |
| 2022 | | |
| Opening balance | 286,196,768 | 270,378,896 |
| Disposals/settlements during the year | (58,932,726) | (50,112,989) |
| Additions during the year | 1,062,796 | 1,062,353 |
| Fair value changes recognised in profit or loss | (6,279,780) | (1,910,072) |
| Ending balance | 222,047,058 | 219,418,188 |

**Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables, other current financial assets and other liabilities approximate their respective fair values due to the relatively short-term maturity or frequent repricing of these financial instruments. The carrying amount of debts issued and the assets underpinning them approximate their respective fair values due to their relatively short-term maturity or frequent repricing. The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to financial statements.

(d) Capital risk management policies and objectives

The Group's main objective when managing capital is to maximise shareholders' returns and at the same time conduct its business within prudent guidelines. Management strives to maintain an optimal capital structure so as to maximise shareholder value. To achieve this, the Group may adjust the amount of dividend payment and source for borrowings from banks which provide facilities that best meet its needs at competitive rates.

The capital structure of the Group consists of equity attributable to owners of the parent, comprising issued capital, reserves and retained earnings.

The Group is in compliance with all externally imposed capital requirements for the financial years ended 31 December 2023 and 2022.

The Group's overall strategy remains unchanged from 2022.

## 5 SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) The Group in the normal course of business acts as brokers in securities for certain related companies, directors of the Company and its subsidiaries and their connected persons. During the year, the Group has entered into the following trading transactions:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Commission income received from directors | **34,860** | 59,180 |

In addition to the above and the related party transactions disclosed elsewhere in the financial statements, significant related party transactions during the year were as follows:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Rental of premises paid/payable to a related party | **(140,520)** | (288,650) |
| Rental of premises received/receivable from a related party | **519,694** | 535,536 |

Related party transactions were made on terms agreed between the parties concerned.

No expense has been recognised in the year for expected credit losses in respect of the amounts owed by the related party.

(b) Key management personnel compensation is as follows:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Salaries and other short-term employee benefits | **22,015,165** | 16,019,166 |
| Employer's contribution to defined contribution plans, including Central Provident Fund | **159,507** | 174,393 |
| | **22,174,672** | 16,193,559 |

(c) The Group has banking facilities from United Overseas Bank Limited Group (which is defined in the SGX-ST listing manual as a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company) in the normal course of business. The outstanding borrowings as at 31 December 2023 and 31 December 2022 are disclosed in Note 20 to the financial statements.

## 6 CASH AND CASH EQUIVALENTS

| | The Group | | The Company | |
|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ |
| Bank balances with: | | | | |
| - Related parties [Note 5(c)] | **265,471,912** | 303,476,928 | **238,956** | 518,731 |
| - Non-related banks | **593,428,360** | 682,476,969 | **–** | – |
| Cash on hand | **23,989** | 22,530 | **–** | – |
| | **858,924,261** | 985,976,427 | **238,956** | 518,731 |
| Fixed deposits with: | | | | |
| - Non-related banks | **177,534,794** | 258,080,655 | **–** | – |
| | **177,534,794** | 258,080,655 | **–** | – |
| Cash and bank balances | **1,036,459,055** | 1,244,057,082 | **238,956** | 518,731 |

At the end of the reporting period, the carrying amounts of cash and bank balances approximate their fair values. Included in cash and bank balances are uninvested monies in a segregated account amounting to $4,756,531 (31 December 2022 : $10,409,665) held by the Group as part of its "cash management service" product activities.

Fixed deposits bear average effective interest rates of 6.4% (31 December 2022 : 5.4%) per annum and are for a tenure of approximately 16 days (31 December 2022 : 53 days).

Cash and cash equivalents do not include trust bank balances that represent monies held on behalf of clients and segregated in accordance with the requirements of the SGX-ST Rules and the local regulations in the respective countries. Accordingly, they do not form part of the statement of financial position of the Group.

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

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Cash and bank balances (as above) | **1,036,459,055** | 1,244,057,082 |
| Less: Bank overdrafts (Note 20) | **(1,698,762)** | (10,854,941) |
| Cash and cash equivalents per consolidated statement of cash flows | **1,034,760,293** | 1,233,202,141 |

## 7 OUTSTANDING CONTRACTS RECEIVABLE/PAYABLE

Outstanding contracts receivable and payable represent amounts receivable or payable in respect of trades which have been executed on an exchange prior to the end of the reporting period and have not been settled as at the end of the reporting period.

(a) Outstanding contracts receivable comprises the following:

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Due from third parties | **679,925,474** | 713,034,848 |

(b) Outstanding contracts payable comprises the following:

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Due to third parties | **661,574,242** | 669,571,869 |

The carrying amounts of outstanding contracts receivable and payable approximate their fair values due to the relatively short-term maturity of these financial instruments.

## 8 TRADE AND OTHER RECEIVABLES

| | The Group | | The Company | |
|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ |
| Trade receivables from third parties [Note 8(a)] | **1,141,045,701** | 1,228,655,868 | **–** | – |
| Other loan receivables: | | | | |
| At amortised cost [Note 8(b)] | **502,387,402** | 537,103,424 | **–** | – |
| Designated as at fair value through profit or loss [Note 8(c)] | **189,955,547** | 217,307,216 | **–** | – |
| Less: Allowance for impairment of trade and other receivables individually assessed | **(49,190,842)** | (32,596,221) | **–** | – |
| | **1,784,197,808** | 1,950,470,287 | **–** | – |
| Other receivables from subsidiary: | | | | |
| At amortised cost | **–** | – | **197,625** | 201,354 |
| | **1,784,197,808** | 1,950,470,287 | **197,625** | 201,354 |
| Current trade and other receivables (recoverable within 12 months) | **1,652,874,780** | 1,739,528,450 | **–** | – |
| Non-current trade and other receivables (recoverable after 12 months) | **131,323,028** | 210,941,837 | **197,625** | 201,354 |
| | **1,784,197,808** | 1,950,470,287 | **197,625** | 201,354 |

(a) Trade receivables include margin loans.

(b) Other loan receivables at amortised cost comprise of loan assets from the Group's lending business.

Included in these other loan receivables are structured loans receivables amounting to $60,132,454 (31 December 2022 : $35,997,921) with maturity dates ranging from June 2024 to February 2028 (31 December 2022 : June 2023 to July 2024) and bear effective interest rates ranging from 1.00% to 1.52% per annum (31 December 2022 : 1.00% to 6.26% per annum). These structured loan receivables have been designated as the referenced assets for certain debts issued by the Group (Note 22), or are subject to fully funded loan participation agreements where the related participation payables are recorded under trade payables to third parties at amortised cost (Note 19).

(c) Included in these other loan receivables designated as at fair value through profit or loss are:

(i) medium term notes and distressed debts purchased at a deep discount amounting to $176,736,217 (31 December 2022 : $195,915,332) with maturities ranging from March 2024 to February 2039 (31 December 2022 : from March 2024 to February 2039). These medium term notes bear effective interest rates ranging from 2.12% to 13.33% per annum (31 December 2022 : 2.12% to 13.33% per annum). The effective interest rate realised for distressed debts is 7.80% per annum (31 December 2022 : 9.44% per annum). These medium term notes and distressed debts have been designated as the referenced assets for certain debts issued by the Group (Note 22) under certain structured transactions entered into by the Group, which have the carrying amount of $176,725,842 (31 December 2022 : $195,906,465) and maturities ranging from March 2024 to February 2039 (31 December 2022 : from March 2024 to February 2039).

(ii) structured loan receivables amounting to $13,219,330 (31 December 2022 : $21,391,884) with maturities on May 2024 (31 December 2022 : from May 2024 to December 2024) that are subject to fully funded loan participation agreements. These structured loan receivables bear fixed interest rates of 3.0% per annum (31 December 2022 : 3.0% to 6.0% per annum). The related participation payables are recorded under trade payables to third parties designated at fair value through profit or loss (Note 19), which have the carrying amount of $13,219,330 (31 December 2022 : $21,391,884) and maturities on May 2024 (31 December 2022 : from May 2024 to December 2024).

The net exposure to credit risk from these loan receivables designated as the referenced assets or subject to participation is mitigated through the credit-linked clauses in the credit-linked notes and fully funded loan participation agreements. The notes and structured loan receivables will be redeemed at carrying amount on the maturity date provided that there is no occurrence of a credit event. They can also be redeemed prior to maturity date through physical delivery of the underlying referenced assets at the option of either the noteholder or the Group and are designed to mitigate the Group's exposure to credit risk on the underlying referenced assets. Given that the loan receivables have been designated as referenced assets, they have been classified as current assets consistent with the underlying liabilities.

Concentration of credit risk with respect to trade receivables is limited due to the Group's diversified customer base. Management believes that there is no anticipated additional credit risk beyond amount of allowance for impairment made in the Group's trade receivables. Trade receivables from third parties bear interest at market rates. Loss allowance for trade receivables has been measured at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

At the end of the reporting period, the carrying amounts of trade and other receivables carried at amortised cost approximate their fair value due to the relatively short-term maturity or frequent repricing of the financial instruments. The exposure to interest rate risks of trade and other receivables is disclosed in Note 4(c)(iii).

## 9 OTHER FINANCIAL ASSETS

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Financial assets mandatorily measured at FVTPL: | | |
| Quoted securities: | | |
| - Debt securities | **19,631,279** | 25,843,385 |
| - Equity securities | **90,863,165** | 131,519,455 |
| Unquoted securities: | | |
| - Debt securities | **28,456,177** | 13,022,273 |
| - Equity securities | **181,035** | 182,742 |
| Unit trusts | **27,413,143** | 15,279,861 |
| Investment in private fund | **2,855,575** | 4,739,842 |
| Government debt securities | **104,427,509** | 91,504,904 |
| Financial assets measured at amortised cost: | | |
| Investment in notes | **40,575,140** | – |
| | **314,403,023** | 282,092,462 |
| Current financial assets | **304,567,638** | 280,959,382 |
| Non-current financial assets | **9,835,385** | 1,133,080 |
| | **314,403,023** | 282,092,462 |

Other financial assets include certain quoted equity securities that are held by the Group for the purpose of hedging clients' open positions, unit trusts and government debt securities in segregated accounts which are held by the Group as part of its "cash management service" product activities and investments that offer the Group the opportunity for return through dividend income and fair value gains.

Except for the investments in quoted and unquoted debt securities and notes, they have no fixed maturity or coupon rate. The fair values of the quoted equity securities and debt securities are based on closing quoted market prices on the last market day of the financial year. Investments in notes at amortised cost mainly comprise investments in fixed and floating rate notes.

The fair values of the unquoted debt securities are computed on the discounted cash flow basis using discount rates based upon market-related rates for similar instruments as at the end of the reporting period. The investments in unquoted debt securities of $28,456,177 (31 December 2022 : $13,022,273), represents investments in debt securities of private sectors in Thailand. In 2023, the unquoted equity securities amounting to $181,035 (31 December 2022 : $182,742) in Thailand represent an overseas subsidiary's subscription to shares in a non-listed company set up by an overseas exchange in 1996. The fair value of the investment in private fund is based on its recent net asset value.

At the end of the reporting period, the carrying amounts of other financial assets carried at amortised cost approximate their fair value due to the relatively short-term maturity or frequent repricing of the financial instruments. The carrying amount of the non-current portion of other financial assets carried at amortised cost approximates its fair value due to the insignificant impact of discounting.

## 10 OTHER CURRENT ASSETS

| | The Group | | The Company | |
|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ |
| Amounts due from subsidiaries [Note 10(a)] | **–** | – | **252,697,293** | 378,794,870 |
| Deposits [Note 10(b)] | **36,915,833** | 32,025,065 | **–** | – |
| Prepayments | **4,069,153** | 3,227,075 | **–** | 4,500 |
| Amounts deposited with lenders of securities [Note 10(c)] | **2,971,701** | 3,171,701 | **–** | – |
| Other receivables | **18,884,621** | 14,900,779 | **13,839** | 182,190 |
| | **62,841,308** | 53,324,620 | **252,711,132** | 378,981,560 |

(a) The non-trade amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

(b) Included in deposits is an amount of $2,073,034 (31 December 2022 : $1,916,612) placed by a subsidiary as collateral with The Central Depository (Pte) Limited by virtue of the subsidiary being a clearing member of the Singapore Exchange Securities Trading Limited (Note 33).

(c) Securities borrowing and lending contracts

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Securities borrowed | | |
| Securities borrowed from lenders, at fair value: | | |
| - Lent to clients | **423,844** | 555,183 |
| Securities lent | | |
| Securities lent to clients, at fair value: | | |
| - Borrowed from lenders | **423,844** | 555,183 |

The carrying amounts of other current assets approximate their fair values.

## 11 DERIVATIVE FINANCIAL INSTRUMENTS

| | The Group | | | |
|---|---|---|---|---|
| | **31 December 2023** | | 31 December 2022 | |
| | **Assets** | **Liabilities** | Assets | Liabilities |
| | **$** | **$** | $ | $ |
| Forward foreign exchange contracts | **23,225** | **3,887** | 7,283 | 10,772 |
| Equity derivatives | **70,600,826** | **70,600,826** | 30,421,677 | 30,421,677 |
| | **70,624,051** | **70,604,713** | 30,428,960 | 30,432,449 |

**Forward foreign exchange contracts**

In order to manage the risks arising from fluctuations in currency exchange rates, the Group utilises forward foreign exchange contracts with settlement dates ranging between 1 to 4 days (31 December 2022 : between 3 to 5 days).

Forward foreign exchange contracts are entered into from time to time to manage exposure to fluctuations in foreign currency exchange rates on trade receivables and payables.

The following table details the forward foreign exchange contracts outstanding at the end of the reporting period:

| | **Contract or underlying principal amount** | | **Gross positive fair value** | | **Gross negative fair value** | | **Settlement dates of open contracts** | |
|---|---|---|---|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ | **$** | $ | | |
| The Group | | | | | | | | |
| Forward foreign exchange contracts | **12,538,418** | 6,238,502 | **23,225** | 7,283 | **3,887** | 10,772 | **Within one week after end of the reporting period** | Within one week after end of the reporting period |

**Equity derivatives**

Equity derivative financial instruments arises from customer transactions and are covered back-to-back by offsetting transactions with third party issuers.

The contractual or underlying principal amounts of these equity derivative financial instruments and their corresponding gross fair values at the end of the reporting period are shown below:

| | **Contract or underlying principal amount** | | **Gross positive fair value** | | **Gross negative fair value** | | **Settlement dates of open contracts** | |
|---|---|---|---|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ | **$** | $ | | |
| The Group | | | | | | | | |
| Equity derivatives | **708,824,628** | 310,052,725 | **70,600,826** | 30,421,677 | **70,600,826** | 30,421,677 | **Within 2 years after end of the reporting period.** | Within 2 years after end of the reporting period. |

## 12 GOODWILL

| | The Group $ |
|---|---|
| **Cost:** | |
| At 1 January 2022 | 22,911,841 |
| Exchange differences | (570,881) |
| At 31 December 2022 | 22,340,960 |
| Exchange differences | **(164,393)** |
| At 31 December 2023 | **22,176,567** |
| **Impairment:** | |
| At 1 January 2022 | (9,572,952) |
| Impairment loss (Note 28) | (618,708) |
| At 31 December 2022 | (10,191,660) |
| Impairment loss (Note 28) | **(1,254,222)** |
| At 31 December 2023 | **(11,445,882)** |
| **Carrying amount:** | |
| At 31 December 2023 | **10,730,685** |
| At 31 December 2022 | 12,149,300 |

Goodwill arose in the acquisitions entered into by the Group in prior and current years because the cost of combination included the benefits of a larger client base, future market developments and revenue growth. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets.

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:

| | The Group | |
|---|---|---|
| | **31 December 2023 $** | 31 December 2022 $ |
| Thailand [Note 12(a)] | **17,476,406** | 17,578,482 |
| Malaysia [Note 12(b)] | **4,700,161** | 4,762,478 |
| | **22,176,567** | 22,340,960 |

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the CGUs are determined based on value-in-use calculations.

The value-in-use calculations apply a discounted cash flow model using cash flow projections based on financial budgets and forecasts approved by management. The key assumptions used in the calculation of value-in-use are operating profit margins, growth rates and discount rates.

(a) Cash flow forecasts from the Thailand CGU are based on an estimated profit margin of 33.00% (31 December 2022 : 34.00%), estimated growth rate of 0.30% (31 December 2022 : 1.50%) and weighted average cost of capital of 10.00% (31 December 2022 : weighted average cost of capital of 10.84%) per annum.

As at 31 December 2023 and 31 December 2022, any reasonably possible change to the key assumptions applied is not likely to cause the recoverable amounts to be below the carrying amounts of the CGU.

As at 31 December 2023, before impairment testing, goodwill of $17.5 million (31 December 2022 : $17.6 million) was allocated to the Thailand CGU. Accumulated impairment loss as of 31 December 2023 was $7.7 million (31 December 2022 : $6.5 million).

In 2023 and 2022, due to resignation of marketing officers transferred from the previous acquisitions, the Group has revised its cash flow forecasts for this CGU. The Thailand CGU has therefore been reduced to its recoverable amount through recognition of an impairment loss against goodwill of $1.3 million (31 December 2022 : $0.6 million).

(b) Goodwill allocated to the Malaysia CGU includes the business of a financial advisory company in Malaysia which is licensed under both Bank Negara Malaysia and Securities Commission of Malaysia that was acquired in 2020.

## 13 OTHER INTANGIBLE ASSETS

| | **Customer portfolio database** |
|---|---|
| | **$** |
| The Group | |
| **Cost:** | |
| At 1 January 2022, 31 December 2022 and 31 December 2023 | **2,277,314** |
| **Amortisation:** | |
| At 1 January 2022, 31 December 2022 and 31 December 2023 | **(2,277,314)** |
| **Carrying amount:** | |
| At 31 December 2022 and 31 December 2023 | **–** |

## 14 SUBSIDIARIES

| | **The Company** | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Equity investments at cost | | |
| At beginning and end of the year | **363,860,486** | 363,860,486 |

Details of subsidiaries are included in Note 36 to the financial statements.

The following schedule shows the effect of changes in the Group's ownership interest in a subsidiary, UOB Kay Hian Securities (Thailand) Public Company Limited, that did not result in a change of control on the equity attributable to owners of the parent.

| | **The Group** | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Amounts paid to acquire additional interest in a subsidiary | **658,423** | – |
| Non-controlling interest acquired | **(960,378)** | – |
| Statutory reserve transferred from non-controlling interest | **11,586** | – |
| Difference recognised in equity reserve | **(290,369)** | – |
| Total movement in equity reserve (Note 24) | **(290,369)** | – |

## 15 RIGHT-OF-USE ASSETS

The Group leases several assets including buildings, office space and motor vehicles. The average lease term is 3 years (2022 : 3 years).

| | Buildings and office space $ | Motor Vehicles $ | Total $ |
|---|---|---|---|
| The Group | | | |
| **Cost:** | | | |
| At 1 January 2022 | 26,681,724 | 230,940 | 26,912,664 |
| Additions | 15,428,651 | – | 15,428,651 |
| Currency translation differences | (693,007) | (9,741) | (702,748) |
| At 31 December 2022 | 41,417,368 | 221,199 | 41,638,567 |
| Additions | **6,976,707** | **–** | **6,976,707** |
| Currency translation differences | **(785,070)** | **(2,066)** | **(787,136)** |
| At 31 December 2023 | **47,609,005** | **219,133** | **47,828,138** |
| **Accumulated depreciation:** | | | |
| At 1 January 2022 | (15,795,200) | (146,966) | (15,942,166) |
| Depreciation | (6,205,250) | (40,226) | (6,245,476) |
| Currency translation differences | 579,847 | 6,656 | 586,503 |
| At 31 December 2022 | (21,420,603) | (180,536) | (21,601,139) |
| Depreciation | **(7,091,850)** | **(26,141)** | **(7,117,991)** |
| Currency translation differences | **480,020** | **1,716** | **481,736** |
| At 31 December 2023 | **(28,032,433)** | **(204,961)** | **(28,237,394)** |
| **Carrying amount:** | | | |
| At 31 December 2023 | **19,576,572** | **14,172** | **19,590,744** |
| At 31 December 2022 | 19,996,765 | 40,663 | 20,037,428 |

During the year ended 31 December 2023 and 2022, certain leases for buildings and office space expired. The expired contracts were replaced by new leases for identical underlying assets. This resulted in additions to right-of-use assets of $6,976,707 (31 December 2022 : $15,428,651).

## 16 TRADING RIGHTS IN EXCHANGES/MEMBERSHIPS IN EXCHANGES

(a) Trading rights in Exchanges

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Trading rights in The Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange Limited and Philippine Stock Exchange, Inc. at cost less accumulated impairment losses | **89,490** | 91,082 |

There is no impairment loss recognised for the year ended 31 December 2023 and 31 December 2022.

The following is a reconciliation of the carrying amount of trading rights in Exchanges at the beginning and end of the reporting period:

| **The Group** | $ |
|---|---|
| At 1 January 2022 | 94,859 |
| Currency translation differences | (3,777) |
| At 31 December 2022 | 91,082 |
| Currency translation differences | **(1,592)** |
| At 31 December 2023 | **89,490** |

(b) Memberships in Exchanges

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Memberships in The Stock Exchange of Thailand and Jakarta Stock Exchange, at amortised cost less accumulated impairment losses | **835,520** | 207,783 |

There is no impairment loss recognised for the year ended 31 December 2023 and 31 December 2022.

The following is a reconciliation of the carrying amount of memberships in Exchanges at the beginning and end of the reporting period:

| **The Group** | $ |
|---|---|
| At 1 January 2022 | 217,583 |
| Currency translation differences | (9,800) |
| At 31 December 2022 | 207,783 |
| Additions during the year | **629,708** |
| Currency translation differences | **(1,971)** |
| At 31 December 2023 | **835,520** |

## 17 PROPERTY, PLANT AND EQUIPMENT

| The Group | Buildings $ | Leasehold land $ | Leasehold improvements $ | Furniture, fittings and office equipment $ | Computer equipment and software $ | Communication equipment $ | Motor vehicles $ | Total $ |
|---|---|---|---|---|---|---|---|---|
| **Cost:** | | | | | | | | |
| At 1 January 2022 | 35,031,334 | 35,822,186 | 14,546,627 | 9,554,822 | 46,771,681 | 1,482,309 | 2,247,117 | 145,456,076 |
| Additions | – | – | 161,985 | 163,029 | 1,939,298 | 25,557 | 369,911 | 2,659,780 |
| Disposals | – | – | (102,087) | (98,357) | (252,220) | – | (277,187) | (729,851) |
| Write off | – | – | (101,928) | (84,066) | – | – | – | (185,994) |
| Currency translation differences | (146,049) | (44,210) | (291,507) | (264,164) | (1,046,972) | (28,055) | (110,675) | (1,931,632) |
| At 31 December 2022 | 34,885,285 | 35,777,976 | 14,213,090 | 9,271,264 | 47,411,787 | 1,479,811 | 2,229,166 | 145,268,379 |
| Additions | – | – | **155,316** | **133,389** | **3,696,287** | **1,465** | **167,525** | **4,153,982** |
| Disposals | – | – | **(182,921)** | **(118,243)** | **(528,909)** | – | **(252,032)** | **(1,082,105)** |
| Write off | – | – | – | **(33,414)** | – | – | – | **(33,414)** |
| Currency translation differences | **(145,159)** | **(43,941)** | **95,340** | **(168,331)** | **(991,373)** | **(9,760)** | **(33,905)** | **(1,297,129)** |
| At 31 December 2023 | **34,740,126** | **35,734,035** | **14,280,825** | **9,084,665** | **49,587,792** | **1,471,516** | **2,110,754** | **147,009,713** |
| **Accumulated depreciation:** | | | | | | | | |
| At 1 January 2022 | 30,368,553 | 31,004,189 | 10,821,371 | 8,615,979 | 36,965,948 | 1,443,893 | 1,764,016 | 120,983,949 |
| Depreciation charge | 2,413,298 | 2,548,440 | 1,452,584 | 413,232 | 4,163,328 | 16,497 | 187,392 | 11,194,771 |
| Disposals | – | – | (101,721) | (89,408) | (246,542) | – | (277,186) | (714,857) |
| Write off | – | – | (96,188) | (81,667) | – | – | – | (177,855) |
| Currency translation differences | (95,754) | (500) | (256,885) | (237,457) | (757,021) | (25,954) | (88,207) | (1,461,778) |
| At 31 December 2022 | 32,686,097 | 33,552,129 | 11,819,161 | 8,620,679 | 40,125,713 | 1,434,436 | 1,586,015 | 129,824,230 |
| Depreciation charge | **1,424,538** | **1,486,897** | **1,401,207** | **208,767** | **2,748,304** | **16,105** | **243,716** | **7,529,534** |
| Disposals | – | – | **(171,675)** | **(115,862)** | **(526,768)** | – | **(252,032)** | **(1,066,337)** |
| Write off | – | – | – | **(28,882)** | – | – | – | **(28,882)** |
| Currency translation differences | **(98,108)** | **(545)** | **(177,771)** | **(158,878)** | **(455,919)** | **(9,739)** | **(27,772)** | **(928,732)** |
| At 31 December 2023 | **34,012,527** | **35,038,481** | **12,870,922** | **8,525,824** | **41,891,330** | **1,440,802** | **1,549,927** | **135,329,813** |
| **Carrying amount:** | | | | | | | | |
| **At 31 December 2023** | **727,599** | **695,554** | **1,409,903** | **558,841** | **7,696,462** | **30,714** | **560,827** | **11,679,900** |
| At 31 December 2022 | 2,199,188 | 2,225,847 | 2,393,929 | 650,585 | 7,286,074 | 45,375 | 643,151 | 15,444,149 |

The Group has pledged property, plant and equipment having a carrying amount of approximately $2.2 million (31 December 2022 : $3.1 million) to secure banking facilities granted to the Group (Note 20).

## 18 DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax authority. The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

| | **The Group** | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Deferred tax assets | **2,432,443** | 1,675,633 |
| Deferred tax liabilities | **(2,531,305)** | (1,869,221) |

The following are the major deferred tax assets and liabilities recognised by the Group and the movement thereon, during the current and prior reporting periods:

| | **Fair value losses/ Employee benefits/ Actuarial losses** | **Tax losses** | **Total** |
|---|---|---|---|
| | **$** | **$** | **$** |
| <u>The Group</u> | | | |
| *Deferred tax assets* | | | |
| At 1 January 2022 | 4,222 | 1,507,353 | 1,511,575 |
| Credited to profit or loss (Note 29) | 48,113 | 223,934 | 272,047 |
| Currency translation differences | 18,629 | (103,767) | (85,138) |
| Defined benefit plans (Note 29) | (22,851) | – | (22,851) |
| At 31 December 2022 | 48,113 | 1,627,520 | 1,675,633 |
| Credited to profit or loss (Note 29) | **739,677** | **26,871** | **766,548** |
| Currency translation differences | **(16,501)** | **(42,379)** | **(58,880)** |
| Defined benefit plans (Note 29) | **49,142** | **–** | **49,142** |
| At 31 December 2023 | **820,431** | **1,612,012** | **2,432,443** |

| | **Fair value (gains) losses** | **Accelerated tax depreciation** | **Total** |
|---|---|---|---|
| | **$** | **$** | **$** |
| <u>The Group</u> | | | |
| *Deferred tax liabilities* | | | |
| At 1 January 2022 | (443,841) | (1,757,458) | (2,201,299) |
| Credited to profit or loss (Note 29) | – | 254,327 | 254,327 |
| Currency translation differences | 40,425 | 37,326 | 77,751 |
| At 31 December 2022 | (403,416) | (1,465,805) | (1,869,221) |
| Credited to profit or loss (Note 29) | **–** | **(678,865)** | **(678,865)** |
| Currency translation differences | **5,190** | **11,591** | **16,781** |
| At 31 December 2023 | **(398,226)** | **(2,133,079)** | **(2,531,305)** |

Deferred tax assets are recognised to the extent that realisation of the related tax benefits through future taxable profits are probable. The Group has unrecognised tax losses of $3.8 million (31 December 2022 : $13.8 million) at the end of the reporting period, which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those subsidiaries with unrecognised tax losses and capital allowances in their respective countries of incorporation. Included in unrecognised tax losses are losses of $1.0 million (31 December 2022 : $11.2 million) that will expire in 2028. Other losses have no expiry date. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams.

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is approximately $54.0 million (31 December 2022 : $48.0 million). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

## 19 TRADE AND OTHER PAYABLES

| | The Group | | The Company | |
|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ |
| Trade payables to third parties: | | | | |
| At amortised cost | **310,749,372** | 254,287,215 | **–** | – |
| Participation trade payables: | | | | |
| At amortised cost | **44,435,799** | 20,002,763 | **–** | – |
| Designated as at fair value through profit or loss | **19,728,430** | 23,511,723 | **–** | – |
| Accrued operating expenses | **98,104,209** | 81,184,310 | **7,054,752** | 7,060,175 |
| Amount due to subsidiaries | **–** | – | **48,438,290** | 49,280,165 |
| Other payables | **11,643,456** | 21,364,974 | **9,707** | – |
| | **484,661,266** | 400,350,985 | **55,502,749** | 56,340,340 |
| Analysed as: | | | | |
| Current | **473,882,709** | 378,732,985 | **55,502,749** | 56,340,340 |
| Non-current | **10,778,557** | 21,618,000 | **–** | – |
| | **484,661,266** | 400,350,985 | **55,502,749** | 56,340,340 |

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

Participation trade payables comprise of fully funded loan participation and equity participation amounts that were received by the Group. The related loan participation and equity participation agreements include credit-linked clauses or delivery options that allow the Group to deliver the underlying referenced assets to the participants as full and final settlement at the Group's discretion. The loan participation agreements will be terminated on the maturity date. The referenced assets underpinning these participation trade payables have carrying amount of $57,541,784 (31 December 2022 : $41,281,605) in trade and other receivables (Note 8), and $6,509,100 (31 December 2022 : $2,119,838) in other financial assets (Note 9). The carrying amounts of these participation trade payables, which are repayable on demand, approximate the fair values of the underlying referenced assets.

Accrued operating expenses include the employee benefit obligations amounting to $5,677,598 (31 December 2022 : $5,575,030) and $1,375,504 (31 December 2022 : $1,123,281) arising from post-employment benefit plans operated under Thailand Labour Protection Act and Indonesia Labour Law respectively by subsidiaries of the Company. Details of the relevant information of employee benefit obligations are set out in Note 37 to the financial statements.

The carrying amounts of trade and other payables approximate their fair values.

## 20 BORROWINGS

| | The Group | | The Company | |
|---|---|---|---|---|
| | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| | **$** | $ | **$** | $ |
| *Current* | | | | |
| Bank overdrafts: | | | | |
| - with related parties [Note 5(c)] | **1,360,717** | 9,667,619 | **–** | – |
| - with non-related banks | **338,045** | 1,187,322 | **–** | – |
| | **1,698,762** | 10,854,941 | **–** | – |
| Short-term bank loans: | | | | |
| - with related parties [Note 5(c)] | **188,505,772** | 350,975,933 | **32,420,000** | 3,600,000 |
| - with non-related banks | **411,328,496** | 781,348,207 | **10,467,000** | 132,892,650 |
| | **599,834,268** | 1,132,324,140 | **42,887,000** | 136,492,650 |
| Total borrowings | **601,533,030** | 1,143,179,081 | **42,887,000** | 136,492,650 |

The carrying amounts of borrowings approximate their fair values.

Bank overdrafts are unsecured and repayable upon demand. Bank overdrafts of the Group with a related party and with non-related banks bear an effective Interest rate of 5.0% per annum (31 December 2022: 12.0% per annum) and 5.88% per annum (31 December 2022: 9.75% per annum) respectively.

Short-term bank loan of the Company with a related party bears effective interest rate of 3.49% per annum (31 December 2022 : 4.47% per annum). It is secured with a fixed charge over immovable fixed assets and a floating charge over all assets of the Company, and is due within 1 month (31 December 2022 : 1 month) from the end of the reporting period.

The terms of short-term bank loans of the Group at the end of the reporting period are as follows:

**31 December 2023**

**Short-term bank loans**

| **$** | **Weighted average effective interest rates** | **Security, if any** | **Maturity** |
|---|---|---|---|
| **Balances with related parties** | | | |
| **188,505,772** | **5.61% per annum** | **A fixed charge over immovable fixed assets and a floating charge over all assets of a subsidiary.** | **Due within 1 month from the end of the reporting period.** |
| **Balances with non-related banks** | | | |
| **411,328,496** | **5.5% per annum** | **A fixed charge over immovable fixed assets and a floating charge over all assets of a subsidiary.** | **Due within 1 month from the end of the reporting period.** |

**31 December 2022**

**Short-term bank loans**

| $ | Weighted average effective interest rates | Security, if any | Maturity |
|---|---|---|---|
| **Balances with related parties** | | | |
| 350,975,933 | 4.04% per annum | A fixed charge over immovable fixed assets and a floating charge over all assets of a subsidiary. | Due within 1 month from the end of the reporting period. |
| **Balances with non-related banks** | | | |
| 775,236,207 | 4.75% per annum | A fixed charge over immovable fixed assets and a floating charge over all assets of a subsidiary. | Due within 1 month from the end of the reporting period. |
| 6,112,000 | 3.8% per annum | Unsecured | Due within 1 month from the end of the reporting period. |

**Reconciliation of liabilities arising from financing activities**

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

| | 1 January 2023 $ | Financing cash flows $ | Non-cash changes: New lease liabilities $ | Non-cash changes: Foreign exchange movement $ | Non-cash changes: Other changes (i) $ | 31 December 2023 $ |
|---|---|---|---|---|---|---|
| The Group | | | | | | |
| Short-term bank loans: | | | | | | |
| - with related parties [Note 5(c)] | **350,975,933** | **(162,470,161)** | **–** | **–** | **–** | **188,505,772** |
| - with non-related banks | **781,348,207** | **(370,019,711)** | **–** | **–** | **–** | **411,328,496** |
| | **1,132,324,140** | **(532,489,872)** | **–** | **–** | **–** | **599,834,268** |
| Lease liabilities (Note 21) | **21,005,912** | **(8,036,474)** | **6,976,707** | **290,334** | **776,162** | **21,012,641** |
| | **1,153,330,052** | **(540,526,346)** | **6,976,707** | **290,334** | **776,162** | **620,846,909** |

| | 1 January 2022 $ | Financing cash flows $ | Non-cash changes: New lease liabilities $ | Non-cash changes: Foreign exchange movement $ | Non-cash changes: Other changes (i) $ | 31 December 2022 $ |
|---|---|---|---|---|---|---|
| The Group | | | | | | |
| Short-term bank loans: | | | | | | |
| - with related parties [Note 5(c)] | 541,364,216 | (190,388,283) | – | – | – | 350,975,933 |
| - with non-related banks | 640,500,579 | 140,847,628 | – | – | – | 781,348,207 |
| | 1,181,864,795 | (49,540,655) | – | – | – | 1,132,324,140 |
| Lease liabilities (Note 21) | 11,276,241 | (7,235,800) | 15,428,651 | 660,303 | 876,517 | 21,005,912 |
| | 1,193,141,036 | (56,776,455) | 15,428,651 | 660,303 | 876,517 | 1,153,330,052 |

(i) Other changes include interest accruals.

## 21 LEASE LIABILITIES

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| *Maturity analysis:* | | |
| Year 1 | **8,786,182** | 5,794,748 |
| Year 2 | **7,119,502** | 5,403,245 |
| Year 3 | **4,085,346** | 5,128,410 |
| Year 4 | **2,598,899** | 3,982,824 |
| Year 5 | **–** | 2,652,832 |
| | **22,589,929** | 22,962,059 |
| Less: Unearned interest | **(1,577,288)** | (1,956,147) |
| | **21,012,641** | 21,005,912 |
| Analysed as: | | |
| Current | **9,296,489** | 5,045,341 |
| Non-current | **11,716,152** | 15,960,571 |
| | **21,012,641** | 21,005,912 |

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's Finance function.

## 22 DEBTS ISSUED

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Notes issued: | | |
| At amortised cost | **47,009,855** | 43,049,407 |
| Designated as at fair value through profit or loss | **176,725,842** | 195,906,465 |
| | **223,735,697** | 238,955,872 |

In 2010, the Group established a USD1,000,000,000 multi-currency structured note programme arranged by a related party in which the Group may raise funds through the issuance of notes from time to time under the programme. The terms and conditions of notes issued, have taken into consideration the terms and conditions of the corresponding underlying referenced assets (Note 8).

Included in debts issued are notes that are issued at par with maturities on March 2024 to February 2039 (31 December 2022 : from March 2024 to February 2039) under certain structured transactions entered into by the Group amounting to $192,535,447 (31 December 2022: $212,014,399). The credit-linked clauses in the notes allow the Group to deliver the underlying referenced assets [Note 8(b) and 8(c)] to the noteholders as full and final settlement upon the occurrence of a credit event. The notes will be redeemed at carrying amount on the maturity date provided that there is no occurrence of a credit event. These notes can also be redeemed prior to maturity date through physical delivery of the underlying referenced assets at the option of either the noteholder or the Group and are designed to mitigate the Group's exposure to credit risk on the underlying referenced assets. The referenced assets underpinning these notes have carrying amount of $192,546,213 (31 December 2022 : $212,023,533) and maturities ranging from March 2024 to February 2039 (31 December 2022 : from March 2024 to February 2039).

The notes with medium term notes as their underlying referenced assets bear effective interest rate ranging from 2.12% to 13.33% per annum in 2023 (31 December 2022 : 2.12% to 13.33% per annum). The effective interest rates realised for the notes with distressed debts as their underlying referenced assets is 7.50% per annum (31 December 2022 : 9.07% per annum).

The carrying amounts of debts issued, which are repayable on demand, approximate the fair values of the underlying referenced assets (Note 8).

## 23 SHARE CAPITAL

| | The Group and The Company | | | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **Number of ordinary shares** | | **$** | $ |
| Issued and paid up: | | | | |
| At beginning of the year | **888,015,427** | 863,406,225 | **292,064,654** | 257,414,898 |
| Issue of shares pursuant to Scrip Dividend Scheme (Note 32) | **22,023,304** | 24,609,202 | **27,242,827** | 34,649,756 |
| At end of the year | **910,038,731** | 888,015,427 | **319,307,481** | 292,064,654 |
| Treasury shares: | | | | |
| At beginning of the year | **(2,491,000)** | – | **(3,446,085)** | – |
| Share buyback | **(7,509,000)** | (2,491,000) | **(10,451,623)** | (3,446,085) |
| At end of the year | **(10,000,000)** | (2,491,000) | **(13,897,708)** | (3,446,085) |
| Total share capital | **900,038,731** | 885,524,427 | **305,409,773** | 288,618,569 |

Fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

In 2023, the Company acquired 7,509,000 (2022 : 2,491,000) of its own shares through purchases on the Singapore Exchange Securities Trading Limited. The total amount paid to acquire the shares was $10,451,623 (2022 : $3,446,085) and has been deducted from shareholders' equity. The shares are held as treasury shares.

## 24 RESERVES

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Foreign currency translation reserves [Note 24(a)] | **(75,437,262)** | (54,056,961) |
| Statutory reserve [Note 24(b)] | **1,852,597** | 1,828,324 |
| Equity reserve [Note 24(c)] | **2,257,956** | 1,967,587 |
| | **(71,326,709)** | (50,261,050) |

(a) Foreign currency translation reserves

Foreign currency translation reserves represent exchange differences relating to the translation from the functional currencies of the Group's foreign subsidiaries into Singapore dollars are brought to account by recognising those exchange differences in other comprehensive income and accumulating them in a separate component of equity under the header of foreign currency translation reserves.

(b) Statutory reserve

Under the Public Limited Company Act B.E. 2535 of Thailand, a subsidiary, UOB Kay Hian Securities (Thailand) Public Company Limited is required to set aside a statutory reserve of at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. The reserve is non-distributable.

In accordance with the Securities Regulation Code of the Philippines, a subsidiary, UOB Kay Hian Securities (Philippines), Inc. is required to set aside a certain minimum percentage of its profit after tax annually and transfer the same amount to a reserve fund.

(c) Equity reserve

The equity reserve represents the effects of changes in ownership interests in subsidiaries when there is no change in control.

## 25 REVENUE

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Commission income | **285,854,545** | 297,673,361 |
| Trading income | **6,874,995** | 6,027,826 |
| Interest income: | | |
| - fixed deposits with related parties [Note 5(c)] | **32,981,517** | 15,522,906 |
| - fixed deposits with non-related banks | **102,340,056** | 31,836,423 |
| - clients | **106,704,591** | 89,553,753 |
| - others | **1,714,102** | 4,074,596 |
| | **243,740,266** | 140,987,678 |
| Interest income from financial instruments designated as at fair value through profit or loss | **18,522,706** | 15,854,178 |
| Dividend income from quoted/unquoted securities | **1,454,581** | 692,480 |
| Facility, shares withdrawal and arrangement fees | **8,918,415** | 13,743,415 |
| Advisory fees | **7,727,864** | 8,292,549 |
| Other operating revenue | **18,409,360** | 12,442,326 |
| | **591,502,732** | 495,713,813 |

## 26 STAFF COSTS

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Wages, salaries and other staff costs | **164,266,764** | 139,981,783 |
| Employers' contribution to employee benefit plans including Central Provident Fund | **7,059,162** | 7,056,630 |
| | **171,325,926** | 147,038,413 |

## 27 FINANCE EXPENSE

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Interest expense: | | |
| - borrowings from related parties [Note 5(c)] | **16,850,352** | 6,735,511 |
| - borrowings from non-related banks | **16,796,385** | 12,248,932 |
| - debts issued | **13,200,896** | 14,694,543 |
| - lease liabilities | **776,162** | 876,517 |
| - others | **4,872,989** | 4,864,477 |
| | **52,496,784** | 39,419,980 |

## 28 OTHER OPERATING EXPENSES

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Net fair value loss on other financial assets, at fair value through profit or loss | **7,765,112** | 18,251,710 |
| Expense relating to short-term leases and low value assets | **1,453,885** | 811,726 |
| Marketing and business promotions | **5,594,135** | 7,183,921 |
| Communication expenses | **21,999,931** | 23,406,091 |
| Contract processing charges | **706,645** | 720,643 |
| Information services | **9,732,636** | 9,499,119 |
| Depreciation expenses: | | |
| - property, plant and equipment (Note 17) | **7,529,534** | 11,194,771 |
| - right-of-use asset (Note 15) | **7,117,991** | 6,245,476 |
| Net gain on disposal of property, plant and equipment | **(55,919)** | (55,544) |
| Impairment of goodwill (Note 12) | **1,254,222** | 618,708 |
| Audit fees: | | |
| - paid to auditor of the Company | **245,929** | 234,956 |
| - paid to affiliates of auditor of the Company | **512,973** | 541,500 |
| - paid to other auditors | **85,986** | 65,627 |
| Non-audit fees: | | |
| - paid to auditor of the Company | **78,969** | 62,236 |
| - paid to affiliates of auditor of the Company | **34,858** | 6,850 |
| Maintenance and rental of office equipment | **1,535,003** | 1,651,024 |
| Printing and stationery | **626,626** | 741,091 |
| Allowance for trade and other receivables | **17,471,394** | 13,142,507 |
| Other staff cost | **5,261,814** | 5,331,123 |
| General administrative expenses | **22,260,011** | 14,937,623 |
| | **111,211,735** | 114,591,158 |

## 29 INCOME TAX EXPENSE

Income tax recognised in profit or loss:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Tax expense comprises: | | |
| Current income tax: | | |
| - Singapore | **17,407,379** | 13,512,799 |
| - Foreign | **2,045,347** | 2,866,250 |
| | **19,452,726** | 16,379,049 |
| Deferred income tax (Note 18) | **(87,683)** | (526,374) |
| | **19,365,043** | 15,852,675 |
| Under provision in prior years: | | |
| - current income tax | **89,761** | 2,473,171 |
| - deferred income tax | **–** | 132,486 |
| | **19,454,804** | 18,458,332 |

Domestic income tax is calculated at 17% (2022 : 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The total charge for the year can be reconciled to the accounting profit as follows:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Profit before income tax | **190,234,035** | 121,379,706 |
| Income tax expense calculated at 17 % (2022 : 17%) | **32,339,786** | 20,634,550 |
| Effects of: | | |
| - Singapore statutory stepped income exemption and tax rebate | **(72,993)** | (69,700) |
| - Income not subject to tax | **(15,870,796)** | (7,993,676) |
| - Expenses not deductible for tax purposes | **4,810,467** | 7,075,230 |
| - Utilisation of previously unused tax losses | **(3,584,220)** | (3,358,628) |
| - Tax benefits on tax losses and other temporary differences not recognised | **724,715** | 240,129 |
| - Different tax rates of subsidiaries operating in other jurisdictions | **916,707** | 1,256,391 |
| - Others | **191,138** | 674,036 |
| | **19,454,804** | 18,458,332 |

Income tax relating to each component of other comprehensive income:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Deferred income tax: | | |
| Actuarial movements on defined benefit plans (Note 18) | **49,142** | (22,851) |

## 30 COMPONENTS OF OTHER COMPREHENSIVE INCOME

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| *Items that will not be reclassified subsequently to profit or loss* | | |
| Actuarial (loss) gain on defined benefit plans | **(245,855)** | 103,870 |
| Deferred tax liability arising on actuarial loss (gain) | **49,142** | (22,851) |
| *Items that may be reclassified subsequently to profit or loss* | | |
| Exchange differences on translation of foreign operations | **(21,555,898)** | (20,253,858) |
| Other comprehensive loss for the year, net of tax | **(21,752,611)** | (20,172,839) |

## 31 EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to ordinary owners of the Company is based on the following data:

| | **2023** | 2022 |
|---|---|---|
| Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company) | **$170,360,792** | $101,879,105 |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | **892,977,353** | 876,277,836 |
| Basic earnings per share | **19.08 cents** | 11.63 cents |

Diluted earnings per share is equal to basic earnings per share as there are no potential ordinary shares outstanding as at 31 December 2023 and 31 December 2022.

## 32 DIVIDENDS

| | The Group and The Company | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| One-tier tax-exempt final dividend in respect of the year ended 31 December 2022 of 6.0 cents per ordinary share paid (31 December 2021 : 8.8 cents per ordinary share paid) | **53,013,445** | 75,982,496 |
| Dividend paid in cash | **25,770,618** | 41,332,740 |
| Dividend paid through issuance of new shares under the Scrip Dividend Scheme (Note 23) | **27,242,827** | 34,649,756 |
| | **53,013,445** | 75,982,496 |

At the Annual General Meeting on 25 April 2024, a one-tier tax-exempt final dividend of 9.2 cents per ordinary share in respect of year ended 31 December 2023 amounting to a total of $82,803,563 will be recommended. These financial statements do not reflect this dividend, which will be accounted for in the shareholders' equity as an appropriation of retained earnings in the year ending 31 December 2024.

## 33 CONTINGENT LIABILITIES

(a) Obligations by virtue of a subsidiary being a clearing member of Singapore Exchange Securities Trading Limited ("SGX-ST") - secured

At the end of the reporting period, there are contingent liabilities of $2,130,877 (31 December 2022 : $1,555,326) in respect of the obligations of a subsidiary to The Central Depository (Pte) Limited ("CDP") by virtue of the subsidiary being a clearing member of the SGX-ST. The contingent liabilities are secured against deposits amounting to $2,073,034 (31 December 2022 : $1,916,612) placed by the subsidiary with CDP as disclosed in Note 10(b) to the financial statements.

(b) Ongoing investigation on a potential fraud case

As of 31 December 2023, there is an ongoing investigation on a potential fraud case. The Group has have received complaints from clients and non-clients alleging that they have sent monies into designated bank accounts which are supposed to be tagged to their trading accounts. However, they noted that monies were not reflected in the statement of accounts received by them. From the current investigation that has been done, the Group's business partners have given the undertaking that they have accepted the monies for investment and the Group is in the process of getting our business partners to return the monies. Based on the latest legal position received from our legal counsel, the Group expects it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, no provision was made by the Group in respect of this matter.

## 34 COMMITMENTS

(a) Operating lease arrangements

**The Group as a lessor**

The Group rents out its property in Singapore under operating leases.

*Disclosure required by SFRS(I) 16*

Operating leases, in which the Group is the lessor, relate to investment property owned by the Group with average lease terms of 2 years (31 December 2022: 1 year). The lessee does not have an option to purchase the property at the expiry of the lease period.

Maturity analysis of operating lease payments:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Within one year | **507,612** | 337,629 |
| In the second to fifth year inclusive | **279,123** | – |
| Total | **786,735** | 337,629 |

(b) Financial guarantees

The Company has issued corporate guarantees [(Note 4(c)(v)] to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

## 35 SEGMENT INFORMATION

The Group is organised on a geographical basis, namely Singapore, Hong Kong, Thailand, Malaysia and other countries. The Group provides securities and futures broking and other related services. There is no single external customer that contributes more than 10% of the consolidated revenue.

The measurement basis of the Group's reportable segments is in accordance with its accounting policy as described in Note 2. The information below is also reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

The following is an analysis of the Group's revenue and results by reportable segments:

| | Singapore | Hong Kong | Thailand | Malaysia | Others | Elimination | Total |
|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ |
| The Group | | | | | | | |
| 2023 | | | | | | | |
| Revenue | | | | | | | |
| - External sales | 175,533,004 | 69,927,921 | 36,515,911 | 38,917,403 | 8,345,521 | – | 329,239,760 |
| - Interest income | 156,162,997 | 86,707,593 | 7,392,064 | 9,102,095 | 2,898,223 | – | 262,262,972 |
| - Inter-segment sales | 15,743,774 | (199,302) | 733,541 | 2,716,001 | 1,204,471 | (20,198,485) | – |
| | 347,439,775 | 156,436,212 | 44,641,516 | 50,735,499 | 12,448,215 | (20,198,485) | 591,502,732 |
| Segment results | 107,182,321 | 64,952,146 | 4,308,860 | 15,995,484 | 944,777 | (3,149,553) | 190,234,035 |
| Profit before tax | | | | | | | 190,234,035 |
| Income tax expense | | | | | | | (19,454,804) |
| Profit after tax | | | | | | | 170,779,231 |
| Segment assets (Note A) | 2,945,287,504 | 1,060,807,706 | 255,261,621 | 229,692,000 | 77,334,199 | (577,005,972) | 3,991,377,058 |
| Deferred tax assets | | | | | | | 2,432,443 |
| Consolidated total assets | | | | | | | 3,993,809,501 |
| Segment liabilities (Note A) | 1,540,119,283 | 425,049,543 | 93,372,881 | 68,521,583 | 36,181,439 | (100,123,140) | 2,063,121,589 |
| Income tax payable | | | | | | | 16,112,022 |
| Deferred tax liabilities | | | | | | | 2,531,305 |
| Consolidated total liabilities | | | | | | | 2,081,764,916 |
| Other segment items | | | | | | | |
| Capital expenditure | 868,963 | 299,232 | 1,170,449 | 1,258,074 | 557,264 | – | 4,153,982 |
| Impairment loss of goodwill | – | – | 1,254,222 | – | – | – | 1,254,222 |
| Depreciation and amortisation expense | 4,782,461 | 4,477,250 | 3,404,932 | 1,503,214 | 479,668 | – | 14,647,525 |
| Finance expense | 40,403,487 | 11,325,976 | 713,454 | 377,785 | 497,136 | (821,054) | 52,496,784 |

| | Singapore<br>$ | Hong Kong<br>$ | Thailand<br>$ | Malaysia<br>$ | Others<br>$ | Elimination<br>$ | Total<br>$ |
|---|---|---|---|---|---|---|---|
| The Group | | | | | | | |
| 2022 | | | | | | | |
| Revenue | | | | | | | |
| - External sales | 170,940,814 | 70,194,780 | 48,210,726 | 40,118,674 | 9,406,963 | – | 338,871,957 |
| - Interest income | 89,017,397 | 53,795,790 | 4,534,599 | 7,169,037 | 2,325,033 | – | 156,841,856 |
| - Inter-segment sales | 10,678,430 | 278,147 | 1,052,017 | 2,894,252 | 2,310,868 | (17,213,714) | – |
| | 270,636,641 | 124,268,717 | 53,797,342 | 50,181,963 | 14,042,864 | (17,213,714) | 495,713,813 |
| Segment results | 57,496,541 | 39,918,286 | 11,126,562 | 14,569,020 | 1,197,007 | (2,927,710) | 121,379,706 |
| Profit before tax | | | | | | | 121,379,706 |
| Income tax expense | | | | | | | (18,458,332) |
| Profit after tax | | | | | | | 102,921,374 |
| Segment assets (Note A) | 3,075,092,474 | 1,395,317,892 | 267,873,854 | 218,047,578 | 70,284,134 | (705,277,931) | 4,321,338,001 |
| Deferred tax assets | | | | | | | 1,675,633 |
| Consolidated total assets | | | | | | | 4,323,013,634 |
| Segment liabilities (Note A) | 1,682,846,819 | 805,581,545 | 105,416,482 | 62,353,830 | 36,321,634 | (189,024,142) | 2,503,496,168 |
| Income tax payable | | | | | | | 17,551,324 |
| Deferred tax liabilities | | | | | | | 1,869,221 |
| Consolidated total liabilities | | | | | | | 2,522,916,713 |
| Other segment items | | | | | | | |
| Capital expenditure | 147,932 | 152,499 | 887,426 | 1,259,073 | 212,850 | – | 2,659,780 |
| Impairment loss of goodwill | – | – | 618,708 | – | – | – | 618,708 |
| Depreciation and amortisation expense | 6,775,659 | 5,239,571 | 3,450,687 | 1,553,829 | 420,501 | – | 17,440,247 |
| Finance expense | 29,782,895 | 8,550,736 | 400,401 | 678,437 | 7,511 | – | 39,419,980 |

Note A

The Group operates mainly in the securities/futures broking and structured lending business. There are no other business segments that contribute more than 10% of the combined revenue, net profit or assets of all operating segments.

## 36 LISTING OF COMPANIES IN THE GROUP

| Name of company | Principal activities | Country of incorporation | Proportion of ownership and voting power | | | |
|---|---|---|---|---|---|---|
| | | | Company | | Subsidiaries | |
| | | | **2023** | 2022 | **2023** | 2022 |
| | | | **%** | % | **%** | % |
| **Subsidiaries** | | | | | | |
| PT UOB Kay Hian Sekuritas [c] | Stockbroking | Indonesia | **99.0** | 99.0 | **–** | – |
| UOB Kay Hian Securities (Philippines), Inc. [c] | Stockbroking | Philippines | **100** | 100 | **–** | – |
| UOB Kay Hian Securities (Thailand) Public Company Limited [b] | Stockbroking | Thailand | **70.7** | 70.7 | **17.9** | 17.2 |
| UOB Kay Hian (U.K.) Limited [c] | Arranger | United Kingdom | **100** | 100 | **–** | – |
| UOB Kay Hian (U.S.) Inc. [c] | Stockbroking | United States of America | **100** | 100 | **–** | – |
| UOB Kay Hian Private Limited [a] | Stockbroking | Singapore | **100** | 100 | **–** | – |
| UOB Kay Hian Trading Pte Ltd [a] | Investment trading | Singapore | **100** | 100 | **–** | – |
| UOB Kay Hian (Malaysia) Holdings Sdn Bhd [e] | Under member's voluntary liquidation | Malaysia | **100** | 100 | **–** | – |
| UOB Kay Hian Overseas Limited [b] | Investment holding | Hong Kong, SAR | **100** | 100 | **–** | – |
| UOB Kay Hian Credit Pte Ltd [a] | Money lending | Singapore | **100** | 100 | **–** | – |
| Trans-Pacific Credit Private Limited [a] | Margin financing | Singapore | **100** | 100 | **–** | – |
| UOB Kay Hian Properties Pte Ltd [a] | Investment in Group office premises | Singapore | **100** | 100 | **–** | – |
| UOB Kay Hian Securities (M) Sdn Bhd [b] | Stockbroking | Malaysia | **100** | 100 | **–** | – |
| A.A. Anthony Securities Sdn Bhd [b] | Dormant | Malaysia | **100** | 100 | **–** | – |
| UOB Kay Hian Credit (M) Sdn Bhd [b] | Money lending | Malaysia | **100** | 100 | **–** | – |
| Held by UOB Kay Hian Private Limited | | | | | | |
| UOB Kay Hian Nominees Pte Ltd [a] | Nominee services | Singapore | **–** | – | **100** | 100 |
| SIP UOB-Kay Hian Asset Management Co., Ltd [c] | Fund management | People's Republic of China | **–** | – | **100** | 100 |

| Name of company | Principal activities | Country of incorporation | Proportion of ownership and voting power | | | |
|---|---|---|---|---|---|---|
| | | | Company | | Subsidiaries | |
| | | | **2023** | 2022 | **2023** | 2022 |
| | | | **%** | % | **%** | % |
| **Subsidiaries** | | | | | | |
| Held by UOB Kay Hian Overseas Limited | | | | | | |
| UOB Kay Hian (Hong Kong) Limited [(b)] | Stockbroking | Hong Kong, SAR | **–** | – | **100** | 100 |
| UOB Kay Hian Futures (Hong Kong) Limited [(b)] | Futures broking | Hong Kong, SAR | **–** | – | **100** | 100 |
| UOB Kay Hian Finance Limited [(b)] | Money lending | Hong Kong, SAR | **–** | – | **100** | 100 |
| UOB Kay Hian (BVI) Limited [(d)] | Investment holding | British Virgin Islands | **–** | – | **100** | 100 |
| UOB Kay Hian Investment Consulting (Shanghai) Company Limited [(b)] | Investment consulting and research services | People's Republic of China | **–** | – | **100** | 100 |
| Held by UOB Kay Hian Securities (M) Sdn Bhd | | | | | | |
| UOB Kay Hian Nominees (Asing) Sdn Bhd [(b)] | Nominee services | Malaysia | **–** | – | **100** | 100 |
| UOB Kay Hian Nominees (Tempatan) Sdn Bhd [(b)] | Nominee services | Malaysia | **–** | – | **100** | 100 |
| UOB Kay Hian Wealth Advisors Sdn. Bhd. [(b)] | Wealth management | Malaysia | **–** | – | **100** | 100 |
| UOB Kay Hian Insurance Broker (L) Limited [(e)] | Under member's voluntary liquidation | Malaysia | **–** | – | **100** | 100 |

(a) Audited by Deloitte & Touche LLP, Singapore.

(b) Audited by overseas practices of Deloitte Touche Tohmatsu Limited.

(c) Audited by other auditors.

(d) Audit not required under the laws of the country of incorporation.

(e) Audit not required as the Company is under member's voluntary liquidation. On 26 March 2024, UOB Kay Hian Insurance Broker (L) Limited was dissolved.

Information about the composition of the Group at the end of the financial year is as follows:

(a) Wholly-owned subsidiaries

| Principal activity | Place of incorporation and operation | Number of wholly-owned subsidiaries | |
|---|---|---|---|
| | | **31 December 2023** | 31 December 2022 |
| Stockbroking | Singapore | **1** | 1 |
| Stockbroking | Malaysia | **1** | 1 |
| Stockbroking | Philippines | **1** | 1 |
| Stockbroking | Hong Kong | **1** | 1 |
| Stockbroking | U.S.A | **1** | 1 |
| Arranger | U.K. | **1** | 1 |
| Investment Trading | Singapore | **1** | 1 |
| Investment Holding | BVI | **1** | 1 |
| Investment Holding | Hong Kong | **1** | 1 |
| Investment in Group office premises | Singapore | **1** | 1 |
| Investment Consulting and Research Services | China | **1** | 1 |
| Money Lending | Singapore | **1** | 1 |
| Money Lending | Hong Kong | **1** | 1 |
| Money Lending | Malaysia | **1** | 1 |
| Margin Financing | Singapore | **1** | 1 |
| Nominee Services | Singapore | **1** | 1 |
| Nominee Services | Malaysia | **2** | 2 |
| Futures Broking | Hong Kong | **1** | 1 |
| Wealth Management | Malaysia | **1** | 1 |
| Fund Management | China | **1** | 1 |
| Under Member's Voluntary Liquidation | Malaysia | **2** | 1 |
| Dormant | Malaysia | **1** | 1 |
| | | **24** | 23 |

(b) Non wholly-owned subsidiaries that have material non-controlling interests

| Principal activity | Place of incorporation and operation | Proportion of ownership interests and voting right held by non-controlling interests | | Number of non wholly-owned subsidiaries | |
|---|---|---|---|---|---|
| | | **31 December 2023** | 31 December 2022 | **31 December 2023** | 31 December 2022 |
| Stockbroking | Thailand | **11.5%** | 12.1% | **1** | 1 |

Summarised financial information in respect of UOB Kay Hian Securities (Thailand) Public Company Limited, a subsidiary that has material non-controlling interest, is set out below. The summarised financial information below represents amounts before intragroup eliminations.

| | UOB Kay Hian Securities (Thailand) Public Company Limited | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Current assets | **239,285,762** | 249,013,503 |
| Non-current assets | **17,813,042** | 19,975,357 |
| Current liabilities | **(92,054,712)** | (103,263,898) |
| Non-current liabilities | **(3,332,276)** | (4,063,230) |
| Equity attributable to owners of the company | **143,147,300** | 142,116,829 |
| Non-controlling interests | **18,564,516** | 19,544,903 |
| Revenue | **44,641,517** | 53,797,342 |
| Expenses | **(41,138,256)** | (45,256,166) |
| Profit for the year | **3,503,261** | 8,541,176 |
| Profit attributable to owners of the company | **3,101,087** | 7,508,548 |
| Profit attributable to the non-controlling interests | **402,174** | 1,032,628 |
| Profit for the year | **3,503,261** | 8,541,176 |
| Other comprehensive loss attributable to owners of the company | **(1,506,807)** | (5,845,952) |
| Other comprehensive loss attributable to the non-controlling interests | **(201,301)** | (803,976) |
| Other comprehensive loss for the year | **(1,708,108)** | (6,649,928) |
| Total comprehensive income attributable to owners of the company | **1,594,279** | 1,662,596 |
| Total comprehensive income attributable to the non-controlling interests | **200,874** | 228,652 |
| Total comprehensive income for the year | **1,795,153** | 1,891,248 |
| Dividends paid to non-controlling interests | **(198,240)** | (407,611) |
| Net cash inflow (outflow) from operating activities | **35,339,336** | (13,581,838) |
| Net cash outflow from investing activities | **(1,112,926)** | (822,621) |
| Net cash outflow from financing activities | **(3,753,342)** | (5,223,396) |
| Net cash outflow | **30,473,068** | (19,627,855) |

## 37 EMPLOYEE BENEFIT OBLIGATIONS

The subsidiaries of the Group operate post-employment benefit plans under their respective local legislations, which are considered as unfunded defined benefit plans.

Amounts recognised in accrued operating expenses (Note 19) in respect of the Group's defined benefit plans are as follows:

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Present value of unfunded obligations | **7,053,102** | 6,698,311 |
| Net liability recognised in statement of financial position | **7,053,102** | 6,698,311 |

Amounts recognised in statement of profit or loss and other comprehensive income in respect of these defined benefit plans are as follows:

| | The Group | |
|---|---|---|
| | **2023** | 2022 |
| | **$** | $ |
| Service cost: | | |
| Current service cost | **864,147** | 844,395 |
| Past service cost | **9,181** | 1,163 |
| Net interest expense | **193,636** | 127,670 |
| Components of employee benefit costs recognised in profit or loss | **1,066,964** | 973,228 |
| Remeasurement on the net defined benefit liability: | | |
| Actuarial gains arising from changes in financial assumptions | **(175,762)** | (28,379) |
| Actuarial losses arising from changes in demographic assumptions | **216,446** | – |
| Actuarial losses arising from changes in experience adjustments | **205,599** | (75,491) |
| Components of defined benefit costs recognised in other comprehensive income | **246,283** | (103,870) |
| Exchange differences on foreign plans | **(66,091)** | (337,007) |
| Total | **1,247,156** | 532,351 |

Changes in the present value of the defined benefit obligation are as follows:

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Opening defined benefit obligation | **6,698,311** | 6,464,713 |
| Current service cost | **864,147** | 844,395 |
| Past service cost, including gain on curtailments | **9,181** | 1,163 |
| Net interest expense | **193,636** | 127,670 |
| Remeasurement on the net defined benefit liability | **246,283** | (103,870) |
| Exchange differences on foreign plans | **(66,091)** | (337,007) |
| Benefits paid | **(892,365)** | (298,753) |
| Closing defined benefit obligation | **7,053,102** | 6,698,311 |

The principal assumptions used for the purpose of actuarial valuations are as follows:

| | The Group | |
|---|---|---|
| | **31 December 2023** | 31 December 2022 |
| | **$** | $ |
| Financial assumptions | | |
| Discount rates | **2.46% - 6.75%** | 1.02% - 7.30% |
| Expected rates of salary increase | **0.00% - 7.00%** | 0.00% - 7.00% |
| Retirement ages | **55 to 60 years** | 55 to 60 years |
| Turnover rates | **0% - 21%** | 0% - 23% |

Significant actuarial assumptions for the determination of the defined obligation are discount rates, expected rates of salary increase and turnover rates. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant:

- If the discount rate increases (decreases) by 1%, the defined benefit obligation would decrease by $419,274 or increase by $478,412 (31 December 2022 : decrease by $407,154 or increase by $463,320).

- If the expected rate of salary increases (decreases) by 1%, the defined benefit obligation would increase by $460,562 or decrease by $406,825 (31 December 2022 : increase by $564,451 or decrease by $379,151).

- If the turnover rate increases (decreases) by 1%, the defined benefit obligation would decrease by $438,148 or increase by $262,758 (31 December 2022 : decrease by $422,585 or increase by $245,959).

- If the life expectancy increases (decreases) by 1%, the defined benefit obligation would increase by $24,137 or decrease by $23,997 (31 December 2022 : increase by $17,591 or decrease by $17,519).

The sensitivity analyses presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

## 38 STANDARDS ISSUED BUT NOT EFFECTIVE

At the date of authorisation of these financial statements, the Group and Company have not applied the following SFRS(I) pronouncements that have been issued but are not yet effective:

<u>Effective for annual periods beginning on or after 1 January 2024</u>

- Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*

- Amendments to SFRS(I) 1-1: *Non-current Liabilities with Covenants*

- Amendments to SFRS(I) 16: *Lease Liability in a Sale and Leaseback*

<u>Effective for annual periods beginning on or after 1 January 2025</u>

- Amendments to SFRS(I) 1-21: Lack of Exchangeability

Management anticipates that the adoption of the above SFRS(I)s, SFRS(I) INTs and amendments to SFRS(I) in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

# ANALYSIS OF SHAREHOLDINGS

As At 14 March 2024

| | | |
|---|---|---|
| No. of issued shares (Excluding Treasury Shares) | : | 900,038,731 |
| Class of Shares | : | Ordinary Shares |
| Number/Percentage of Treasury Shares | : | 10,000,000 (1.11%) |
| No. of subsidiary holdings shares | : | Nil |
| Voting rights (Excluding Treasury Shares & Subsidiary Holdings) | : | One vote for each ordinary share |

**DISTRIBUTION OF SHAREHOLDINGS**

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | % | NO. OF SHARES | % |
|---|---|---|---|---|
| 1 - 99 | 236 | 2.42 | 9,582 | 0.00 |
| 100 - 1,000 | 978 | 10.04 | 662,560 | 0.07 |
| 1,001 - 10,000 | 6,236 | 64.05 | 27,790,960 | 3.09 |
| 10,001 - 1,000,000 | 2,261 | 23.22 | 96,226,530 | 10.69 |
| 1,000,001 & ABOVE | 26 | 0.27 | 775,349,099 | 86.15 |
| **TOTAL** | **9,737** | **100.00** | **900,038,731** | **100.00** |

**TOP TWENTY SHAREHOLDERS AS AT 14 MARCH 2024**

| | NAME | NO. OF SHARES | % |
|---|---|---|---|
| 1 | TYE HUA NOMINEES (PTE) LTD | 313,360,043 | 34.82 |
| 2 | U.I.P. HOLDINGS LIMITED | 188,306,346 | 20.92 |
| 3 | UOB KAY HIAN PTE LTD | 120,382,590 | 13.38 |
| 4 | TANG WEE LOKE | 42,168,232 | 4.69 |
| 5 | CITIBANK NOMINEES SINGAPORE PTE LTD | 22,941,259 | 2.55 |
| 6 | DBS NOMINEES PTE LTD | 16,222,578 | 1.80 |
| 7 | RAFFLES NOMINEES (PTE) LIMITED | 13,258,839 | 1.47 |
| 8 | LIM AND TAN SECURITIES PTE LTD | 10,340,507 | 1.15 |
| 9 | UNITED OVERSEAS BANK NOMINEES PTE LTD | 10,321,002 | 1.15 |
| 10 | OCBC NOMINEES SINGAPORE PTE LTD | 5,242,234 | 0.58 |
| 11 | PHILLIP SECURITIES PTE LTD | 4,089,750 | 0.46 |
| 12 | ANG JWEE HERNG | 3,632,644 | 0.40 |
| 13 | LAI CHOY KUEN | 3,037,809 | 0.34 |
| 14 | LAU MEl LEA | 3,007,608 | 0.33 |
| 15 | TUNG TAU CHYR WALTER | 2,542,422 | 0.28 |
| 16 | CHEN CHUN NAN | 2,440,205 | 0.27 |
| 17 | HAl SIA SEAFOOD PTE LTD | 2,303,721 | 0.26 |
| 18 | JINLI INVESTMENT PTE LTD | 2,001,145 | 0.22 |
| 19 | WONG HONG CHING | 1,532,333 | 0.17 |
| 20 | MAYBANK SECURITIES PTE. LTD. | 1,461,700 | 0.16 |
| | | **768,592,967** | **85.40** |

**SUBSTANTIAL SHAREHOLDERS**

| Name | Direct Interest No. of Shares | % | Deemed Interest No. of Shares | % |
|---|---|---|---|---|
| United Overseas Bank Limited | – | – | 313,360,043(1) | 34.82 |
| U.I.P. Holdings Limited | 188,306,346 | 20.92 | – | – |
| Wee Ee Chao | – | – | 306,773,493(2) | 34.08 |
| K.I.P. Inc | – | – | 118,467,147(3) | 13.16 |

Notes:
(1) United Overseas Bank Limited's deemed interest arises from 313,360,043 shares held by Tye Hua Nominees Private Limited
(2) Mr. Wee Ee Chao's deemed interest arises from 188,306,346 shares held by U.I.P. Holdings Limited and 118,467,147 shares held by UOB Kay Hian Private Limited - K.I.P. Inc
(3) K.I.P. Inc's deemed interest arises from 118,467,147 shares registered in the name of UOB Kay Hian Private Limited

**PUBLIC FLOAT**

Based on available information as at 14 March 2024, approximately 25.96% of issued shares of the Company are held by the public and Rule 723 of the SGX-ST Listing Manual is complied with.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Auditorium, 8 Anthony Road, Singapore 229957 on Thursday, 25 April 2024 at 5:30 p.m. to transact the business as set out below:

This notice has been made available on SGXNET and the Company's website at www.uobkayhian.com. **Printed copies of this notice will not be dispatched to members**.

**ROUTINE BUSINESS**

**Resolution 1** To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 and the Independent Auditors' report thereon.

**Resolution 2** To declare a first and final one-tier tax exempt dividend of 9.2 cents per ordinary share for the year ended 31 December 2023.

**Resolution 3** To approve the sum of S$238,068 as Directors' Fees for the financial year ended 31 December 2023. (2022: S$280,315).

**Resolution 4** To re-appoint Mr. Wee Ee Chao as Director pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

**Resolution 5** To re-elect Mr. Tang Wee Loke, a Director who will retire by rotation pursuant to Regulation 91 of the Company's Constitution and who, being eligible, will offer himself for re-election.

**Resolution 6** To re-elect Mr. Tay Wee Jin Michael, a Director who will retire by rotation pursuant to Regulation 97 of the Company's Constitution and who, being eligible, will offer himself for re-election.

**Detailed information on Mr. Wee Ee Chao, Mr. Tang Wee Loke and Mr. Tay Wee Jin Michael can be found in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections in the Annual Report and "Additional Information on Directors Seeking Re-election" in this notice.**

**Resolution 7** To re-appoint Messrs. Deloitte & Touche LLP as Auditors of the Company and to authorise the directors to fix their remuneration.

**SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:

**Resolution 8** <u>Authority to allot and issue shares and convertible securities</u>

That pursuant to Section 161 of the Companies Act 1967 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**Resolution 9** Authority to allot and issue shares pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.

**Resolution 10** Renewal of Share Buyback Mandate

*All capitalised terms in this resolution which are not defined herein shall have the same meanings ascribed to them in the Addendum to Shareholders dated 9 April 2024.*

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any Shares which are held as treasury shares or which comprise subsidiary holdings, if any, as at that date) (the "**Maximum Percentage**"), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price, whether by way of:

(i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited through the ready market, and which may be transacted through the Company's subsidiary, a licensed stockbroker, or through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases, otherwise than on an approved exchange as defined in the Companies Act, in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,

on the terms set out in the Addendum, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:

(i) the date on which the next annual general meeting is held or required by law to be held; or

(ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting, whichever is earlier; or

(iii) the date on which the share buybacks are carried out to the full extent in accordance with the Share Buyback Mandate; and

(c) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board

Sharon Lim Siew Choo
Siau Kuei Lian
Company Secretaries

Singapore, 9 April 2024

**Explanatory notes and statements pursuant to Regulation 54 of the Company's Constitution**

Resolution 2, if passed, will give the members the option to elect to receive New Shares in lieu of all or part only of the cash amount of any Dividend declared on their holding of Shares (after the deduction of applicable income tax) pursuant to the terms and conditions as set out in the Scrip Dividend Scheme Statement dated 11 August 2022.

Resolution 8 is to authorise the Directors from the date of this meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed.

Resolution 9, if passed, is to empower the directors to allot and issue new shares in the Company from time to time, as may be required pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.

Resolution 10, if passed, is to renew the Share Buyback Mandate. In the event the Company were to purchase or acquire its Shares, the Company will use internal cash resources and/or external borrowings to finance the purchase or acquisition of those Shares. In purchasing or acquiring Shares pursuant to the Share Buyback Mandate, the directors of the Company will, principally, consider the availability of internal resources. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of Shares purchased or acquired, the price at which such Shares are purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

An illustration of the total number of Shares which may be purchased or acquired by the Company up to the Maximum Percentage, pursuant to the Share Buyback Mandate, is contained in section 2.3.1 of the Addendum.

An illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of on-market purchases and an illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of off-market purchases, pursuant to the Share Buyback Mandate, are contained in section 2.7.3 of the Addendum.

An illustration of the financial effects of a purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company and its subsidiaries, for the year ended 31 December 2023 is set out in section 2.7 of the Addendum.

**Notes:**

1. A member of the Company entitled to attend and vote at the Annual General Meeting ("**AGM**") is entitled to appoint a proxy to attend and vote on his/her behalf. Please bring along your NRIC/Passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

2. (a) A member who is not a Relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the AGM of the Company.

   Where such member appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

   (b) A member who is a Relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company.

4. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.

5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

6. The Proxy Form must be submitted to the Company in the following manner:

   (a) if submitted by post or personally, be lodged with the Company's registered address at 8 Anthony Road #01-01 Singapore 229957; or

   (b) if submitted electronically, be submitted via email to the Company's registered email at ProxyForms2024@uobkayhian.com.

   by 5:30 p.m. 22 April 2024 (being seventy-two (72) hours before the time appointed for holding the AGM of the Company) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

7. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**") at least seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP (seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM.

8. Members may submit questions relating to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 5:30 p.m. on 17 April 2024 so that relevant and substantial questions may be addressed during the AGM proceedings:

   (a) by email to: AGM2024@uobkayhian.com; or

   (b) in hard copy by post to 8 Anthony Road #01-01 Singapore 229957.

   The Company will address the responses pertaining to the substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members on or before 5.30 p.m. on 20 April 2024 (48 hours prior to the closing date and time for the lodgement of the proxy via SGXNET and the Company's website at www.uobkayhian.com. In the event that subsequent questions are received after 5.30 p.m. 17 April 2024 such questions may be addressed at the AGM, along with live questions asked at the physical meeting.

   Shareholders or their corporate representative must state his/her full name, identification/registration number and whether he/she is a shareholder or a corporate representative of a corporate shareholder. Any question without the identification details will not be addressed.

9. The Annual Report for the financial year ended 31 December 2023 and the Addendum to Shareholders dated 9 April 2024 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company's website as follows:

   (a) the Annual Report at https://ir2.chartnexus.com/uobkh/doc/AR/ar2023.pdf;

   (b) the Addendum to Shareholders at https://ir2.chartnexus.com/uobkh/doc/ADD/2024.pdf;

   (c) and the AGM documents at https://ir2.chartnexus.com/uobkh/doc/AGMdocs2024.pdf.

**PERSONAL DATA PRIVACY**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and

(v) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT/RE- ELECTION**

The following additional information on Mr. Wee Ee Chao, who is seeking re-appointment/re-election as a Director at the Annual General Meeting, is to be read in conjunction with his respective key information as set out in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections of the Annual Report on pages 2 and 42 to 44.

| | **Wee Ee Chao**<br>Executive<br>Chairman and<br>Managing Director | **Tang Wee Loke**<br>Non-Executive<br>Non-Independent Director | **Tay Wee Jin Michael**<br>Independent Director |
|---|---|---|---|
| Date of appointment | 21 August 2000 | 21 August 2000 | 1 March 2024 |
| Date of last re-appointment | 28 April 2021 | 28 April 2021 | N.A. |
| Age | 70 | 77 | 48 |
| Country of principal residence | Singapore | Singapore | Singapore |
| The Board's comments on this re-appointment/re- election | The Board has considered the Nominating Committee's recommendation and assessment of Mr. Wee's performance, experience, contributions and suitability for re-election as Chairman and Managing Director. The Board is satisfied that Mr. Wee will continue to contribute to the effectiveness of the Board. | The Board has considered the Nominating Committee's recommendation and assessment of Mr. Tang's performance, experience, contributions and suitability for re-election as Non-Executive Non-Independent Director. The Board is satisfied that Mr. Tang will continue to contribute to the effectiveness of the Board. | The Board has considered the Nominating Committee's recommendation and assessment of Mr. Tay's performance, experience, contributions and suitability for re-election as an Independent Director. The Board has reviewed and concluded that Mr. Tay possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. |
| Working experience and occupation(s) during the past 10 years | **2011 to Present**<br>UOB-Kay Hian Holdings Limited<br>- Chairman & Managing Director | **17 October 2023 to present**<br>UOB-Kay Hian Holdings Limited<br>– Non-Executive Non-Independent Director<br>**1 January 2015 to 16 October 2023**<br>UOB-Kay Hian Holdings Limited<br>- Independent Non-Executive Director<br>**1 January 2012 to 31 December 2014**<br>UOB-Kay Hian Holdings Limited<br>- Non-Executive Director<br>**21 August 2000 to 31 December 2011**<br>UOB-Kay Hian Holdings Limited<br>- Deputy Managing Director | **2020 to Present**<br>The Hour Glass Limited<br>- Group Managing Director<br>**2005 to 2020**<br>The Hour Glass Limited<br>- Executive Officer<br>**1999 to 2005**<br>The Hour Glass Limited<br>- Business Re-engineering Manager |
| Shareholding interest in the listed issuer and its subsidiaries | Deemed interest in 306,773,493 ordinary shares held in UOB-Kay Hian Holdings Limited | Direct and deemed interest in 45,175,840 ordinary shares held in UOB-Kay Hian Holdings Limited | Nil |

| | **Wee Ee Chao**<br>Executive<br>Chairman and<br>Managing Director | **Tang Wee Loke**<br>Non-Executive<br>Non-Independent Director | **Tay Wee Jin Michael**<br>Independent Director |
|---|---|---|---|
| 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 | Brother-in-law of Mr. Lim Seng Bee, Senior Executive Director of certain subsidiaries of UOB-Kay Hian Holdings Limited | No | No |
| Conflict of interest (including any competing business) | No | No | No |
| Undertaking (in the format set out in Appendix 7.7 ) under Rule 720 (1) has been submitted to the listed issuer | Yes | Yes | Yes |
| Other Principal Commitments Including Directorships | (1) Haw Par Corporation Ltd – Chairman and Non-Executive Non-Independent Director<br>(2) UOL Group Limited – Non-Executive Non-Independent Director<br>(3) Kheng Leong Co. Pte. Ltd. – Director<br>(4) Wee Investment Group – Director | Nil | Nil |
| (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? | No | No | No |
| (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No | No | No |

| | **Wee Ee Chao**<br>Executive<br>Chairman and<br>Managing Director | **Tang Wee Loke**<br>Non-Executive<br>Non-Independent Director | **Tay Wee Jin Michael**<br>Independent Director |
|---|---|---|---|
| (c) Whether there is any unsatisfied judgment against him? | No | No | No |
| (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose? | No | No | No |
| (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach? | No | No | No |
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No | No | No |
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? | No | No | No |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? | No | No | No |

| | **Wee Ee Chao**<br>Executive<br>Chairman and<br>Managing Director | **Tang Wee Loke**<br>Non-Executive<br>Non-Independent Director | **Tay Wee Jin Michael**<br>Independent Director |
|---|---|---|---|
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? | No | No | No |
| (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :— | No | No | No |
| (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or | No | No | No |
| (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or | No | No | No |
| (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or | No | No | No |
| (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, | No | No | No |
| in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust? | No | No | No |
| (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? | No | No | No |

# PROXY FORM

## UOB-KAY HIAN HOLDINGS LIMITED

## PROXY FORM

(Incorporated In The Republic Of Singapore)
**Company Registration No. 200004464C**

IMPORTANT
1. A relevant intermediary may appoint more than 2 proxies to attend the Annual General Meeting and vote (Relevant Intermediary has the meaning ascribed to it in Section 181 of the Companies Act 1967).
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is NOT VALID for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS investors should contact their respective CPF Agents Banks or SRS Operators to submit their votes and specify their voting instructions and to ensure that their votes are submitted, at least seven (7) working days by 5:30 p.m. on 15 April 2024 before the AGM and contact their CPF Approved Nominees if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representatives, a member accepts and agrees to the personal data privacy terms set out in the Notes to this Proxy Form.
4. Please read the notes to the proxy form.

*I/We, ______________________ (Full Name), ______________ (NRIC no./Passport No./Company No.)

of ______________________________________________ (Full Address)
being a *member/members of UOB-Kay Hian Holdings Limited (the "**Company**"), hereby appoint:

| **Name** | **NRIC/Passport Number** | **Proportion of Shareholdings** | |
|---|---|---|---|
| | | **No of Shares** | **%** |
| **Address** | | | |

*and/or (delete as appropriate)

| **Name** | **NRIC/Passport Number** | **Proportion of Shareholdings** | |
|---|---|---|---|
| | | **No of Shares** | **%** |
| **Address** | | | |

or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting ("**AGM**") as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf at the AGM of the Company to be held at The Auditorium, 8 Anthony Road, Singapore 229957 on Thursday, 25 April 2024 at 5:30 p.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against, or to abstain from voting on the resolution(s) proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

The Proxy Form is made available on SGXNet and the Company's corporate website.

**Note: Please indicate with an "√" or number of votes in the spaces provided whether you wish your vote(s) to be cast for or against or abstain the resolutions as set out in the Notice of AGM. If you mark the abstain box for a particular resolution, you are directing the proxy(ies) or Chairman of the AGM not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.**

| **No.** | **Resolutions** | **No. of Votes For*** | **No. of Votes Against*** | **No. of Votes Abstaining*** |
|---|---|---|---|---|
| 1 | To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 and the Independent Auditors' Report thereon | | | |
| 2 | To declare a first and final one-tier tax exempt dividend of 9.2 cents per ordinary share for the financial year ended 31 December 2023 | | | |
| 3 | To approve Directors' Fees of S$238,068 for the financial year ended 31 December 2023 | | | |
| 4 | To re-appoint Mr. Wee Ee Chao as Director | | | |
| 5 | To re-elect Mr. Tang Wee Loke as Director | | | |
| 6 | To re-elect Mr. Tay Wee Jin Michael as Director | | | |
| 7 | To re-appoint Messrs. Deloitte & Touche LLP as Company's Auditors and to authorise the Directors to fix their remuneration | | | |
| 8 | To authorise the Directors to allot and issue shares and convertible securities | | | |
| 9 | To authorise the Directors to allot and issue shares pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme | | | |
| 10 | To approve the Proposed Renewal of the Share Buyback Mandate | | | |

Dated this ________ day of ______________ 2024

| **Total Number Of Ordinary Shares Held** |
|---|
| |

______________________________
Signature(s) of Member(s) or Common Seal
**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.

2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholdings concerned to be represented by each proxy shall be specified in the proxy form. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/her appointor and the proxy whose name appears after shall be deemed to be appointed as an alternate to the first named.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

   "Relevant intermediary" means:

   (a) A banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) A person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) The Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. A proxy need not be a member of the Company.

5. The instrument appointing a proxy must be submitted, by post or personally, at the Company's registered office at 8 Anthony Road #01-01 Singapore 229957 or via email to ProxyForms2024@uobkayhian.com by 5:30 p.m. 22 April 2024 (being seventy-two (72) hours before the time appointed for holding the AGM of the Company).

6. Completion and return of the instrument appointing a proxy or proxies by a member shall not preclude him from attending and voting at the AGM if he so wishes. Any appointment of a proxy or proxies by a member shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the AGM.

7. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

9. The Company shall be entitled to reject an instrument of proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) or the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 April 2024.

UOBKayHian
Your trusted financial partner