

# CAPTURING GROWTH MOMENTS REACHING NEW MILESTONES

Annual Report 2025



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# ABOUT US

Noel Gifts International Ltd (Noel Gifts) is Singapore's leading hampers, flowers and gifts company with an extensive offering of chic floral arrangements and gifting ideas for the stylish and discerning.

Over the past 50 years, the company has been Bringing People Closer with premium quality gift selections for all occasions. Since its inception in 1975, the company began business under the name "Noel Commerce" as a year-end hamper packaging company. In 1982, the company expanded to incorporate a flower business and was renamed "Noel Hampers and Gifts Pte Ltd" a year later. In 1993, the company was renamed "Noel Gifts International Ltd" due to steady growth of the business. In the same year, the company also became a public listed company on the second board of Singapore Stock Exchange, SESDAQ. In 2008, Noel Gifts was listed on the SGX Mainboard.

Till today, Noel Gifts remains true to its core values, and continues living its vision of

**BRINGING PEOPLE CLOSER,  
MAKING EVERYDAY BETTER.**





# MANAGING DIRECTOR'S MESSAGE



*“We’re staying financially disciplined — balancing smart investments with cost control to ensure long-term sustainability. Even though the economy’s uncertain and consumers are cautious, we’re focused on staying resilient and putting our customers first, to stay competitive and future-ready.”*



# MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

As we conclude the financial year ended 30 June 2025 ("FY2025"), I am pleased to present an overview of our performance, key developments, and strategic direction for the future.

FY2025 was a year of consolidation and a renewed focus on our customers. Amid ongoing global economic uncertainty and shifting consumer behaviours, we remained committed to delivering value to all our stakeholders – including our customers, employees, and the broader community.

Guided by God's grace, we were blessed with yet another fruitful year. Through the dedication of our staff, alongside operational realignments and a commitment to innovation, we responded more effectively to our customers' evolving needs. This has allowed us to grow with them through key life stages while deepening the connection they have with our brand. I am truly grateful for the continued support and trust placed in us, and it is my honour to share the key milestones we have achieved together.

## FINANCIAL REVIEW

During the year under review, the Group's revenue for continuing operations grew by 5.6% year-on-year, rising from \$16.7 million in FY2024 to \$17.6 million in FY2025. This was mainly driven by the \$2.6 million generated in sales from the awarded SG60 Baby Gift project.

With improved sales, the Group posted a higher gross profit of \$8.8 million, marking an increase of 7.8% as compared to \$8.2 million recorded in FY2024. This led to a higher gross profit margin from 49.2% in FY2024 to 50.2% in FY2025.

At the same time, the Group's other operating income increased by \$0.6 million to \$1.4 million, mainly due to higher interest income of \$0.3 million and a gain on disposal of plant and equipment of \$0.1 million, with the remaining increase attributable to other miscellaneous income.

On the other hand, distribution costs dipped slightly by \$0.3 million to \$2.1 million in FY2025, mainly attributable to lower marketing expenses. Administrative expenses, meanwhile, increased by \$0.5 million to \$7.4 million in FY2025, mainly due to higher staff cost.

In FY2024, the Properties segment was classified as discontinued operations following the successful collective sale of all ten industrial units (i.e., investment properties) at 50 Playfair Road. This transaction contributed to the Group's net profit of \$13.5 million for that year.

In March 2025, the Group managed to win a tender for a freehold land parcel measuring approximately 3,300 square metres situated at Jalan Jamal and Elite Park Avenue. This piece of land will be developed into 3-storey mixed-landed housing units for sale. With this upcoming development set to commence work in FY2026, we believe that this segment is poised for future growth.

# MANAGING DIRECTOR'S MESSAGE

As a result of the above, the profit from continuing operations amounted to \$0.3 million as compared to a loss of \$0.8 million in the last financial year.

## CAPTURING GROWTH MOMENTS, REACHING NEW MILESTONES

As we look ahead, we anticipate that the challenging operating environment will persist, driven by rising costs and evolving consumer expectations. Despite these headwinds, our priorities remain clear: to elevate our brand through innovation, strengthen relationships with our customers, and expand our reach in new and meaningful ways. We will continue to empower our employees with the right tools, opportunities, and recognition, cultivating a motivated workforce that contributes meaningfully to sustained growth and long-term successes. We are confident that our agility, creativity, and unwavering commitment to quality will continue to set us apart.

Through deepening our focus on design excellence and customer personalisation, we will roll out curated gift concepts that resonate with both corporate clients and retail consumers. Our hallmark hampers, floral arrangements, and bespoke offerings will continue to reaffirm our market position as a trusted gifting platform.

On the financial front, we will continue to manage our resources with prudence and discipline. By maintaining a balance between growth investments and cost efficiency, we seek to achieve business sustainability while safeguarding long-term value for our stakeholders.

While the road ahead may be winding amid macroeconomic challenges and cautious consumer spending, our steadfast commitment to operational resilience and customer-centricity will sharpen our competitive edge and position us well for a sustainable future.

Yours sincerely,

**Wong Siu Hong Alfred**  
Managing Director





# BOARD OF DIRECTORS



***Left to right:***

(Front) Mrs. Ivy Tan, Mr. Wong Siu Hong Alfred, Mr. Aric Loh Siang Khee  
(Back) Mr. Chee Teck Kwong Patrick, Mr. Foo Der Rong

# BOARD OF DIRECTORS

## **MR ALFRED WONG SIU HONG**

### **Managing Director**

Mr Wong is the founder of Noel Gifts International Ltd and has been its Managing Director since its commencement. With over 50 years of experience in the hamper, flower & gift business, he is in charge of the strategic planning, overall financial management and growth of the Group. Since 1997, he has been spearheading the Property division, overseeing property investment and development. He is a recipient of the 1991 ENDEC Entrepreneurship Excellence Award. Mr Wong holds a Master of Business Administration degree with distinction.

## **MRS IVY TAN (MDM WONG PHUI HONG)**

### **Non-Executive Director**

Mrs Ivy Tan is the co-founder of Noel Gifts International Ltd, and has been re-designated from Executive Director to Non-Executive Director since 1st July 2022. Mrs Tan also served as a Senior Consultant to the Group till 30th June 2024 as she has the requisite educational and professional qualifications, working experience, capabilities and ability to contribute to the Company.

Mrs Tan was the Executive Pastor of Bethesda Bedok-Tampines Church (BBTC) from 2008 to 2014. She holds a Master of Business Administration degree with distinction.

## **MR ARIC LOH SIANG KHEE**

### **Independent, Non-Executive Director**

Mr Loh was appointed as an Independent Director of the Company on 1st August 2017. He is the Chairman of the Audit Committee, a member of the Nominating Committee and Remuneration Committee. He is also the Lead Independent Non-Executive Director of the Company.

Mr Loh was formerly an audit partner at Deloitte & Touche LLP, Singapore.

Mr Loh holds a Bachelor of Accountancy (2nd Class Honours) degree from the National University of Singapore. He is a member of the Institute of Singapore Chartered Accountants and the American Institute of Certified Public Accountants.

## **MR FOO DER RONG**

### **Independent, Non-Executive Director**

Mr Foo was appointed as an Independent Director of the Company on 1st August 2017. He graduated with a Bachelor of Commerce degree from Nanyang University and has a wealth of rich experience and knowledge in business development, corporate restructuring, investment strategies and operation management, in a wide range of industries.



# BOARD OF DIRECTORS

Mr Foo is currently a Director of Tian International Pte Ltd and a Non-Executive Director of Southern Lion Sdn Bhd. His previous appointments include being the Managing Director / CEO of Intraco Ltd and PSC Corporation Ltd. He was the Vice Chairman of Teck Ghee Community Club and currently serves as a Patron of Teck Ghee Community Club.

## **MR CHEE TECK KWONG PATRICK** **Independent, Non-Executive Director**

Mr Chee holds a Bachelor of Laws (Honours) Degree from the University of Singapore. He is an Advocate and Solicitor of the Supreme Court of Singapore and a Solicitor of the senior courts of England and Wales. Mr Chee has been in private legal practice since 1980 and is now a Senior Legal Consultant with Tito Isaac & Co LLP, a law firm providing legal services in Singapore and cross-border services in collaboration with a network of lawyers in overseas jurisdictions. His areas of practice are corporate and commercial matters, banking and finance, cross-border joint ventures and investments, mergers and acquisitions, setting up of family offices and listing of companies. He has also advised on property law and has handled several landmark development projects in Singapore, Indonesia, Malaysia, Vietnam and China. He also conducts civil litigation and arbitration proceedings.

Mr Chee is a member of the Law Society of Singapore, Singapore Academy of Law, The Law Society of England and Wales, Singapore Institute of Arbitrators, and Singapore Institute of Directors. He had served in the sub-committee of the National Crime Prevention Council, Singapore and worked with the National Productivity Board, Singapore in developing and seeing the successful launch of some well-known franchises in Singapore in the early 1990s. From 2002 to 2013, Mr Chee was the Organising Chairman of the 'National Street Soccer League – Lee Hsien Loong Challenge Trophy'.

Mr Chee serves as Honorary Legal Advisor to several big clans and trade associations in Singapore. He is also a recipient of the National Day Awards 2003 – 'The Public Service Medal (Pingat Bakti Masyarakat)' from the President of Republic of Singapore.

Directorships in other listed companies:

- MeGroup Ltd.
- Sheng Siong Group Ltd.
- QAF Limited



# MANAGEMENT TEAM

## **DR KIM WONG**

### **Assistant General Manager**

Kim joined Noel Gifts in September 2005. In September 2025, she was promoted to General Manager. She manages the Sales and Marketing of the Group.

Kim has 20 years of experience in the Group, spanning the Sales and Marketing departments.

She holds a Doctor of Business Administration (Innovation) from Singapore Management University.

## **MR KENNETH WONG**

### **General Manager, Corporate Development**

Kenneth joined Noel Gifts in 2017. In 2024, he was promoted to General Manager. He is responsible for the property, rental, sales and investment portfolio of the Company.

He possesses a professional qualification from the Association of Chartered Certified Accountants.

## **MS MICHELLE CHONG**

### **Senior Manager, Finance**

Michelle joined Noel Gifts in 1993. She oversees the Group's accounting, finance, tax, corporate secretarial functions and other related activities.

She possesses a professional qualification from the Association of Chartered Certified Accountants.





# MANAGEMENT TEAM

## **MS JESS CHAN**

### **Senior Manager, Marketing Group**

Jess joined Noel Gifts in April 2001 and has successfully advanced through the ranks to lead the Marketing Department. In this role, she is responsible for product curation, pricing presentation, and implementing offline and online marketing strategies targeted at our customers.

She holds a degree in Business and Commerce from Monash University.

## **MS AUDREY ALLYSON PAVANARIS**

### **Branch Manager**

Audrey is responsible for the entire business operations of Noel Hampers & Gifts in Johore, Malaysia.

She joined the Group in 1995 and is an all-rounded industry veteran with more than two decades of in-depth experience.



# OPERATIONS REVIEW

Since our inception in 1975, Noel Gifts has been delivering thoughtfully curated, aesthetically presented and high-quality gift solutions, with a focus on premium floral arrangements, festive hampers, and customised gift packaging solutions.

As we celebrate 50 years of "Bringing People Closer, Making Everyday Better", the Group remains dedicated to strengthening our operational resilience, market adaptability, and customer-centric innovation. Despite a challenging macroeconomic environment and a maturing core market, we achieved steady revenue growth, successfully secured major government contracts, and maintained profitability — all while investing in sustainable growth.

## STRATEGIC WINS IN GOVERNMENT CONTRACTS

A key highlight of the year was Noel Gifts' successful appointment as the exclusive vendor for the SG60 Baby Gift Initiative. Commissioned by the Strategy Group in the Prime Minister's Office in December 2024, we developed a unique packaging inspired by trolley luggage to creatively present these commemorative gift sets to eligible Singaporean families in 2025. Valued at up to \$7.63 million, this contract not only enhanced our government partnership portfolio, but also demonstrated our strengths in creative concepts, innovative packaging and logistics capabilities.

Another strategic win was the Group's successful tender for a freehold land parcel measuring about 3,300 square metres located at Jalan Jamal and Elite Park Avenue on 18 March 2025. We will be building up to ten 3-storey mixed-landed residential units on this land for sale. Set to commence work in 2026, we are optimistic that this development will contribute positively to overall revenue and profitability in the years ahead.





# OPERATIONS REVIEW

## STREAMLINED OPERATIONS & ENHANCED DIGITALISATION

In FY2025, the Group also actively undertook targeted operational realignments to streamline internal workflows and improve supply chain agility. These included enhancements in inventory management and packaging capabilities which supported our 7 days live ordering and same-day delivery initiative, enabling us to achieve on-time fulfilment even on weekends, and generate greater customer satisfaction.

To better address evolving customer preferences and improve our online shopping experience, the Group has consistently striven to refresh our core offerings and enhance our digital touchpoints. We believe that these measures will continue to reinforce our positioning as a trusted and scalable provider of customised gift solutions.

## COMMITMENT TO SOCIAL RESPONSIBILITY

Our efforts to make a meaningful difference in the community continued in FY2025. As part of our 50<sup>th</sup> anniversary celebrations, we were pleased to contribute \$25,000 to the SP Graduates' Guild Education Fund, an initiative that resonates deeply with us. Mr Alfred Wong, our Managing Director, started his journey at Singapore Polytechnic, and it was natural for us to give back to the foundation that helped shape our success. With the establishment of "Noel Gifts International 50<sup>th</sup> Anniversary Bursary", we hope to support more SP students from less financially privileged backgrounds.

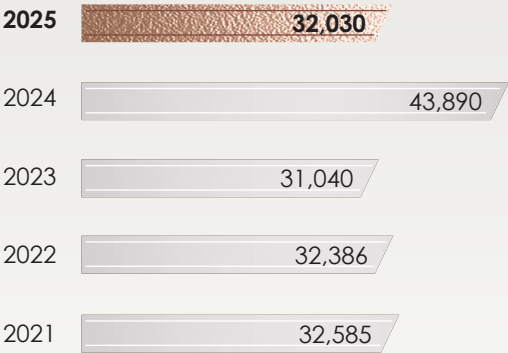
Coincidentally, our longstanding partner St Luke's ElderCare also commemorated its 25<sup>th</sup> anniversary in FY2025. To mark this special milestone, we donated \$10 for every order placed from 15 July 2024 to 15 August 2024, from our Daily Flowers and Gifts catalogue. On top of that, for every 25 orders, we donated an additional \$50, up to a total of \$15,000. As the Platinum Sponsor of St Luke's ElderCare at its annual Gala Dinner, the Group donated \$200,000 as part of our efforts to support St Luke's ElderCare's journey towards enriching the lives of seniors.

During the year, Noel Gifts also extended our contributions to other charitable causes, such as the "SingHealth Lights Up Lives" event, Bethesda Care Services' "Youth for Causes" project and Rainbow Centre's Workability Programmes, among others. On 7 September 2024, in support of a greener and resilient future, we championed the National Parks Board's One Million Trees Movement by bringing together our staff, families and friends to plant 50 trees along the roadside. Through these activities, our people were able to strengthen bonds and build team spirit.

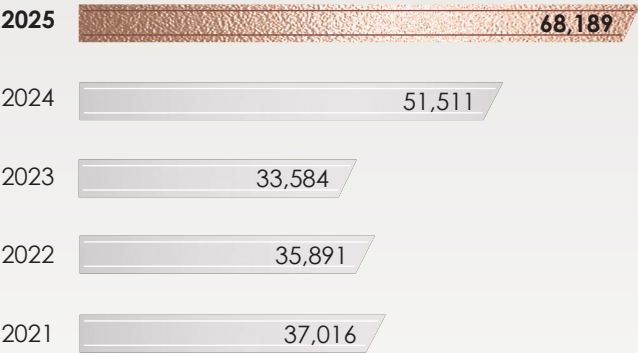
Looking ahead, we will continue to build on our operational efficiencies while advancing on our sustainability journey, embedding social and environmental responsibility into our business practices. Our people continue to be at the heart of this journey, guided by purpose and driven by excellence.

# FINANCIAL HIGHLIGHTS

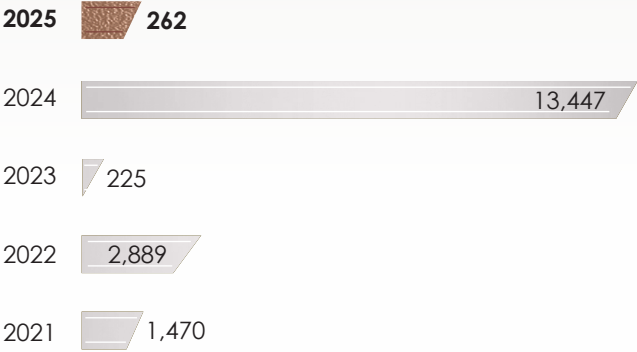
## SHAREHOLDERS' FUND (S\$'000)



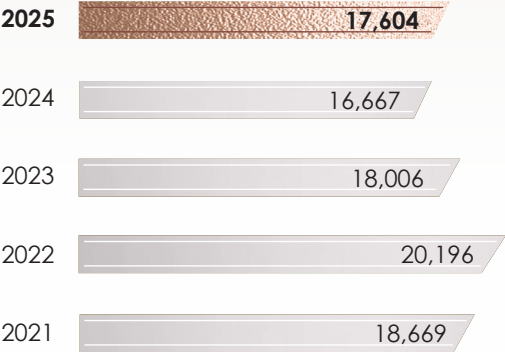
## TOTAL ASSETS (S\$'000)



## PROFIT ATTRIBUTABLE TO SHAREHOLDERS (S\$'000)



## TURNOVER (S\$'000)



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Wong Siu Hong Alfred**

*(Executive Chairman and Managing Director)*

**Wong Phui Hong**

*(Non-Executive Director)*

**Aric Loh Siang Khee**

*(Non-Executive and Lead Independent Director)*

**Foo Der Rong**

*(Non-Executive and Independent Director)*

**Chee Teck Kwong Patrick**

*(Non-Executive and Independent Director)*

## AUDIT COMMITTEE

**Aric Loh Siang Khee**

*(Chairman)*

**Foo Der Rong**

*(Member)*

**Chee Teck Kwong Patrick**

*(Member)*

## NOMINATING COMMITTEE

**Foo Der Rong**

*(Chairman)*

**Aric Loh Siang Khee**

*(Member)*

**Chee Teck Kwong Patrick**

*(Member)*

## REMUNERATION COMMITTEE

**Chee Teck Kwong Patrick**

*(Chairman)*

**Aric Loh Siang Khee**

*(Member)*

**Foo Der Rong**

*(Member)*

## JOINT COMPANY SECRETARIES

**Ong Beng Hong and Lee Yuan**

*(Wong Tan & Molly Lim LLC)*

## REGISTERED OFFICE

21 Ubi Road 1

#03-01

Singapore 408724

## AUDITORS

Ernst & Young LLP

One Raffles Quay

North Tower, Level 18

Singapore 048583

Partner in charge: Mr Tan Boon Leong

Appointed with effect from financial year ended

June 30, 2022

## REGISTRARS AND SHARE TRANSFER OFFICE

**In.Corp Corporate Services Pte. Ltd.**

36 Robinson Road

City House #20-01

Singapore 068877

## PRINCIPAL BANKERS

**1) The Development Bank of Singapore Limited**

12 Marina Boulevard #43-03,

Marina Bay Financial Centre Tower 3,

Singapore 018982

**2) Malayan Banking Berhad**

2 Battery Road,

Maybank Tower,

Singapore 049907

**3) United Overseas Bank Limited**

80 Raffles Place, UOB Plaza,

Singapore 048624

**4) Overseas-Chinese Banking Corporation Limited**

65 Chulia Street, OCBC Centre,

Singapore 049513



# SUSTAINABILITY REPORT

## 1. BOARD STATEMENT

We live by our vision of 'Bringing People Closer, Making Everyday Better'.

In line with our vision, Noel Gifts International Ltd ("**Noel Gifts**" or the "**Company**") and its subsidiaries (collectively, the "**Group**" or "**We**") are committed to building a business that recognises the needs of our customers and cares for our employees, the community, and the environment. For us, sustainability is about integrity. We want our stakeholders to be confident in our brands, to know that we value our environment and community while we strive for excellence in our operations. As a sustainable organisation, we place ourselves at a competitive advantage from other gifts company in Singapore and the region.



We are pleased to share with you our sustainability report ("**Report**") for the financial year from 1 July 2024 to 30 June 2025 ("**FY2025**" or the "**Reporting Period**"). Through this Report, we share our progress in managing the Group's material sustainability factors under the economic, environmental, social and governance sustainability pillars (collectively as "**Sustainability Factors**"), to substantiate our continued commitment towards sustainability. Having considered sustainability issues as part of its strategic formulation, the Board of Directors (the "**Board**") determined the material Sustainability Factors, exercised oversight over their management and monitoring.

This Report communicates our commitment towards supporting the United Nations' Sustainable Development Goals ("**SDGs**"). As we collaborate closely with our stakeholders throughout the supply chain, their inputs direct our sustainability initiatives towards prioritising our material Sustainability Factors. The overview below illustrates the relationships between our material Sustainability Factors, stakeholders and the SDGs:

# SUSTAINABILITY REPORT

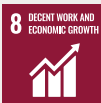


## Economic



### Total customer satisfaction

Customer  
Suppliers



### Sustainable business performance

Shareholders



## Social



### Employee benefits and retention

Employees



### Employee health, safety and wellness

Employees



### Training and career development

Employees



### Equality and diversity in the workplace

Employees



### Giving back to the community

Communities



### Safeguarding customer privacy

Customers



## Governance



### Robust corporate governance framework

Regulators  
Shareholders



## Environmental



### Water conservation

Communities  
Shareholders



### Energy conservation and GHG emission reduction

Communities  
Shareholders



### Responsible waste management

Communities  
Regulators  
Shareholders



# SUSTAINABILITY REPORT

## 2. REPORTING METHODOLOGY

This Report is prepared in accordance with Rules 711A and 711B of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual and the Global Reporting Initiative ("**GRI**") Standards. We choose to report using the GRI framework as it is an internationally recognised reporting framework. The GRI content index can be found in the Appendix of this Report.

As part of our continual efforts to align our sustainability reporting with relevant market standards, we mapped our sustainability efforts to the 2030 Agenda for Sustainable Development which is adopted by all United Nations Member States in 2015 ("**UN Sustainability Agenda**"). The UN Sustainability Agenda provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its heart are the 17 SDGs, which form an urgent call for action by all countries - developed and developing - in a global partnership. We incorporated the SDGs, where appropriate, as a supporting framework to shape and guide our sustainability strategy.

Our climate-related disclosures are produced based on the 11 recommendations of the Taskforce for Climate-related Financial Disclosures ("**TCFD**"). Following the publication of the International Sustainability Standards Board ("**ISSB**") Standards – International Financial Reporting Standards ("**IFRS**") S1 and IFRS S2, we

conducted a gap analysis against our existing TCFD reporting and are in the process of aligning our climate-related disclosures to the ISSB Standards. We are guided by the phased approach described in Practice Note 7.6 Sustainability Reporting Guide in aligning our climate-related disclosures with the ISSB Standards.

We relied on internal data monitoring and verification to ensure accuracy for this Sustainability Report. Internal review on the sustainability reporting process has been incorporated as part of our internal audit review cycle. We will work towards external assurance for our future sustainability reports, subjected to market trends and regulatory requirements.

## 3. REPORTING SCOPE

This Report covers the consolidated entities, as disclosed in our audited financial statements for FY2025. Historical performance data for newly added consolidated entities have been included in the FY2024 comparative figures to facilitate comparison where applicable.

## 4. FEEDBACK

Your feedback on this Report is an important way of improving our sustainability practices. If you have any comments, suggestions or feedback on this Report, please send it to our investor relations email account at [sustainability@noel.com.sg](mailto:sustainability@noel.com.sg).



# SUSTAINABILITY REPORT

## 5. OUR BUSINESS

### Gifts segment

The value chain of our core gifting business is as follows:



#### SUPPLIERS

We procure flowers, gift items, packaging materials and hamper accessories from both local and overseas suppliers.



#### OPERATIONS

We offer our products through online platforms, retail outlets, telesales and outdoor sales.



#### CUSTOMERS

Our customers comprise individuals and corporate customers.

### Properties segment

The value chain of our properties segment is as follows:



#### SERVICE PROVIDERS

We work with contractors for property development.



#### OPERATIONS

We tender for land to develop into housing units for sale.



#### CUSTOMERS

Our customers mainly comprise homebuyers.





As the property segment is still engaged in the preliminary stage of its development project, it contributed minimally to the sustainability performance metrics disclosed in this Report.

# SUSTAINABILITY REPORT



## 6. STAKEHOLDER ENGAGEMENT

Through a stakeholder mapping exercise, we identified key stakeholder groups which we prioritise our engagements with. These include entities or individuals that have an interest that are affected or could be affected by our activities.

We value the diverse views provided by our various stakeholder groups - including our communities, customers, employees, regulators, shareholders and suppliers – on areas where we can improve our operations. We actively engage our key stakeholders through the following channels:

S/N	Key Stakeholder	Engagement Channel	Frequency of Engagement	Key Concern Raised
1	Communities 	Community campaigns	Regularly	<ul style="list-style-type: none"> <li>• Social inclusion</li> <li>• Environmental protection</li> </ul>
2	Customers 	Social media	Daily	Customer service and offerings
		<ul style="list-style-type: none"> <li>• Newsletters</li> <li>• Customer satisfaction surveys</li> <li>• Calls</li> </ul>	Regularly	
3	Employees 	Performance and career development reviews	Annually	<ul style="list-style-type: none"> <li>• Equal employment opportunity</li> <li>• Job security</li> <li>• Remuneration and benefits</li> </ul>
		<ul style="list-style-type: none"> <li>• Email communications</li> <li>• Employee engagement programmes</li> <li>• Department meetings</li> </ul>	Regularly	
4	Regulators 	<ul style="list-style-type: none"> <li>• Consultations and briefings organised by key regulatory bodies</li> <li>• Electronic communications</li> </ul>	As and when required	Corporate governance

# SUSTAINABILITY REPORT

S/N	Key Stakeholder	Engagement Channel	Frequency of Engagement	Key Concern Raised
5	Shareholders 	<ul style="list-style-type: none"> <li>Group annual report</li> <li>Annual general meeting</li> </ul>	Annually	<ul style="list-style-type: none"> <li>Sustainable business performance</li> <li>Market valuation</li> <li>Corporate governance</li> </ul>
		Group result announcements	Half-yearly	
6	Suppliers 	<ul style="list-style-type: none"> <li>Feedback</li> <li>Email communications</li> <li>Telephone calls</li> </ul>	Regularly	Demand volatility

Through the above channels, we seek to understand the views of key stakeholders, communicate effectively with them and respond to their concerns.

## 7. POLICY, PRACTICE AND PERFORMANCE REPORTING

A sustainability reporting policy ("**SR Policy**"), covering our sustainability strategy, reporting structure, materiality assessment and processes in identifying and monitoring material Sustainability Factors, is established and serves as a point of reference in the conduct of our sustainability reporting. Under this SR Policy, we will continue to monitor, review and update our material Sustainability Factors from time to time, taking into account the feedback that we receive from our engagement with our stakeholders, organisational and external developments.

### 7.1 SUSTAINABILITY GOVERNANCE STRUCTURE

Our sustainability strategy is developed and directed by the Group's executive level sustainability committee ("**SC**") in consultation with the Board. As part of our continual efforts to upgrade the knowledge of our directors on sustainability reporting and to meet the requirement in Rule 720(7) of SGX-ST Listing Manual, we confirm that all directors have attended one of the approved sustainability training courses.

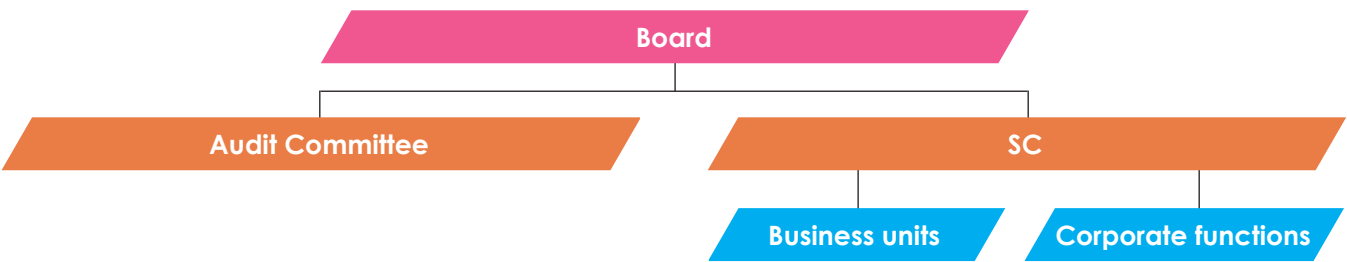
The SC, led by the Group's Managing Director ("**MD**") and supported by senior management and executives from business units and corporate functions, is tasked to develop sustainability strategy, review material impacts, consider stakeholder priorities, set targets, as well as consolidate sustainability metrics. Besides the SC, the Board is also supported by the Audit Committee on specific sustainability matters under its terms of reference.



# SUSTAINABILITY REPORT

Our sustainability governance structure and the responsibilities of component parties are detailed as follows:

Sustainability governance structure



Terms of reference of component parties

Component Party	Members	Terms of Reference
Board	Board members	<ul style="list-style-type: none"><li>• Determine material sustainability factors of the Group</li><li>• Review and approve sustainability strategy, policies and targets (including materiality assessment process and outcome)</li><li>• Monitor implementation of sustainability strategy, policies and performance against targets</li><li>• Oversee the identification and evaluation of climate-related risks and opportunities</li><li>• Ensure the integration of sustainability and climate-related risks and opportunities within the Group's enterprise risk management ("ERM") framework</li><li>• Review and approve sustainability reports</li></ul>
Audit Committee	Audit Committee members	<ul style="list-style-type: none"><li>• Review the adequacy and effectiveness of the Group's internal controls and risk management systems</li><li>• Oversee the conduct of assurance activities pertaining to the Group's sustainability reporting processes</li></ul>

# SUSTAINABILITY REPORT

Component Party	Members	Terms of Reference
SC	<ul style="list-style-type: none"> <li>• Group's MD</li> <li>• General Manager</li> <li>• General Manager, Corporate Development</li> <li>• Senior Finance Manager</li> <li>• Senior Group Marketing Manager</li> <li>• Assistant Manager, Human Resources</li> <li>• Operations Manager</li> <li>• Senior Executive of Fulfilment</li> <li>• Accountant</li> </ul>	<ul style="list-style-type: none"> <li>• Develop sustainability strategy and policies</li> <li>• Ensure that the implementation of sustainability strategy is aligned across business segments</li> <li>• Evaluate overall sustainability risks and opportunities, with a focus on climate-related risks and opportunities</li> <li>• Perform materiality assessment</li> <li>• Monitor sustainability activities and performance against targets</li> <li>• Align the Group's practices with the organisation-wide sustainability agenda and strategies</li> <li>• Consolidate sustainability metrics to track sustainability impact on a group basis and for reporting purposes</li> <li>• Prepare sustainability reports</li> </ul>
Business units/ Corporate functions	Representatives from business units or corporate functions designated to support the work of the SC	<ul style="list-style-type: none"> <li>• Align practices on the operational level with the Group's sustainability agenda and strategies</li> <li>• Collect and compile sustainability metrics to track sustainability impact and for reporting purposes</li> </ul>

Section 7.2 of the Practice Note 7.6 Sustainability Reporting Guide recommended that we link the key executives' remuneration to sustainability performance. We will implement the linkage when it becomes mandatory.

# SUSTAINABILITY REPORT

## 7.2 SUSTAINABILITY REPORTING PROCESSES

Under our SR Policy, our sustainability reporting process begins with an understanding of the Group's context. This is followed by the ongoing identification and assessment of the Group's impacts. The most significant impacts are prioritised for reporting, and the result of this process is a list of material Sustainability Factors disclosed in this Report. Processes involved are shown in the chart below:



### CONTEXT

Understand the Group's context by considering its activities, business relationships, stakeholders, and sustainability context of all the entities it controls or has an interest in, including minority interests.



### IDENTIFICATION

Identify actual and potential impacts on the economy, environment, people and their human rights.



### RATING

Assess the pervasiveness of Sustainability Factors across the Group and cluster similar Sustainability Factors.



### PRIORITISATION

Prioritise the impacts based on their significance to determine the material Sustainability Factors for reporting.



### VALIDATE

Sustainability Factors will be internally validated by the Board and SC.



### REVIEW

In each reporting period, review the material Sustainability Factors from the previous reporting period to account for changes in impacts which can result from feedback received from engagement with stakeholders, organisational and external developments.

## 7.3 MATERIALITY ASSESSMENT

We constantly refine our management approach to adapt to the changing business landscape. The Group performs an annual materiality assessment to ensure that issues disclosed in our sustainability reports remain current, material, and relevant. From the assessment, we identify key areas that impact our ability to create value for our stakeholders.

Impacts, positive and negative, actual and potential, are assessed based on: (i) the likelihood of the occurrence of actual and potential negative and positive impacts and (ii) their significance on the economy, environment, people and their human rights and contribution to sustainable development.

## 7.4 PERFORMANCE TRACKING AND REPORTING

We track the progress of our material Sustainability Factors by identifying the relevant data points, monitoring and measuring them. In addition, we set performance targets that are aligned with our sustainability strategy to ensure that we remain focused on our path to sustainability. We consistently enhance our performance-monitoring processes and improve our data capturing systems. A sustainability report is published annually in accordance with our SR Policy.


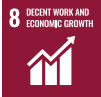





# SUSTAINABILITY REPORT

## 8. MATERIAL SUSTAINABILITY FACTORS








In FY2025, a materiality assessment was performed by the SC to update the material Sustainability Factors and this was followed by a stakeholder engagement session<sup>1</sup> to understand the concerns and expectations of our stakeholders. In this Report, we also reported our progress in managing the material Sustainability Factors and set related targets to improve our sustainability performance.

We endeavour to incorporate the SDGs from the 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015, where applicable, as a supporting framework to shape and guide our sustainability strategy. Below are the results showing how our material Sustainability Factors relate to these SDGs:

S/N	Material Sustainability Factor	Key Stakeholder	SDG	Our Effort
<b>Economic</b>				
1	Total customer satisfaction	<ul style="list-style-type: none"> <li>Customers</li> <li>Suppliers</li> </ul>		Offer a wide range of quality gifts for every occasion and leverage customer feedback to constantly improve our services
2	Sustainable business performance	Shareholders		Contribute to economic growth through creating long-term value for our shareholders
<b>Environmental</b>				
3	Energy conservation and GHG emissions reduction	<ul style="list-style-type: none"> <li>Communities</li> <li>Shareholders</li> </ul>		Implement measures to reduce energy consumption, improve efficiency, lower GHG emissions and reduce costs
4	Responsible waste management	<ul style="list-style-type: none"> <li>Communities</li> <li>Regulators</li> <li>Shareholders</li> </ul>		Implement measures such as adopting e-catalogue and managing packaging waste and moving towards a paperless working environment
5	Water conservation	<ul style="list-style-type: none"> <li>Communities</li> <li>Shareholders</li> </ul>		Perform regular tracking and review water consumption to reduce water wastage

<sup>1</sup> The Company distributed an online survey to both its internal and external stakeholders of customers, employees and suppliers to gather perspectives on the most important sustainability factors for the Group to prioritise.

# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Key Stakeholder	SDG	Our Effort
<b>Social</b>				
6	Equality and diversity in the workplace	Employees		Establish human resources related processes to ensure equal opportunity and fair pay for all employees
7	Training and career development	Employees		Empower our employees by investing in training and development and provide feedback to enhance our business competencies
8	Employee benefits and retention	Employees		Provide employee benefits and leave entitlements to care for our employees' well-being and retain them
9	Employee health, safety and wellness	Employees		Implement safety measures to ensure the well-being of our employees
10	Safeguarding customer privacy	Customers		Implement measures to protect customer privacy
11	Giving back to the community	Communities		Participate in various campaigns to promote social inclusion and sustainable communities
<b>Governance</b>				
12	Robust corporate governance framework	<ul style="list-style-type: none"> <li>Regulators</li> <li>Shareholders</li> </ul>		Maintain high standards of corporate governance practices to ensure the sustainability of our business

# SUSTAINABILITY REPORT

We will update the material Sustainability Factors on an annual basis to reflect changes in business operations, environment, stakeholder's feedback and sustainability trends. For FY2025, pursuant to the review, there are no changes to the material Sustainability Factors identified from FY2024. Details of material Sustainability Factors are presented as follows:

## 8.1 TOTAL CUSTOMER SATISFACTION

### Commitment

Our service quality reflects our commitment to our customers. Where our product offerings are concerned, we use fair and responsible marketing practices to keep our customers well informed of our products before they make a purchase. Every year, we review our operations to improve our performance and identify areas of improvement, to provide the best of services to our customers.

### Approach

Our strategies towards customer satisfaction are as follows:

#### Strong branding and competencies

We are a leading flowers and gifts company in Singapore with more than 40 years of operations and the only publicly listed flowers and gifts company in Southeast Asia. Leveraging on our core competencies which extend beyond floral arrangements and include expertise in conceptualising, designing, sourcing, packaging and gift delivery, we strive to meet customers' demands for personalised experience.

#### Quality products and sustainable relationship with our suppliers

Materials used in our gifting arrangements, such as fresh flowers, packaging materials and hamper accessories are carefully sourced from our qualified suppliers, with whom we have maintained long-term relationships. To ensure the quality of our products and services, feedback is constantly furnished by our procurement team to suppliers for improvements. A supplier that does not meet our requirements will be disqualified.

#### Seamless online gifting experience

With an integrated system and comprehensive selection, we provide a seamless online gifting experience. Technology has made our online ordering simple and quick.

#### Wide range of gifting options for customisation

Having been in the industry for more than 40 years, we understand that gifts are often personal, and most customers wish to customise a gift to suit his/her preference or a special occasion. Hence, we allow them to create bespoke gifts via our website, with more than 400 gifting options carefully selected by our e-commerce team to meet their needs for any occasion all year round. In recognition of consumers' preference for sustainable gifts, especially amongst environmentally conscious younger consumers, we offer a dedicated range of sustainability gift products in our catalogue, featuring environmentally friendly products such as reusable collapsible tumblers, biodegradable wheat straw lunch boxes, handmade cotton coasters, candles stored in reusable glass jars, sustainable bamboo cooking utensils. For further details on the range of sustainable gift products, you may refer to our website: <https://www.noelgifts.com/sustainable-eco-friendly-gifts-singapore>.

# SUSTAINABILITY REPORT

BTW.sg is a sub-brand under Noel Gifts International Ltd, dedicated to curating modern minimalist collections of fresh flowers and fruits. In Singapore, a land of endless summer, we bring changing seasons to customers by curating seasonal selections that allow our customers to immerse themselves in a symphony of blooms and flavours. Our fresh flowers and fruits are carefully sourced from across the world, meticulously harvested according to their respective seasons. For further details on this sub-brand, you may refer to the website: <https://btw.sg/>.



## Rewards and redemptions

To enhance customers' shopping experience and build customer loyalty, we have a special rewards programme where customers can accumulate points from their purchases and redeem attractive gifts and vouchers.

## Fast and convenient delivery services

We offer same-day and weekend delivery services locally in Singapore which allow our customers to delight their recipients with impromptu gifts and set the ground for a pleasant surprise.

To help our customers in reaching out to their loved ones or business partners who are overseas, we also offer international delivery services for our stunning flowers and the finest of gifts. Customers can opt for international delivery services by simply ordering on our website.

## Proactive customer engagement

Customer feedback is collected from various touchpoints such as sales teams and through customer satisfaction surveys. We measure customer satisfaction based on the conduct of net promoter score ("NPS")<sup>2</sup> surveys via our websites, calls and electronic mails. We also engage our customers via various social media platforms.

Feedback collected is used to gather valuable insights on our customers' requirements, expectations and level of satisfaction for us to improve service quality and provide inputs for our strategies.

<sup>2</sup> The NPS categorises customer feedback under the three levels of Promoters, Passives, and Detractors. It gauges customer loyalty and satisfaction as follows: (i) Promoters, who rate 9 or 10, are highly satisfied and likely to recommend the company; (ii) Passives, who rate 7 or 8, are satisfied but not particularly enthusiastic; and (iii) Detractors, who rate between 0 and 6, are dissatisfied and may harm the company's reputation. Promoters and Passives are collectively referred to as "Satisfied Customers".



# SUSTAINABILITY REPORT

## Performance

We were the gold winner for Best Online Gift Shop in Singapore under the Honeycombers Love Local: Readers' Choice Awards 2024. This achievement highlights the importance of brand engagement, customer loyalty, influencer partnerships, and creative campaigns, which were crucial in receiving votes. Honeycombers, a digital lifestyle platform for the latest style, dining, wellness content, favourite brands and businesses, presents this award that serves as a testament to the popularity and acceptance of the nominated brands by the Honeycombers readers.



During the Reporting Period, 89% (FY2024: 91%) of the respondents to our NPS surveys were Satisfied Customers and above.

## 8.2 SUSTAINABLE BUSINESS PERFORMANCE

### Commitment

We believe in creating long-term economic value for shareholders through relevant and meaningful ways.

### Approach

We strive to strike a balance between rewarding shareholders by way of delivering consistent profits, dividend payments, executing our business strategy, which includes staying abreast with market trends, maintaining a robust balance sheet with strong operating cash flows, whilst mitigating relevant business risks identified.

## Performance

Refer to the audited financial statements in the FY2025 Annual Report for the Group's financial performance and financial risk management disclosure on our efforts and progress in maintaining financial sustainability.

## 8.3 ENERGY CONSERVATION AND GHG EMISSIONS REDUCTION

### Commitment

We acknowledge that our energy consumption and the resultant greenhouse gas emissions ("GHG") emissions contribute to climate change. Accordingly, we are committed to reduce our carbon footprint whilst being open to capitalise on opportunities that may arise as we transit to become a low-carbon organisation.

### Approach

To run our operations, we rely mainly on the following energy sources:

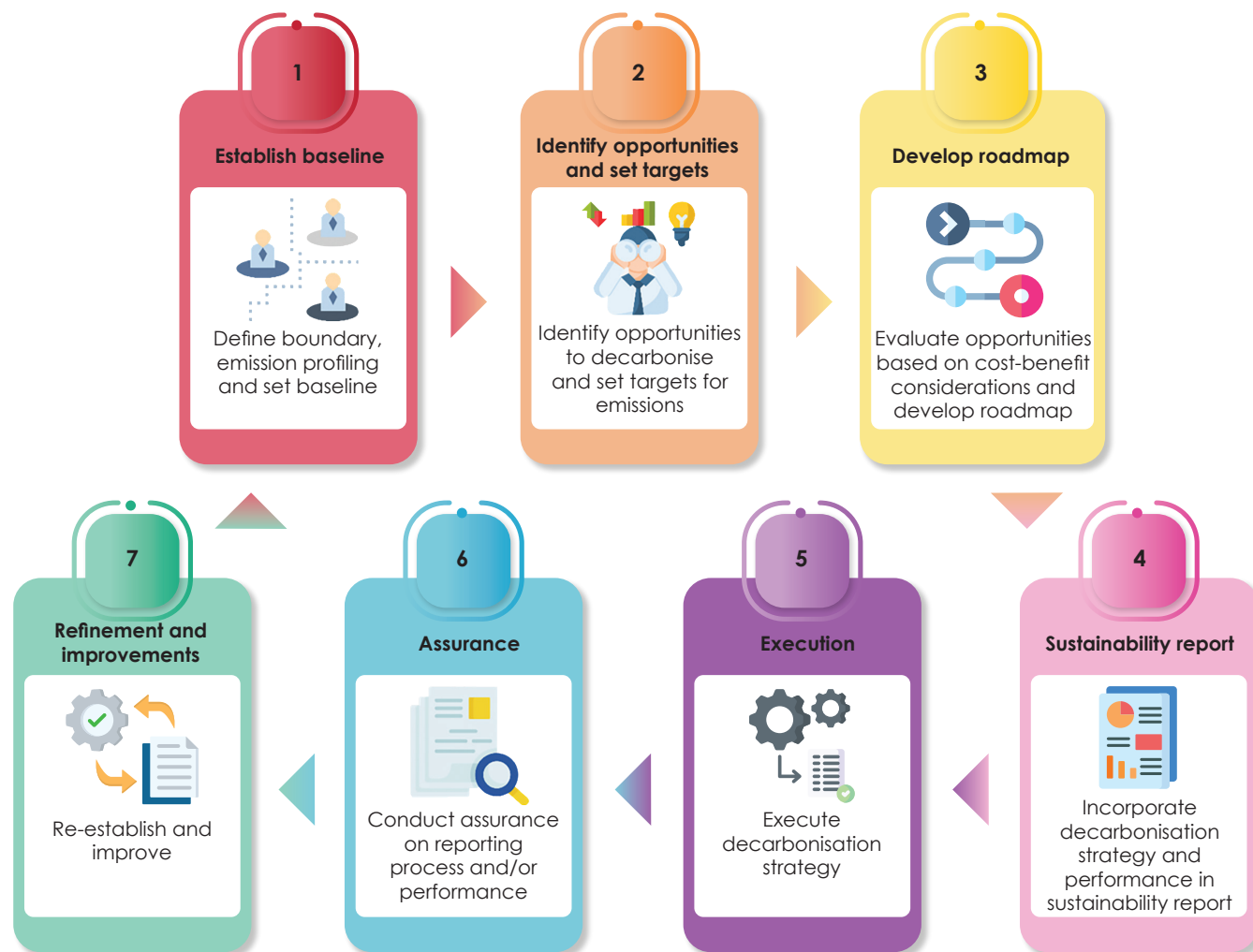
- Electricity to operate essential equipment used in our office, online delivery services and retail outlets such as flower chillers, lighting, various office equipment and air-conditioning; and
- Diesel fuel to operate a fleet of delivery motor vehicles.

We aim to reduce our environmental footprints and at the same time, establish operational resilience that delivers long-term and sustainable value to our business. We adopt a balanced approach in effectively managing and minimising the impacts arising from our business operations.

# SUSTAINABILITY REPORT

## Decarbonisation approach

To achieve our decarbonisation goals, we have set up a 7-step continuous circular process for our decarbonisation efforts as follows:



# SUSTAINABILITY REPORT

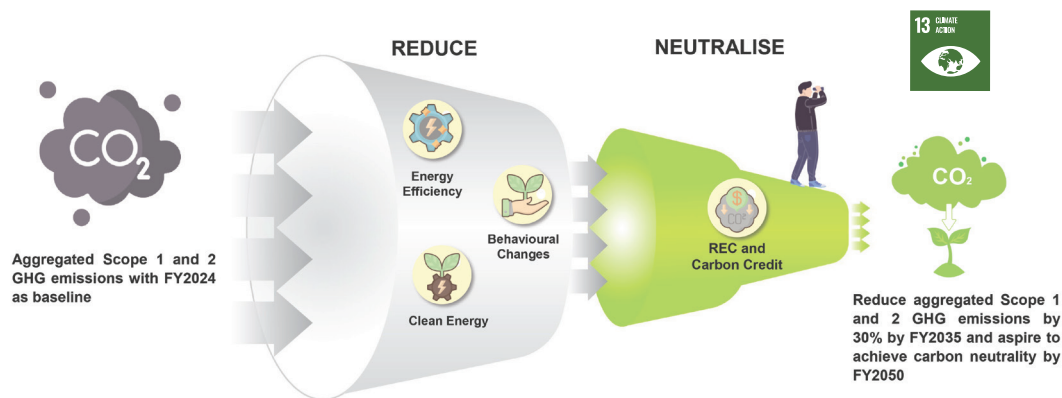
We conducted a GHG emissions profiling exercise for our Scope 1, Scope 2 and Scope 3 GHG emissions based on defined organisational boundaries. We track and monitor our Scope 1, 2 and certain categories of Scope 3 GHG emissions closely and are developing mechanisms to track our other categories of our scope 3 GHG emissions, where relevant and practicable.

We measure our GHG emissions in alignment with the GHG Protocol: A Corporate Accounting and Reporting Standard (2004) and adopted the operational control approach as a basis to determine GHG emissions data consolidation boundaries across our reporting entities. This approach has been selected as it allows us to manage emissions from our operations where we have practical control to introduce relevant measures and implement operating policies. We have assessed that we have operational control over all reporting entities covered in this Report.

We developed a climate change transition plan and will refine and improve the plan as we progressively implement it, by considering changes in business operations, environment and market trends. Progress updates and performance will be provided in our future sustainability reports with assurance on the reporting process covered by an internal review.

## Climate change transition plan

Our climate change transition plan guides us on our approach to decarbonisation. Under this plan, we are committed to reduce our aggregated Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2024 as our baseline. Our climate change transition plan is focused on two (2) strategic levers of reduce and neutralise as follows:



# SUSTAINABILITY REPORT

Details of our strategic levers are as follows:

Lever	Reduce	Neutralise
Description	Reduce absolute emissions within our operations	Neutralise unavoidable residual emissions
Focus Area	<ul style="list-style-type: none"> <li>Energy efficiency                             <ul style="list-style-type: none"> <li>❖ Machinery and equipment</li> <li>❖ Lighting</li> <li>❖ Fuel economy</li> </ul> </li> <li>Behavioural changes</li> <li>Clean energy</li> </ul>	<ul style="list-style-type: none"> <li>Renewable energy certificates ("REC")</li> <li>Carbon credits</li> </ul>

We track and review spending on energy consumption regularly to control usage and take corrective actions when unusual consumption patterns are observed. We continuously strive to improve our energy use and efficiency through the following initiatives and aspirations:

Lever	Focus Area	Description
Reduce	Energy efficiency - Machinery and equipment	<ul style="list-style-type: none"> <li>We maintain a systematic maintenance programme for vehicles to improve fuel efficiency.</li> <li>We use energy-efficient flower chillers wherever practicable.</li> </ul>
	Energy efficiency - Lighting	We optimise electricity efficiency using high-efficiency lighting wherever practicable.
	Energy efficiency - Fuel economy	We strive to ensure that all our delivery motor vehicles comply with at least Euro 5 emission standard <sup>3</sup> . These vehicles offer improved fuel economy and reduce emissions intensity.
	Behavioural changes	We constantly remind our staff on basic and socially responsible habits at their workplaces such as adopting greener work ethics, switching off appliances if not in use and enabling power saving modes.
	Clean energy - Grid	We constantly explore opportunities to source for cleaner and/or renewable energy from the power grid where we operate in, where possible.

<sup>3</sup> Euro emission standards define the acceptable limits for exhaust emissions of vehicles. The standards range from 1 to 6 with 6 being the highest standard and the most environmentally friendly.

# SUSTAINABILITY REPORT

Lever	Focus Area	Description
	Clean energy - Electric vehicles	To support the Singapore Green Plan 2030 and contribute to a more sustainable future, we are committed to progressively transitioning our internal combustion vehicle fleet to electric vehicles. This transition will be guided by market developments, infrastructure readiness, and technological advancements.
Neutralise	<ul style="list-style-type: none"> <li>REC</li> <li>Carbon credits</li> </ul>	We plan to explore the use of REC and carbon credits to offset unavoidable residual emissions when the relevant markets mature.

## Performance

Key statistics on energy consumption and GHG emissions during the Reporting Period are as follows:

Sustainability Metric	Unit of Measurement	FY2025	FY2024
<b>Energy consumption</b>			
Diesel consumption	GJ	2,133	2,369 <sup>4</sup>
Electricity consumption	GJ	698	662
Total energy consumption	GJ	2,831	3,031
<b>Energy consumption intensity</b>			
Diesel consumption intensity	GJ/ revenue S\$'000	0.12	0.14
Electricity consumption intensity	GJ/ square foot	0.02	0.02
<b>GHG emissions</b>			
Scope 1 <sup>5</sup> GHG emissions (Direct)	tonnes CO <sub>2</sub> e	160.58	178.36
Scope 2 <sup>6</sup> GHG emissions (Indirect)	tonnes CO <sub>2</sub> e	96.49	94.61
Aggregated Scope 1 and 2 GHG emissions	tonnes CO <sub>2</sub> e	257.07	272.97
Scope 1 GHG emissions intensity	tonnes CO <sub>2</sub> e/ revenue S\$'000	0.01	0.01
Scope 2 GHG emissions intensity	tonnes CO <sub>2</sub> e/ square foot	0.003	0.003

Diesel consumption intensity decreased mainly due to a higher reliance on outsourced delivery arrangements in FY2025 compared to FY2024 and improved fuel efficiency from bulk deliveries in FY2025.

<sup>4</sup> Figure has been restated as a correction. As a result, diesel consumption intensity, Scope 1 GHG emissions and Scope 1 GHG emissions intensity are restated accordingly.

<sup>5</sup> GHG emissions from consumption of diesel controlled by a company (Scope 1) are calculated based on the 2006 IPCC Guidelines for National Greenhouse Gas Inventories.

<sup>6</sup> GHG emissions from electricity purchased by a company (Scope 2) are calculated based on the grid emission factors published by the Energy Market Authority in Singapore and Energy Commission in Malaysia.



# SUSTAINABILITY REPORT

We included the disclosure of Scope 3 emissions for both Singapore and Malaysia operations in FY2025. The disclosure is as follows:

Category	Coverage	Unit of Measurement	FY2025	FY2024
Category 1: Purchased goods and services <sup>7</sup>	Selected goods purchased in our Singapore operations, which comprise the following: <ul style="list-style-type: none"> <li>• Flowers</li> <li>• Fruits</li> <li>• Wines and liquors</li> </ul>	tonnes CO <sub>2</sub> e	153.95	Not available
	Water supply	tonnes CO <sub>2</sub> e	0.32	0.36 <sup>8</sup>
Category 5: Waste generated in operations <sup>9</sup>	Carton box waste <sup>10</sup>	tonnes CO <sub>2</sub> e	0.06	0.15
Category 6: Business travel <sup>11</sup>	Air travel	tonnes CO <sub>2</sub> e	1.46	1.07
Category 7: Employee commuting <sup>12</sup>	Transportation of employees between their homes and their worksites	tonnes CO <sub>2</sub> e	73.70	73.78
Category 9: Transportation and distribution of sold products <sup>13</sup>	Delivery to customers via outsourced drivers and third-party logistics for our Singapore operations	tonnes CO <sub>2</sub> e	240.35	207.45 <sup>14</sup>

<sup>7</sup> Indirect emissions from Category 1: Purchased goods and services for selected purchased goods are calculated based on U.S. Environmental Protection Agency ("US EPA") Supply Chain GHG Emission Factors, while water supply are calculated based on the water emission intensity published by Public Utilities Board ("PUB") and Department for Environment, Food & Rural Affairs ("DEFRA") UK Government GHG Conversion Factors for Company Reporting.

<sup>8</sup> GHG emissions for FY2024 were revised due to the adoption of updated emission factors published by the relevant agency for comparison purposes.

<sup>9</sup> Indirect emissions from waste generated are calculated using Singapore Emission Factor Registry ("SEFR") and DEFRA UK Government GHG Conversion Factors for Company Reporting.

<sup>10</sup> Packaging waste generated by Noel Gifts International Ltd, as reported to the NEA on calendar year basis under the Mandatory Packaging Reporting scheme.

<sup>11</sup> Indirect emissions from business air travel are calculated using the International Civil Aviation Organization ("ICAO") Carbon Emissions Calculator.

<sup>12</sup> Indirect emissions from employee commuting are calculated using Singapore Emission Factor Registry ("SEFR") and GHG Protocol Transport Tool.

<sup>13</sup> Indirect emissions from delivery to customers via outsourced drivers and third-party logistics (Category 9: Transportation and distribution of sold products) are calculated based on the 2006 IPCC Guidelines for National Greenhouse Gas Inventories.

<sup>14</sup> Figure has been restated as a correction.

# SUSTAINABILITY REPORT

The decrease in emissions associated with water supply was mainly due to the increased sales of hampers containing non-flower and non-fruit gift products in our Singapore operations, which generally consume lesser water. Additionally, a water leakage at our Malaysia operations in FY2024 caused higher water consumption, which has since been resolved. The decrease in emissions from carton box waste was mainly attributed to a change in hamper basket packaging. The increase in emissions associated with transportation and distribution of sold products was mainly due to a higher reliance on outsourced deliveries in FY2025 compared to FY2024.

## 8.4 RESPONSIBLE WASTE MANAGEMENT

### Commitment

We are committed to managing and minimising the impact of our retail operations on the environment. We aim to fulfil this commitment through reducing waste generated from the sale of products and daily operations.

### Approach

Support environmental sustainability by using an e-catalogue and recycling past catalogues

In line with our strategy to provide a seamless online gifting experience for our customers, we introduced an interactive e-catalogue (<https://www.noelgifts.com/ecatalogue>) for our diverse portfolio of products. Additionally, we repurpose used paper from past catalogues to minimise waste and give it a second life. These initiatives collectively help reduce our reliance on printed brochures and contribute to waste reduction.

Support Singapore's zero waste vision

Singapore is working towards becoming a zero-waste nation by reducing the consumption of materials, reusing and recycling materials to give them a second lease of life. To achieve the zero-waste vision, the National Environment Agency ("NEA") implemented the Mandatory Packaging Reporting ("MPR") scheme. To align with the growing awareness on the environmental impacts of packaging and as part of our commitment to the zero-waste goal, we actively manage the environmental impact of our packaging materials. For example, we use packaging mainly made from recycled materials for selected product ranges. In addition, we engage a third-party waste collector to collect our carton boxes packaging waste, who sends them to a local recycling facility.



# SUSTAINABILITY REPORT

## Sharing informative content

We post on our company blog and social media channels (under our Florist Journal series), to share bite-sized information and tips, such as ways to extend the vase life of cut flowers and preserve fresh flowers. In addition, we conduct flower arrangement classes to encourage recycling of flowers instead of disposing them of. These classes are catered to individuals and corporate events. Interested participants may email us at [classes@noel.com.sg](mailto:classes@noel.com.sg) for further information on flower arrangement classes workshops. For instance, we organised a floral resin keychain workshop for our employees, where preserved flowers and dried foliage are creatively transformed into keychains as memento of our 50<sup>th</sup> anniversary celebration.



## **Performance**

During calendar year 2024<sup>15</sup>, a total of 13,700 kg of carton box packaging waste (calendar year 2023<sup>15</sup>: 22,960 kg) was handled by a third-party waste collector, who sent them to a local recycling facility. The decrease in weight is primarily attributed to changes in packaging materials, with a shift towards more sustainable alternatives, reducing the reliance on carton boxes. In FY2025, there were no incidents of significant fines and/or non-monetary sanctions incurred as a result of non-compliance with applicable environmental laws and regulations (FY2024: zero incidents).

## **8.5 WATER CONSERVATION**

### **Commitment**

Water is a scarce resource, and it only gets more precious with our growing population, expanding economy and climate change. We are committed to responsible usage of water resources through enhancing our water consumption efficiency.

### **Approach**

We rely on water resources supplied primarily by municipal water suppliers, mainly for cleaning purposes, watering flowers for sale and in the office environment. Our water conservation initiatives include tracking and reviewing spending on water consumption regularly to control its usage, taking corrective actions when there are unusual consumption patterns and encouraging staff to use water responsibly.

<sup>15</sup> Under Singapore's MPR, Noel Gifts International Ltd has been submitting its packaging data to NEA since calendar year 2021.

# SUSTAINABILITY REPORT

## Performance

Key statistics on water consumption during the Reporting Period are as follows:

Resource <sup>16</sup>	Water Consumption (CuM)		Water Consumption Intensity (CuM/ revenue S\$'000)	
	FY2025	FY2024	FY2025	FY2024
Water	598.38	692.52	0.03	0.04

The decrease in water consumption intensity was mainly due to the increased sales of hampers containing non-flower and non-fruit gift products in our Singapore operations, which generally consume lesser water. Additionally, a water leakage at our Malaysia operations in FY2024 caused higher water consumption, which has since been resolved.

## 8.6 EQUALITY AND DIVERSITY IN THE WORKPLACE

### Commitment

We are committed to providing a work environment for employees that fosters fairness, social and cultural diversity. Through a dynamic and vibrant workforce, we aim to constantly build our market presence and expand our business.

### Approach

We adopted the Tripartite Standards under the Tripartite Alliance for Fair and Progressive Employment Practices, to show our commitment towards building a workplace that respects and values our employees. The Tripartite Alliance between the Ministry of Manpower, the National Trades Union Congress and the Singapore National Employers Federation, shares a vision for Singapore to be one of the best workplaces in the world.

As part of this Alliance, we endeavour to recruit and select employees on the basis of merit, treat them fairly and with respect, provide them with equal opportunity to be considered for training and development based on their strengths and needs to help them achieve their full potential. We also endeavour to reward our employees fairly based on their ability, performance, contributions and experience, abide by laws and adapt to the Tripartite Guidelines on Fair Employment Practices<sup>17</sup>.

In April 2024, we were awarded the Progressive Wage Mark ("PW Mark") accreditation. This accreditation recognises our ongoing efforts to pay progressive wages to lower-wage workers, reflecting our commitment to ensuring equitable and sustainable wages for our valued employees. The PW Mark is administered by the Singapore Business Federation on behalf of the Tripartite Partners. The Tripartite Partners, comprising the Ministry of Manpower, National Trades Union Congress and Singapore National Employers Federation, initiated the PW Mark as part of Singapore's efforts to uplift the wages and well-being of lower-wage workers.

<sup>16</sup> Disclosure on water drawn from water stress areas is not made as it is not applicable, given that the Group does not contribute significantly to the ability of any of the countries in which it operates in, to meet the human and ecological demand for water. Areas with water stress are identified based on the World Resources Institute Aqueduct Water Risk Atlas.

<sup>17</sup> The Tripartite Guidelines on Fair Employment Practices, formulated by the Tripartite Alliance for Fair and Progressive Employment Practices, set out fair employment practices for adoption by employers.

# SUSTAINABILITY REPORT

## Performance

The total number of full-time<sup>18</sup> and part-time<sup>19</sup> employees ("**Workforce**") under the entities covered in Singapore and Malaysia as at 30 June 2025 was 114 (FY2024: 119).

The breakdown of the Workforce by region is as follows:

Employment Type	Number of Employees		Percentage of Workforce	
	FY2025	FY2024	FY2025	FY2024
Singapore	107	110	94%	92%
Malaysia	7	9	6%	8%

The breakdown of the Workforce by employment type is as follows:

Employment Type	Number of Employees		Percentage of Workforce	
	FY2025	FY2024	FY2025	FY2024
Full-time	112	117	98%	98%
Part-time	2	2	2%	2%
Workforce <sup>20</sup>	114	119	100%	100%

As at 30 June 2025, we had no (FY2024: zero) reported incidents of unlawful discrimination<sup>21</sup> against employees.

<sup>18</sup> Full-time employees refer to individuals who work up to 44 hours a week, which is the number of contractual working hours defined in the Employment Act.

<sup>19</sup> Part-time employees refer to individuals who are under a contract of service to work less than 35 hours a week. The number of part-time employees is not considered to be material as the Group is not reliant on part-time employees to support its operations and long-term sustainability. Accordingly, they are not considered in deriving the training hours, new hires rate, turnover rate, performance appraisal, parent-care leave, maternity leave and paternity leave disclosed in this Report.

<sup>20</sup> Our full-time and part-time employees are under permanent employment contracts. As the number of non-guaranteed hours employees is not considered to be material, they are excluded from our Workforce.

<sup>21</sup> Unlawful discrimination refers to an incident whereby the relevant authority has commenced investigation and resulted in a penalty to a company.



# SUSTAINABILITY REPORT

Gender diversity (%)

On gender diversity, we view diversity at the Board level as an essential element in supporting sustainable development with one (FY2024: one) female Board members or 20% (FY2024: 20%) female representation on the Board. Key statistics on gender diversity of our employees are as follows:

Sustainability Metric	FY2025		FY2024	
	Male	Female	Male	Female
Overall	28%	72%	25%	75%
<b>Employee category</b>				
Management	25%	75%	21%	79%
Non-management	31%	69%	29%	71%

Age diversity (%)

We support the employment and re-employment of employees beyond their official retirement age. Key statistics on age diversity of our employees are as follows:

Sustainability Metric	FY2025			FY2024		
	Below 30	30 – 50	Over 50	Below 30	30 – 50	Over 50
Overall	18%	55%	27%	22%	50%	28%
<b>Employee category</b>						
Management	18%	57%	25%	18%	56%	26%
Non-management	18%	53%	29%	26%	43%	31%

# SUSTAINABILITY REPORT

Educational diversity (%)

We seek to create an inclusive environment for employees from different educational background. As at 30 June 2025, the distribution of employees by educational level was as follows:

Educational Qualification	FY2025	FY2024
Tertiary	39%	41%
Non-tertiary	61%	59%
Total	100%	100%

## 8.7 TRAINING AND CAREER DEVELOPMENT

**Commitment**

Our employees play a vital role in contributing to the success of the Company. It is our privilege to encourage and reward employees who demonstrate unique skills and talents. We strive to develop talent in the organisation with the goal of sustaining and building a workforce that contributes to our business success.

**Approach**

Key initiatives taken by us to grow and nurture our employees are as follows:

Nurture a team of highly trained employees

Nurturing employees' talents and skills has always been our focus. We conduct regular training and career development for our employees to equip them with the right skills and increase their work efficiency. This keeps them motivated to achieve greater professional success.

Provide feedback to our employees constantly

Our employees and management receive regular feedback on their performance and career development.

# SUSTAINABILITY REPORT

## Performance

### Nurture a team of highly trained employees

During the Reporting Period, our employees attended in-house and external trainings which covered areas such as Personal Data Protection Act (“**PDPA**”), digital skills, soft skills, marketing, workplace safety and health, inventory control and accounting. Key statistics on training hours provided for our employees are as follows:

Sustainability Metric	FY2025	FY2024
<b>Overall</b>		
Total training hours	437	761
Average training hours per employee	3.9	6.5
<b>Gender (Male)</b>		
Total training hours	163	176
Average training hours per employee	5.1	5.9
<b>Gender (Female)</b>		
Total training hours	274	585
Average training hours per employee	3.4	6.7
<b>Management</b>		
Total training hours	387	686
Average training hours per employee	6.2	11.4
<b>Non-management</b>		
Total training hours	50	75
Average training hours per employee	1.0	1.3

Total training hours in FY2025 were lower than FY2024 due to our shift towards collaborative learning. This change led to a reduced reliance on traditional classroom programmes, with more emphasis on learning through day-to-day work and peer activities, such as mentoring and coaching.

# SUSTAINABILITY REPORT

Provide feedback to our employees constantly

Key statistics on applicable full-time employees who received performance and career development reviews are as follows:

Sustainability Metric	FY2025	FY2024
Overall	97%	96%
<b>Gender</b>		
Male	93%	100%
Female	99%	95%
<b>Employee category</b>		
Management	95%	95%
Non-management	100%	98%

We will continuously work towards improving the proportion of our staff (where applicable) that has received performance and career development reviews.

## 8.8 EMPLOYEE BENEFITS AND RETENTION

### Commitment

We place a high priority on talent retention and well-being of our employees as we believe that retaining motivated employees are vital to the long-term success of our business.

### Approach

To foster a pro-family environment in Singapore, eligible employees are entitled to 'Shared Parental Leave', 'Maternity Leave' and 'Paternity Leave' (collectively as "**Parental Leave**"), 'Childcare Leave', 'Extended Childcare Leave' and 'Unpaid Infant Care Leave' under the requirements of the Ministry of Manpower in Singapore. To support employees with family commitments, eligible employees are entitled to parent-care leave ("**PCL**"), which allows them to attend to their aged parents.

# SUSTAINABILITY REPORT

In addition, we care for our employees' well-being, attract and retain employees through employee benefits such as reimbursement of outpatient medical and dental expenses for eligible confirmed full-time employees, reimbursement of medical health screening checks every alternate year for eligible employees, medical insurance coverage for all confirmed full-time employees, gift distribution during festive occasions and birthdays, provision of staff discounts on purchases. With the evolving needs of our employees, we offer flexible benefits such as optical and fitness allowance for our confirmed full-time employees. We also recognise the contribution of our valuable employees and give out long service awards to employees who have worked continuously for at least 5 years.

## Performance

### New employee hires

Key statistics on new hires of our full-time employees by gender and age group are as follows:

Sustainability Metric	FY2025		FY2024	
	Number of New Hires	Rate of New Hires	Number of New Hires	Rate of New Hires
<b>Gender</b>				
Male	4	12%	9	28%
Female	12	14%	12	12%
<b>Age</b>				
Below 30	9	38%	8	30%
30 to 50	7	11%	10	15%
Above 50	-	-%	3	9%
<b>Overall new hires</b>	16	13%	21	16%



# SUSTAINABILITY REPORT

## Employee turnover

Key statistics on employee turnover of our full-time employees by gender and age group are as follows:

Sustainability Metric	FY2025		FY2024	
	Number of Turnovers	Rate of Turnover	Number of Turnovers	Rate of Turnover
<b>Gender</b>				
Male	2	6%	8	25%
Female	19	22%	19	20%
<b>Age</b>				
Below 30	13	54%	12	44%
30 to 50	6	9%	9	13%
Above 50	2	6%	6	17%
<b>Overall new hires</b>	21	17%	27	21%

## Parental leave

Key statistics on Parental Leave taken by eligible confirmed full-time employees are as follows:

Sustainability Metric	FY2025		FY2024	
	Male	Female	Male	Female
Number of employees entitled to Parental Leave	1	1	-	2
Number of employees who took Parental Leave	1	1	-	2
Number of employees who returned to work after Parental Leave ended	1	-	-	2
Return to work rate of employees who are due to return after taking Parental Leave	100%	NA <sup>22</sup>	-%	100%
Retention rate of employees 12 months after they returned to work from Parental Leave <sup>23</sup>	-% <sup>24</sup>	100%	-% <sup>25</sup>	-% <sup>25</sup>

<sup>22</sup> Return to work rate for female in FY2025 is not applicable as she is not due to return in FY2025.  
<sup>23</sup> Retention rate is calculated based on employees who took Parental Leave in the preceding Reporting Period.  
<sup>24</sup> Retention rate is not applicable as no male employees took Parental Leave in FY2024.  
<sup>25</sup> Retention rate is not applicable for FY2024 as no employees took Parental Leave in FY2023.

# SUSTAINABILITY REPORT

## PCL

81 employees (FY2024: 70 employees) took PCL in FY2025 and 98% (FY2024: 96%) of them continued to stay with us 12 months after they returned to work.

## 8.9 EMPLOYEE HEALTH, SAFETY AND WELLNESS

### Commitment

A work environment that prioritises the well-being of employees and allows them to work safely builds loyalty amongst employees and supports the sustainability of our business. Accordingly, we place emphasis on creating a workplace that allows employees to perform and develop in a safe and conducive working environment.

### Approach

We aim to provide a hazard-free workplace by adopting the following key measures:

- A safety team is in place to manage workplace safety and health risks;
- A set of workplace safety and health policies and procedures is in place;
- All new employees are briefed about the workplace safety and health policies and procedures during orientation;
- An external consultant is engaged to assess compliance with the prevailing rules and regulations; and

- Workplace risk assessments are performed in line with our risk management policy and reviewed at least once every three years, after accidents, near misses or dangerous occurrences arising from exposure to a hazard or whenever there are significant changes in work processes and work conditions. A dedicated risk assessment team is in place to identify, evaluate and monitor the occupational health and safety hazards associated with work activities and processes. The identified hazards are assessed, taking into consideration the existing controls in place and additional controls required.

### Performance

We are bizSAFE Level 4 certified by the Workplace Safety and Health Council. This certification recognises our continuous efforts to incorporate safety as part of the business model.



We encountered zero workplace fatalities, zero high consequence work-related injuries<sup>26</sup>, zero recordable work-related injuries and zero recordable work-related ill health cases<sup>27</sup> in FY2025 (FY2024: zero fatalities, zero high consequence work-related injuries, zero recordable work-related injuries and zero recordable work-related ill health cases).

<sup>26</sup> High consequence work-related injuries refer to injuries from which the worker cannot recover or cannot recover fully to pre-injury health status within 6 months.

<sup>27</sup> A work-related ill health case refers to identifiable, adverse physical or mental conditions arising from and/or made worse by a work activity and/or work-related situation.

# SUSTAINABILITY REPORT

## 8.10 SAFEGUARDING CUSTOMER PRIVACY

### Commitment

Customers are one of our key stakeholders and it is our duty to protect their privacy.

### Approach

Our website uses an order form for customers to submit ordering information such as personal data, products, and services. We also collect their contact information (such as their email address) and financial information (such as their bank account or credit card numbers). Contact information from the order form is in turn used to send orders and marketing information to them.

We conduct our business in compliance with applicable data protection laws that governs the collection, use, disclosure and care of personal data. In addition to abiding to the mandatory data privacy laws, we have on our own accord, stepped up measures to further protect customer privacy by having our own policies and equip our proprietary platforms with anti-virus software and firewall.

On the Company's website, a privacy statement is in place to demonstrate our commitment to privacy. It mainly discloses our information gathering and dissemination practices for the website: [www.noelgifts.com](http://www.noelgifts.com). It also serves to educate users on the types of data that are collected as well as the purposes. In addition, an email address is also listed for users who have data privacy concerns to reach out to us if they feel that their privacy concerns have not been adequately addressed or considered.

We regularly conduct penetration tests on our web applications and infrastructure to identify vulnerabilities and take necessary remedial actions timely. We also conduct regular phishing assessment exercise on our employees and trainings are conducted for employees who did not perform well in the phishing assessment.

### Performance

In FY2025, there were zero cases of substantiated complaint<sup>28</sup> concerning breaches of customer privacy and loss of customer data reported (FY2024: zero incidents).

In February 2025, we announced on SGXNet that an incident, involving an unknown party occurred, affecting certain order information on our website. We undertook prompt corrective actions by informing all online customers to take precautions due to the suspicious activities, putting up maintenance page for the website and strengthened two-factor authentication ("2FA") for additional security. We also engaged an external consultant to investigate the incident, conduct an external vulnerability scan and provide advisory services. We promptly adopted the consultant's recommendations where applicable, reinforcing our commitment to safeguarding our customers' data and continuously improving our security measures.

<sup>28</sup> A substantiated complaint refers to a complaint that has been investigated by the relevant authority and violation of regulations has been established.

# SUSTAINABILITY REPORT

## 8.11 GIVING BACK TO THE COMMUNITY

### Commitment

Dedicated to our vision of Bringing People Closer, Making Every Day Better, Noel Gifts is committed to care for the community.

### Approach

We consider the Sustainable Philanthropy Framework Playbook issued by the Singapore's National Council of Social Service ("Philanthropy Framework") as a useful reference to guide our approach to community engagement. The Philanthropy Framework articulates the 'Social' aspect of our sustainability goals. Under the Philanthropy Framework, the three (3) main components of 'Why', 'What' and 'How' are defined as follows:

WHY should businesses do philanthropy to impact Society?	<b>Business Purpose, Vision and Mission</b> Contributing to the Society in which the business operated by enhancing: <b>Value Protection:</b> Improve Reputation, Employee Engagement, Customer Loyalty, Investor Perception <b>Value Creation:</b> Generate Long-term Outcomes, Growth Potential				
WHAT issues can my business make an impact on, or vice versa?	<b>Priority Areas</b>				
	Promoting Equitable Opportunities	Empowering Through Education, Awareness and Skillsets	Enhancing Mental and Physical Well- Being	Improving Financial Resilience and Self-Reliance	Facilitating Access to Technology
HOW can businesses make an impact?	<b>Topic</b>				
	Giving		Volunteering		Socially Responsible Business Practices


Source: The Sustainable Philanthropy Framework by National Council of Social Service

We recognise that the long-term success of our business is closely knitted to the well-being of the community we operate in. Accordingly, we partner with various organisations, including statutory boards, registered charities and educational institutions to address a variety of causes.


# SUSTAINABILITY REPORT

## Performance

The list of our community engagement programmes is as follows:


Programme	Priority Area under the Philanthropy Framework	Our Contribution
Singapore Polytechnic Graduates' Guild Education Fund	Promoting Equitable Opportunities	<div></div> <p>As part of Noel Gifts' 50<sup>th</sup> Anniversary celebrations, we are honoured to contribute \$25,000 to the Singapore Polytechnic ("SP") Graduates' Guild Education Fund, an initiative that resonates deeply with us. Our MD started his journey at Singapore Polytechnic, and it is only fitting that we give back to the foundation that helped shape our success.</p> <p>This donation will help establish the "Noel Gifts International 50<sup>th</sup> Anniversary Bursary", which will support and nurture SP students from financially less-privileged backgrounds. Our contribution was announced during SP 70<sup>th</sup> Anniversary Charity Golf and Dinner, graced by President Tharman Shanmugaratnam, which aims to raise \$350,000 to assist students facing financial challenges.</p>

# SUSTAINABILITY REPORT



Programme	Priority Area under the Philanthropy Framework	Our Contribution
President's Challenge 2024	Enhancing Mental and Physical Well-Being	 <p>Noel Gifts is proud to be part of the SingHealth President's Challenge 2024, SingHealth Lights Up Lives, which aims to benefit five important organisations through its fundraising activities, namely: the Singapore Cancer Society, Singapore Hospice Council, SingHealth Fund, Ang Mo Kio-Thye Hua Kwan Hospital, and the mental health social service agency Shan You. Funds raised from these events are dedicated to addressing critical needs in our community, such as supporting the terminally ill, the elderly, caregivers, and youth facing mental health challenges.</p> <p>SingHealth's President's Challenge 2024 was held on 31 August 2024 at the Promontory @ Marina Bay. We were privileged to contribute to this cause with a \$20,000 cash donation and an additional \$5,000 worth of sponsored prizes. Together with SingHealth, Noel Gifts contributed to raising over \$1.3 million for the President's Challenge, supporting healthcare causes that truly matters to the community.</p>





# SUSTAINABILITY REPORT

Programme	Priority Area under the Philanthropy Framework	Our Contribution
St Luke's ElderCare's 25 <sup>th</sup> Anniversary	Enhancing Mental and Physical Well-Being	<div>  </div> <p>FY2025 not only marks Noel Gifts' 50<sup>th</sup> Anniversary but also St Luke's ElderCare's 25<sup>th</sup> Anniversary. To mark these joyous occasions, we donated \$10 for every order placed between 15 July 2024 to 15 August 2024, from its Daily Flowers and Gifts catalogue. On top of that, for every 25 orders, we donated an additional \$50. Through this initiative, we donated a total of \$15,000 in support of St Luke's ElderCare's Intergenerational Programmes, which fosters meaningful connections between the young and elderly.</p> <p>Noel Gifts is also honoured to be the Platinum Sponsor of St Luke's ElderCare's annual Gala Dinner, celebrating 25 years of dedicated care and support for seniors. This special event brought together partners, supporters, and the community to raise funds for St Luke's vital programmes. As the Platinum Sponsor, Noel Gifts proudly contributed \$200,000 to help make the Gala Dinner a success and to support St Luke's mission of enriching seniors' lives. The Gala Dinner was graced by President Tharman Shanmugaratnam, in recognition of our ongoing commitment to the cause. We are proud to continue our partnership with St Luke's ElderCare since year 2019 and look forward to making a lasting impact together for many years to come.</p>

# SUSTAINABILITY REPORT

Programme	Priority Area under the Philanthropy Framework	Our Contribution	
Bethesda Care Services' Youth for Causes Campaign – Project Resolute	Enhancing Mental and Physical Well-Being	<p>We came together to support Bethesda Care Services' Youth for Causes Campaign – Project Resolute on 2 August 2024, raising \$87,000 for youth mental resilience. Our \$30,000 donation helped strengthen the mental well-being of youths, a cause that resonates deeply with our values.</p>	
Rainbow Centre's Workability Programme	Empowering Through Education, Awareness and Skillsets	<p>In our collaboration with Rainbow Centre, we support their Workability Programme, an initiative dedicated to empowering youth with disabilities by nurturing their skills towards independence and lifelong learning.</p> <p>Senior students from Rainbow Centre's Workability Programme contributed to our festive gifts by folding more than 1,100 base structures for the pyramid hampers we sold for 2024 Deepavali and Christmas, and 2025 Chinese New Year.</p>	

# SUSTAINABILITY REPORT

Programme	Priority Area under the Philanthropy Framework	Our Contribution
Focus on the Family's Best Date Ever event	Enhancing Mental and Physical Well-Being	<p>We gladly contributed to Focus on the Family's Best Date Ever event. This event helps couples reconnect and strengthen their bonds, which in turn promotes mental and emotional well-being within families. Our \$20,000 donation and sponsorship of a \$3,000 flower bar allowed husbands to add a personal touch, creating meaningful moments in their relationships.</p> 
National Parks Board's One Million Trees Movement	Enhancing Mental and Physical Well-Being	 <p>Through our 'Grow with Us' session, 60 of our staff, family, and friends, including our MD, came together to plant 50 trees along the road on 7 September 2024, nurturing both our legacy and a commitment to a greener and more resilient future. In addition, by providing cool and shaded environments that are conducive for physical exercise, active transportation and the communal use of green spaces, trees help to enhance the physical, mental and social aspects of community well-being. This session contributes to National Parks Board's One Million Trees Movement, a national initiative to plant one million trees by 2030, as a key pillar of the Singapore Green Plan 2030.</p>

# SUSTAINABILITY REPORT

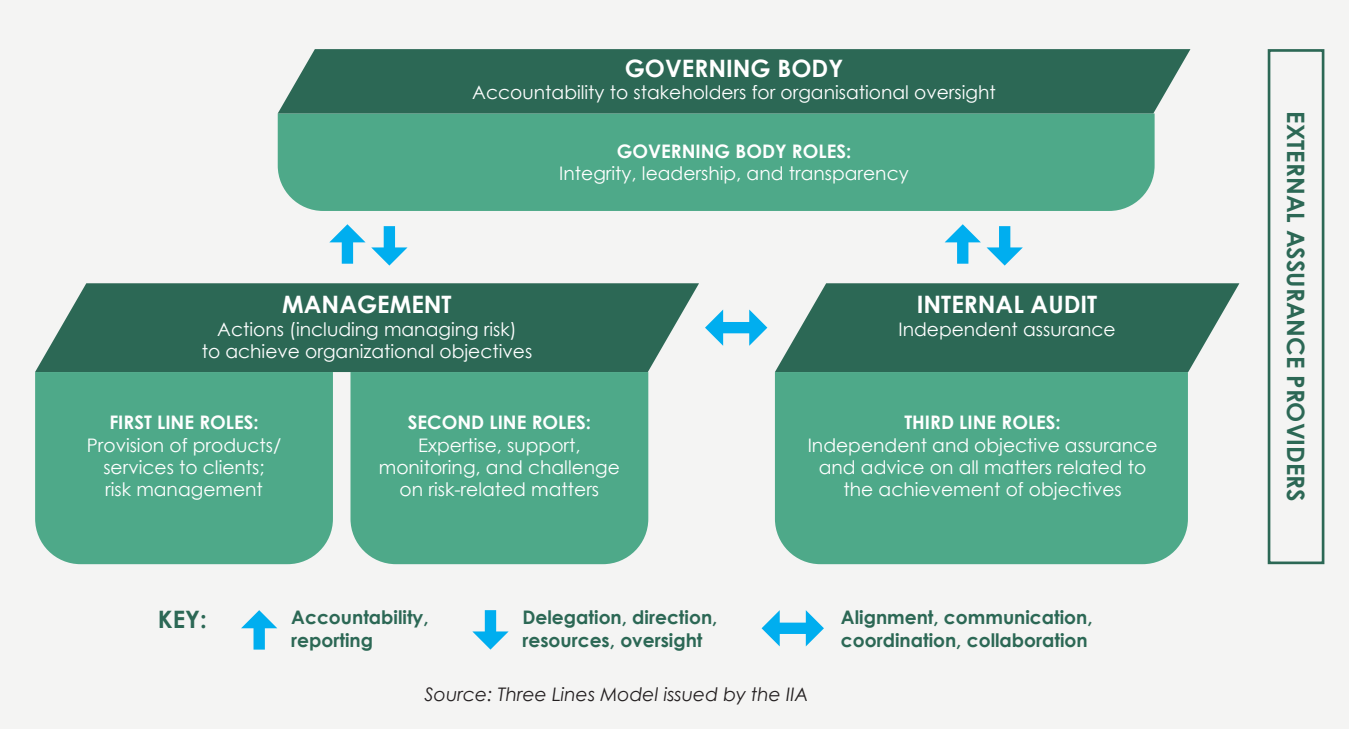
## 8.12 ROBUST CORPORATE GOVERNANCE FRAMEWORK

### Commitment

We are committed to achieve high standards of corporate governance and firmly believe a high standard of corporate governance is integral in ensuring sustainability of our business as well as safeguarding shareholders' interests and maximising long-term shareholder's value.

### Approach

We aligned our corporate governance and risk management approach with the Three Lines Model issued by the Institute of Internal Auditors ("IIA"). The Three Lines Model serves to identify structures and processes that best assist the achievement of organisational objectives and facilitate strong governance and risk management. Under the Three Lines Model, the roles and responsibilities of governing body, management (first and second line roles), internal audit (third line roles) and the relationship among them are defined as follows:



# SUSTAINABILITY REPORT

We maintain a whistle-blowing channel where employees within the Group may raise concerns about possible improprieties in matters of business activities, financial reporting and unethical or illegal conduct through well-defined and accessible channels. The details of the whistle-blowing channel and procedures for filing a concern are set out in the Company's employees' handbook which all employees have access to.

## Performance

The overall SGTI score assessed by National University of Singapore Business School is 73.9 for the year 2025 (Year 2024: 74). In FY2025, there were no incidents of serious offence<sup>29</sup> and no incidents of non-compliance with applicable laws and regulations that resulted in significant fines and/or non-monetary sanctions (FY2024: zero incidents).

Refer to the Corporate Governance Report of the Annual Report for details of our corporate governance practices.

## 9. TARGETS AND PROGRESS

To measure our ongoing sustainability performance and drive continuous improvement, we developed a set of targets related to our material sustainability factors. Our progress against these targets is reviewed and reported on an annual basis with details as follows:

Legend	Progress tracking
○ ○ ○	New target
● ● ●	Target achieved
● ● ○	On track to meet target
● ○ ○	Not on track, requires review

<sup>29</sup> A serious offence is defined as one that involves fraud or dishonesty amounting to not less than \$100,000 and punishable by imprisonment for a term of not less than 2 years which is being or has been committed against a company by officers or employees of a company.

# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target <sup>30</sup>	Current Year's Progress
<b>Economic</b>			
1	Total customer satisfaction	<u>Ongoing</u> ❖ Maintain or improve product range ❖ Achieve a minimum of 80% customer satisfaction rating	●●● ❖ Maintained more than 400 gifting options ❖ Achieved a customer satisfaction rating of 89%
2	Sustainable business performance	<u>Ongoing</u> To strive for optimal operating performance in the face of prevailing challenges	●●● Despite the challenging operating environment for the Gifts division due to declining demand and rising product costs, the Group recorded a 5.6% increase in revenue and a net profit of \$0.26 million.
<b>Environmental</b>			
3	Energy conservation and GHG emissions reduction	<u>Short-term</u> Reduce Scope 1 and 2 GHG emissions intensities	●●○ Maintained Scope 1 and 2 GHG emissions intensities at 0.01 tonnes CO <sub>2</sub> e/ revenue S\$'000 and 0.003 tonnes CO <sub>2</sub> e/ square foot respectively

<sup>30</sup> Time horizons for target setting are (1) short-term: within 5 years (up to FY2028), (2) medium-term: between 6 and 20 years (from FY2029 to FY2043), (3) long-term: beyond 20 years (after FY2043), (4) ongoing: encompassing short-, medium-, and long-term.

# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target	Current Year's Progress
		<u>Medium-term and long-term</u> Reduce our aggregated Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2024 as our baseline	●●○ Achieved an 6% reduction in our aggregated Scope 1 and 2 GHG emissions in FY2025, with FY2024 as our baseline. This was mainly due to a higher reliance on outsourced deliveries in FY2025. While this reduction resulted from operational adjustments, we recognised that more sustainable initiatives were crucial for driving further progress in reducing emissions across our value chain.
4	Responsible waste management	<u>Ongoing</u> ❖ Maintain 100% of packaging waste collected by waste collector for recycling purposes ❖ Maintain zero incidents of significant fines and/ or non-monetary sanctions incurred as a result of non-compliance with applicable environmental laws and/or regulations	●●● ❖ Maintained 100% of packaging waste collected by waste collector for recycling purposes ❖ Maintained zero incidents of significant fines and/ or non-monetary sanctions incurred as a result of non-compliance with applicable environmental laws and/or regulations
5	Water conservation	<u>Short-term</u> Maintain or reduce water consumption intensity	●●● Water consumption intensity (CuM/ revenue S\$'000) reduced from 0.04 in FY2024 to 0.03 in FY2025, mainly driven by higher sales of products consuming lesser water. The increase in FY2024 was also due to a water leakage at our Malaysia operations, which has since been resolved.



# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target	Current Year's Progress
<b>Social</b>			
6	Equality and diversity in the workplace	<u>Ongoing</u> Maintain zero reported incidents of unlawful discrimination against employees	●●● Maintained zero reported incidents of unlawful discrimination against employees
7	Training and career development	<u>Short-term</u> ❖ Improve hours of training for employees ❖ Improve percentage of applicable employees who received performance and career development reviews	●●○ ❖ Average overall training hours per employee reduced by 2.6 hours mainly due to a shift towards collaborative learning ❖ Slight 1% improvement in percentage of applicable employees who received performance and career development reviews
8	Employee benefits and retention	<u>Short-term</u> Maintain or reduce overall turnover rate subject to market conditions	●●● Overall turnover rate reduced slightly by 4%
9	Employee health, safety and wellness	<u>Ongoing</u> Maintain zero incidents of work-related fatalities, high consequence work-related injuries, recordable work-related injuries and ill health cases	●●● Maintained zero incidents of work-related fatalities, high consequence work-related injuries, recordable work-related injuries and ill health cases
10	Safeguarding customer privacy	<u>Ongoing</u> Maintain zero cases of substantiated complaints concerning breaches of customer privacy and loss of customer data	●●● Maintained zero cases of substantiated complaints concerning breaches of customer privacy and loss of customer data

# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target	Current Year's Progress
11	Giving back to the community	<u>Ongoing</u> Continue to participate in community engagement campaigns	●●● Continued to participate in community engagement campaigns
Governance			
12	Robust corporate governance framework	<u>Ongoing</u> Maintain zero complaints on serious offence received	●●● Maintained zero complaints on serious offence received

Section 4.1 of the Practice Note 7.6 Sustainability Reporting Guide recommended that we set short-term, medium-term and long-term targets for the material Sustainability Factors identified in this Report. We will set the relevant targets when they become mandatory.

## 10. SUPPORTING THE TCFD

Our climate-related disclosures are produced based on the 11 recommendations of TCFD.

### Governance

*a. Describe the board's oversight of climate-related risks and opportunities.*

The Board oversees the management and monitoring of the Sustainability Factors and consider climate-related issues in determining the Group's strategic direction and policies.

*b. Describe management's role in assessing and managing climate-related risks and opportunities.*

Our sustainability strategy is developed and directed by the SC in consultation with the Board. The SC, which includes the senior management executives and key managers from business units and corporate functions, is led by the MD. The responsibilities of the SC include considering climate-related issues in the development of sustainability strategy, target setting, as well as collection, monitoring and reporting of performance data.

# SUSTAINABILITY REPORT

## Strategy

- a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.
- b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.

We recognise that climate change poses different types of risks to our business. The Group's assessment on potential implications of climate-related risks was undertaken based on the Network of Central Banks and Supervisors for Greening the Financial System ("**NGFS**") range of climate scenarios:

Scenario	Description
<u>Orderly</u> Net zero 2050	Reaching net-zero global CO2 emissions by 2050 will require an ambitious transition across all sectors of the economy. Scenarios tend to emphasise the importance of decarbonising the electricity supply, increasing electricity use, increasing energy efficiency, and developing new technologies to tackle hard-to-abate emissions. Transition risks to the economy could result from higher emissions costs and changes in business and consumer preferences. Physical risks would be minimised.
<u>Hot house world</u> Current policies	While many countries have started to introduce climate policies, they are not yet sufficient to achieve official commitments and targets. If no further measures are introduced, 3 °C or more of warming could occur by 2100. This would likely result in deteriorating living conditions in many parts of the world and lead to some irreversible impacts like sea-level rise. Physical risks to the economy could result from disruption to ecosystems, health, infrastructure and supply chains.

We selected NGFS' orderly and hot house world scenarios for the purpose of our qualitative climate scenario analysis. The impact of the climate-related risks is analysed on group-wide activities in the short term (within 5 years, up to FY2028), medium term (between 6 and 20 years, from FY2029 to FY2043) and long term (beyond 20 years, after FY2043). Based on the above-mentioned scenarios, the climate-related risks and opportunities identified by the Group during a climate-related risk assessment exercise includes the following:

# SUSTAINABILITY REPORT

Risk and Potential Impact	Potential Impact Magnitude			Mitigation Measure	Climate-Related Opportunity
	Short Term	Medium Term	Long Term		
Key physical risk identified					
Increased severity of extreme weather events					
<p>With rising temperatures and more frequent heatwaves arising from global warming and climate change, risks attributing to the increased cost of raw materials and risk to labour productivity are expected.</p> <p>We remain vigilant in monitoring the impact of climate change on our operations, mindful of the alarming estimated global cost of US\$16 million per hour<sup>31</sup> arising from climate-related damage.</p>	<div> <div>Scenario: Orderly</div> <div> <div></div> <div></div> <div></div> </div> </div> <div> <div>Scenario: Hot house world</div> <div> <div></div> <div></div> <div></div> </div> </div>			<p>We developed a climate change transition plan and will refine and improve the plan as we progressively implement it, by considering changes in business operations, environment and market trends. This plan guides our approach to decarbonisation.</p> <p>To improve air quality and reduce emissions of air pollutants from our delivery vehicles that run on diesel, we ensure that our delivery motor vehicles comply with the higher Euro emission standard. You may refer to Section 8.3 for further details.</p>	<p>In view of the potential environmental risks and the resultant emerging needs for energy efficiency and lower emissions, we can capitalise on opportunities to improve our operational efficiency, utilise lower-emission sources of energy, invest in more efficient and lower carbon vehicles and transition to renewable and clean energy.</p>

**Legend:** ● Minor    ● Moderate    ● Major

<sup>31</sup> Source: <https://www.weforum.org/agenda/2023/10/climate-loss-and-damage-cost-16-million-per-hour/>

# SUSTAINABILITY REPORT

Risk and Potential Impact	Potential Impact Magnitude			Mitigation Measure	Climate-Related Opportunity
	Short Term	Medium Term	Long Term		
Key transition risks identified					
<u>Shifting customer preferences</u>					
With rising concerns over the effects of climate change, shifting consumer preferences for sustainable products may arise, especially amongst environmentally conscious younger consumers who prefer environmentally friendly products. A failure to adapt to shifting consumer preferences may adversely affect customer satisfaction, demand for our products and the Group's performance.	<div><div>Scenario: Orderly</div><div><div></div><div></div><div></div></div></div> <div><div>Scenario: Hot house world</div><div><div></div><div></div><div></div></div></div>			In view of shifting consumer preferences, we are constantly exploring environmentally friendly products to reduce environmental impact from our business.  The Group has expanded its range of gifting options to include a range of sustainable gifting options. You may refer to Section 8.1 for further details.	We can further capitalise on expanding our environmentally sustainable product offerings with lower emissions.

# SUSTAINABILITY REPORT

Risk and Potential Impact	Potential Impact Magnitude			Mitigation Measure	Climate-Related Opportunity
	Short Term	Medium Term	Long Term		
Key transition risks identified					
Enhanced GHG emissions-reporting obligations					
<p>With rising concerns over the effects of climate change, key stakeholders such as the regulators and shareholders are requiring reporting of climate-related information. Failure to comply with enhanced GHG emissions reporting obligations may lead to adverse impacts on the Group's reputation and financial performance.</p> <p>The Group may experience an increase in costs which include investment of manpower resource in more comprehensive data collection, analysis, and reporting processes, greater involvement from management, additional costs for consultancy and employee training.</p>	<p>Scenario: Orderly</p> <div> <div></div> <div></div> <div></div> </div> <p>Scenario: Hot house world</p> <div> <div></div> <div></div> <div></div> </div>			<p>To strengthen our sustainability governance structure, we put in place a SC for managing and monitoring our material Sustainability Factors, including working with the various business units to ensure these are integrated into our day-to-day operations. In addition, we established terms of reference for component parties involved in the sustainability reporting process, for clarity and accountability purposes.</p> <p>With the above, we will be in a better position to meet the rising needs and expectations of stakeholders on the environment.</p>	<p>The enhanced emissions reporting obligations and increased regulatory costs will raise climate awareness among our employees.</p> <p>With more defined job responsibilities and training, the Group will be better positioned to adopt environmentally friendly practices.</p> <p>Our resources can also be deployed more efficiently across our value chain, such as using more efficient distribution processes and machinery and equipment.</p>

# SUSTAINABILITY REPORT

These climate-related risks and opportunities remain relevant for the Group for the purpose of planning and decision making and will be updated periodically or where there is a major change in our business model.

Based on the scenarios above, we will continue to develop adaptation and mitigation plans and allocate resources towards transitioning to low or net zero carbon practices, through optimal business strategy and effective financial planning. We strive to minimise climate risks associated with our business and will seize opportunities by expanding collaboration and partnership with key stakeholders to innovate and develop low-carbon goods and services for the market.

*c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.*

The resilience of an organisation's strategy is dependent on its ability to adapt and thrive in the face of changing circumstances and emerging risks. The climate scenario analysis is crucial in providing insights on the potential extent of the climate-related risk exposure to our businesses as well as the potential opportunities.

Through our climate scenario analysis, we concluded that unmitigated physical climate risk of increased severity of extreme weather events under hot house world scenario may result in a major financial impact in the long term. Under the orderly scenario, the transition climate risks of cost increase from enhanced GHG emissions-reporting obligations and shifting consumer preferences may result in moderate financial impact in the medium- and long-term. To address the risks and capitalise on opportunities associated with climate change, we will continuously build on our strategy to remain resilient as we progress in our sustainability journey.

## Risk Management

- a. Describe the organisation's processes for identifying and assessing climate-related risks.*
- b. Describe the organisation's processes for managing climate-related risks.*
- c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.*

The Group's climate related risks and opportunities are identified and assessed during a climate-related risk assessment exercise. We also manage our climate-related risks by monitoring the trend of climate-related performance indicators.

Under the assessment, business units and support functions are responsible for identifying and documenting their relevant risk exposures that might hinder their progress towards contributing to the Group's business objectives. We will integrate the climate-related risks into our risk management framework in the future.



# SUSTAINABILITY REPORT

## 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.*

We track, measure and report on our environmental performance, including energy, water and waste management and disclose related metrics in our Report. Monitoring and reporting these metrics help us in identifying areas with material climate-related risks and enabling us to be more targeted in our efforts.

*b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.*

To support the climate change agenda, we disclose our Scope 1 and Scope 2 GHG emissions in the sustainability report and set climate-related targets such as those related to water, energy, GHG emissions and waste management.

We recognised the importance of monitoring our indirect Scope 3 emissions and track indirect Scope 3 emissions from selected purchased goods and services (Category 1), waste generated in operations (category 5), business travel (category 6), employee commuting (category 7) and downstream transportation and distribution (Category 9). We aim to review our Scope 3 emissions to better track and disclose our material Scope 3 emissions and expand the reporting coverage of our Scope 3 emissions on categories relevant to the Group and where data is available.

*c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.*

As a commitment towards mitigating climate change, we have set climate-related targets related to energy consumption, GHG emissions, waste management, and water consumption. For further details, please refer to the section 'Targets and Progress'.

# SUSTAINABILITY REPORT

APPENDIX 1

GRI CONTENT INDEX

Statement of Use	Noel Gifts International Ltd has reported in accordance with the GRI Standards for the period from 1 July 2024 to 30 June 2025.
GRI 1 Used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	None

GRI Standard	Disclosure	Location and Omissions
General Disclosures		
GRI 2: General Disclosures 2021	2-1 Organisational details	14, 89, 117, 199-200
	2-2 Entities included in the organisation's sustainability reporting	16
	2-3 Reporting period, frequency and contact point	14, 16, 22
	2-4 Restatements of information	31-32
	2-5 External assurance	16
	2-6 Activities, value chain and other business relationships	17, 25-27
	2-7 Employees	36-37

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>General Disclosures</b>		
GRI 2: General Disclosures 2021	2-8 Workers who are not employees	We have a monthly average of approximately 58 workers who are not employees in FY2025 for our Singapore and Malaysia operations. They include sub-contractors, self-employed persons, interns, workers engaged through third-party logistics provider. They support us in functions such as deliveries, packing, customer service and other operational and administrative support functions. The significant fluctuation in the number of workers who are not employees as compared to FY2024 is attributable to an expanded scope of reporting in FY2025, which includes workers from newly covered Malaysia subsidiary and the inclusion of workers engaged through third-party logistics providers.
	2-9 Governance structure and composition	13, 19-21, 166-168
	2-10 Nomination and selection of the highest governance body	170-173
	2-11 Chair of the highest governance body	19, 169
	2-12 Role of the highest governance body in overseeing the management of impacts	19-21

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>General Disclosures</b>		
GRI 2: General Disclosures 2021	2-13 Delegation of responsibility for managing impacts	19-21
	2-14 Role of the highest governance body in sustainability reporting	19-21
	2-15 Conflicts of interest	162, 191
	2-16 Communication of critical concerns	52, 185, 190
	2-17 Collective knowledge of the highest governance body	19, 165
	2-18 Evaluation of the performance of the highest governance body	174
	2-19 Remuneration policies	175-180
	2-20 Process to determine remuneration	175-180
	2-21 Annual total compensation ratio	Information is not provided due to confidentiality constraints.
	2-22 Statement on sustainable development strategy	2-4, 14
	2-23 Policy commitments	35, 43-44, 52, 198
	2-24 Embedding policy commitments	35, 43-44, 52, 198
	2-25 Processes to remediate negative impacts	52, 185, 190
	2-26 Mechanisms for seeking advice and raising concerns	52, 185, 190
	2-27 Compliance with laws and regulations	34, 36, 44, 52
	2-28 Membership associations	None
	2-29 Approach to stakeholder engagement	18-19
	2-30 Collective bargaining agreements	None of our employees are covered by collective bargaining agreements.

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>Material Topics</b>		
GRI 3: Material Topics 2021	3-1 Process to determine material topics	22-23
	3-2 List of material topics	23-24
<b>Sustainable business performance</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	27, 53
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	27, 84, 87-88, 132-133
	201-2 Financial implications and other risks and opportunities due to climate change	58-60
	201-3 Defined benefit plan obligations and other retirement plans	104, 133
	201-4 Financial assistance received from government	108, 132
<b>Robust corporate governance framework</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	51-52, 56
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	181, 192
	205-2 Communication and training about anti-corruption policies and procedures	52
	205-3 Confirmed incidents of corruption and actions taken	52
<b>Energy conservation and GHG emissions reduction</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	27-31, 53-54
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	31
	302-2 Energy consumption outside of the organisation	32
	302-3 Energy intensity	31

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>Energy conservation and GHG emissions reduction</b>		
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	31
	305-2 Energy indirect (Scope 2) GHG emissions	31
	305-3 Other indirect (Scope 3) GHG emissions	32
	305-4 GHG emissions intensity	31
	305-5 Reduction of GHG emissions	30-31
GRI 413: Local Communities 2016	413-2 Operations with significant actual and potential negative impacts on local communities	27, 31-32
<b>Water conservation</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	34, 54
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	34
	303-2 Management of water discharge-related impacts	Disclosure is not applicable as we do not discharge wastewater in our operations.
	303-3 Water withdrawal	34-35
	303-4 Water discharge	Disclosure is not applicable as we do not discharge wastewater in our operations.
	303-5 Water consumption	35
GRI 413: Local Communities 2016	413-2 Operations with significant actual and potential negative impacts on local communities	34-35

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>Responsible waste management</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	33-34, 54
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	33-34
	306-2 Management of significant waste-related impacts	33-34
	306-3 Waste generated	34
	306-4 Waste diverted from disposal	34
	306-5 Waste directed to disposal	34
GRI 413: Local Communities 2016	413-2 Operations with significant actual and potential negative impacts on local communities	33-34
<b>Employee benefits and retention</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	40-41, 55
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	41-42
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	40-41
	401-3 Parental leave	42
GRI 403: Occupational Health and Safety 2018	403-3 Occupational health services	41
	403-6 Promotion of worker health	41



# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>Employee health, safety and wellness</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	43, 55
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	43
	403-2 Hazard identification, risk assessment, and incident investigation	43
	403-4 Worker participation, consultation, and communication on occupational health and safety	43
	403-5 Worker training on occupational health and safety	43
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	43
	403-8 Workers covered by an occupational health and safety management system	43
	403-9 Work-related injuries	43
	403-10 Work-related ill health	43
<b>Training and career development</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	38, 55
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	39
	404-2 Programs for upgrading employee skills and transition assistance programs	39
	404-3 Percentage of employees receiving regular performance and career development reviews	40

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location and Omissions
<b>Equality and diversity in the workplace</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	35, 55
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	37-38
	405-2 Ratio of basic salary and remuneration of women to men	Information is not provided due to confidentiality constraints.
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	36
<b>Giving back to the community</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	45, 56
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	11, 45-50
<b>Safeguarding customer privacy</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	44, 55
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	44

# SUSTAINABILITY REPORT

## APPENDIX 2    INDUSTRY-BASED GUIDANCE ON IMPLEMENTING CLIMATE-RELATED DISCLOSURE METRICS

The sustainability disclosure metrics are based on the IFRS Sustainability Disclosure Standards (“**IFRS SDS**”) Industry-Based Guidance for implementing climate-related disclosure (“**Industry-Based Metrics**”) (Volume 6 – Multiline and Specialty Retailers & Distributors). The details are as follows:

**Table 1. Sustainability Disclosure Topics and Accounting Metrics**

Topic	Code	Metric	FY2025 Response
Energy Management in Retail & Distribution	CG-MR-130a.1	(1) Total energy consumed	Total energy consumed is 2,831 GJ
		(2) Percentage grid electricity	We consumed 100% grid electricity.
		(3) Percentage renewable	We do not consume renewable energy. We are constantly exploring opportunities to source for clean and/or renewable energy where we operate in.

**Table 2. Activity Metrics**

Code	Activity Metric	FY2025 Response
CG-MR-000.A	Number of:	
	(1) Retail locations	As at 30 June 2025, we operate 2 retail outlets.
	(2) Distribution centres	As at 30 June 2025, we operate 4 warehouses in Singapore and Malaysia.
CG-MR-000.B	Total area of:	
	(1) Retail space	The floor area of our retail outlets is 639 sq ft.
	(2) Distribution centres	The floor area of the warehouses is 21,878 sq ft.

# FINANCIAL CONTENTS

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# DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Noel Gifts International Ltd. (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2025.

## Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company 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 30 June 2025 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

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

Wong Siu Hong Alfred  
Wong Phui Hong  
Aric Loh Siang Khee  
Foo Der Rong  
Chee Teck Kwong Patrick

In accordance with Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited, Chee Teck Kwong Patrick and Aric Loh Siang Khee are due to retire. Chee Teck Kwong Patrick, being eligible, shall offer himself for re-election. Aric Loh Siang Khee shall retire at the forthcoming AGM and will not seek re-election.

# DIRECTORS' STATEMENT

## Arrangements to enable directors to acquire shares and debentures

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

## Directors' interests in shares and debentures

The directors 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 director's shareholdings kept by the Company under Section 164 of the Companies Act 1967, except as follows:

Name of director	Direct interest		Deemed interest	
	1 July 2024	30 June 2025	1 July 2024	30 June 2025
<b>The Company</b>				
<b>Noel Gifts International Ltd.</b>				
<b>(Ordinary shares)</b>				
Wong Siu Hong Alfred	29,567,927	30,378,627	18,000,000	18,000,000
Wong Phui Hong	6,831,372	6,831,372	8,500,000	8,500,000

By virtue of Section 7 of the Companies Act 1967, Wong Siu Hong Alfred and Wong Phui Hong are deemed to have an interest in all the shares held by the Company in its subsidiaries.

There was no change in any of the above-mentioned interest in the Company between the end of the financial year and 21 July 2025.

# DIRECTORS' STATEMENT

## Share options

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

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

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

## Audit committee

The Audit Committee ("Committee") of the Company, comprising all non-executive directors, is chaired by Aric Loh Siang Khee, a non-executive director, and includes Foo Der Rong and Chee Teck Kwong Patrick, both whom are non-executive directors.

The Committee has met two 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 auditor's examination and evaluation of the Group's system 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 auditors' 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.



# DIRECTORS' STATEMENT

## **Audit committee (cont'd)**

The Committee has full access to and has the co-operation of 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 Committee.

## **Auditor**

Ernst & Young LLP will retire at the forthcoming Annual General Meeting and will not seek re-appointment.

On behalf of the board of directors:

Wong Siu Hong Alfred  
Director

Wong Phui Hong  
Director

Singapore  
29 September 2025

# INDEPENDENT AUDITOR'S REPORT

To the members of Noel Gifts International Ltd.

## Report on the audit of the financial statements

### *Opinion*

We have audited the financial statements of Noel Gifts International Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 30 June 2025, the statements of changes in equity of the Group and the Company and the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, 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)") 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 30 June 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and 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 ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *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 period. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

# INDEPENDENT AUDITOR'S REPORT

To the members of Noel Gifts International Ltd.

## **Key audit matters (cont'd)**

We have fulfilled our responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to the matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

### Allowance for expected credit losses on trade receivables

As at 30 June 2025, the Group and the Company have trade receivables of \$2,054,000 and \$1,734,000 respectively that are net of expected credit loss ("ECL") allowance of \$456,000 and \$260,000, respectively. The Group and Company apply the simplified approach in calculating ECL in accordance with SFRS(I) 9 *Financial Instruments* and recognises loss allowance based on lifetime expected losses at each reporting date.

The Group and Company determine ECL of trade receivables by making debtor-specific assessment of expected impairment loss for long overdue trade receivables, and using a provision matrix for remaining trade receivables that is based on the aging of trade receivables of various customer segments that are grouped based on similar loss patterns, historical credit loss experience and rates, and adjusted for forward-looking information to reflect the forecast economic conditions relevant to the customers. A considerable amount of judgment is required in developing these estimates and we have determined that this is a key audit matter.

As part of our audit, we reviewed management's credit control procedures in respect of monitoring and managing the credit risk of trade receivables. We requested trade receivables confirmations for major debtors, performed procedures to obtain evidence of receipts from the customers subsequent to the reporting date, reviewed the customers' past payment trends and management's identification of trade receivables with heightened collection risks. We reviewed assumptions made by management in their assessment of the recoverability of the outstanding trade receivables, which include the probability and timing of the collection. We tested the reasonableness and arithmetic accuracy of the key inputs and assumptions used by management in the provision matrix, including but not limited to the similarity of credit and repayment patterns of trade receivables, aging analysis based on days overdue data, analysis of historical write-offs and credit losses, and the information and economic data such as GDP forecast considered in the determination of forward-looking adjustment to the historical loss rates. We also assessed the adequacy of the Group's and Company's disclosures related to the ECL of trade receivables, credit risk management, and the related key sources of estimation uncertainty included in Notes 3.2, 5 and 32 to the financial statements.

# INDEPENDENT AUDITOR'S REPORT

To the members of Noel Gifts International Ltd.

## ***Other information***

Management is responsible for other information. The other information comprise 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), 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.

# INDEPENDENT AUDITOR'S REPORT

To the members of Noel Gifts International Ltd.

## ***Auditor's responsibilities for the audit of the financial statements (cont'd)***

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

# INDEPENDENT AUDITOR'S REPORT

To the members of Noel Gifts International Ltd.

## ***Auditor's responsibilities for the audit of the financial statements (cont'd)***

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

## **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 Tan Boon Leong.

Ernst & Young LLP

Public Accountants and  
Chartered Accountants  
Singapore

29 September 2025

# STATEMENTS OF FINANCIAL POSITION

As at 30 June 2025

	Note	Group		Company	
		2025	2024	2025	2024
		\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and bank balances	4	13,021	42,215	10,808	39,362
Trade receivables	5	2,054	676	1,734	414
Amounts due from subsidiaries	6	–	–	69	205
Deposits, other receivables and prepayments	7	824	1,214	510	1,135
Financial assets at fair value through other comprehensive income ("FVTOCI")	12	–	247	–	247
Inventories	8	2,550	1,644	2,115	1,215
Development properties	9	43,920	–	–	–
		62,369	45,996	15,236	42,578
<b>Non-current assets</b>					
Deposits and prepayments	7	1,336	270	246	251
Subsidiaries	10	–	–	3,093	3,091
Loan to subsidiary	6	–	–	10,881	–
Club membership	11	208	208	208	208
Financial assets at fair value through other comprehensive income ("FVTOCI")	12	2,813	2,896	2,813	2,896
Plant and equipment	13	735	891	713	849
Right-of-use assets	14	728	1,250	728	1,250
		5,820	5,515	18,682	8,545
<b>Total assets</b>		68,189	51,511	33,918	51,123

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

# STATEMENTS OF FINANCIAL POSITION

As at 30 June 2025

	Note	Group		Company	
		2025	2024	2025	2024
		\$'000	\$'000	\$'000	\$'000
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>					
Trade payables	16	358	3,048	304	2,998
Amounts due to subsidiaries	6	–	–	38	1,091
Other payables	17	1,262	3,068	945	2,893
Contract liabilities	18	91	62	41	30
Lease liabilities	19	535	655	535	655
Income tax payable		1	6	–	–
		2,247	6,839	1,863	7,667
<b>Non-current liabilities</b>					
Provision for reinstatement costs	17	162	144	162	144
Lease liabilities	19	215	638	215	638
Bank borrowings	20	33,535	–	–	–
		33,912	782	377	782
<b>Equity</b>					
Share capital	21	10,251	10,251	10,251	10,251
Foreign currency translation reserve		(41)	(46)	–	–
Fair value adjustment surplus/(deficit)	21	167	(3)	167	(3)
Retained earnings		21,653	33,688	21,260	32,426
		32,030	43,890	31,678	42,674
<b>Total liabilities and equity</b>		68,189	51,511	33,918	51,123

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



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 30 June 2025

	Note	Group 2025 \$'000	Group 2024 \$'000
<b>Continuing operations</b>			
<b>Revenue</b>	22	17,604	16,667
Cost of sales		(8,759)	(8,462)
<b>Gross profit</b>		8,845	8,205
Other operating income	23	1,388	830
Distribution expenses		(2,100)	(2,429)
Administrative expenses		(7,382)	(6,899)
Other operating expenses		(360)	(341)
Loss allowance on trade receivables	5	(93)	(84)
Finance costs	19	(40)	(51)
<b>Profit/(loss) before tax from continuing operations</b>	24	258	(769)
Income tax credit/(expense)	25	4	(84)
<b>Profit/(loss) from continuing operations, net of tax</b>		262	(853)
<b>Discontinued operation</b>			
Profit from discontinued operation, net of tax	15	–	14,330
<b>Profit for the year attributable to owners of the Company</b>		262	13,477
<b>Other comprehensive income</b>			
<i>Item that will not be reclassified subsequently to profit or loss</i>			
Net fair value gain/(loss) in equity instruments at FVTOCI		136	(18)
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of foreign subsidiaries		5	(1)
Net fair value gain in debt instruments measured at FVTOCI		34	7
<b>Other comprehensive income for the year</b>		175	(12)
<b>Total comprehensive income for the year</b>		437	13,465
<b>Attributable to owners of the Company</b>			
Total comprehensive income from continuing operations		437	(865)
Total comprehensive income from discontinued operation		–	14,330
		437	13,465
<b>Earnings/(loss) per share (cents)</b>			
(i) Continuing operations	26	0.26	(0.83)
(ii) Discontinued operation	26	–	13.98

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

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 June 2025

Group	Note	Share capital \$'000	Foreign currency translation reserve \$'000	Fair value adjustment surplus/ (deficit) \$'000	Retained earnings \$'000	Total \$'000
<b>Balance as at 1 July 2023</b>		10,251	(45)	8	20,826	31,040
Profit for the year		–	–	–	13,477	13,477
Other comprehensive income for the year		–	(1)	(11)	–	(12)
Total comprehensive income for the year		–	(1)	(11)	13,477	13,465
<i>Contributions by and distributions to owners</i>						
Dividends on ordinary shares	27	–	–	–	(615)	(615)
Total contributions by and distributions to owners		–	–	–	(615)	(615)
<b>Balance as at 30 June 2024 and 1 July 2024</b>		10,251	(46)	(3)	33,688	43,890
Profit for the year		–	–	–	262	262
Other comprehensive income for the year		–	5	170	–	175
Total comprehensive income for the year		–	5	170	262	437
<i>Contributions by and distributions to owners</i>						
Dividends on ordinary shares	27	–	–	–	(12,297)	(12,297)
Total contributions by and distributions to owners		–	–	–	(12,297)	(12,297)
<b>Balance as at 30 June 2025</b>		10,251	(41)	167	21,653	32,030

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

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 June 2025

Company	Note	Share capital	Fair value adjustment surplus/ (deficit)	Retained earnings	Total
		\$'000	\$'000	\$'000	\$'000
<b>Balance as at 1 July 2023</b>		10,251	8	19,464	29,723
Profit for the year		–	–	13,577	13,577
Other comprehensive income for the year		–	(11)	–	(11)
Total comprehensive income for the year		–	(11)	13,577	13,566
<i>Contributions by and distributions to owners</i>					
Dividends on ordinary shares	27	–	–	(615)	(615)
Total contributions by and distributions to owners		–	–	(615)	(615)
<b>Balance as at 30 June 2024 and 1 July 2024</b>		10,251	(3)	32,426	42,674
Profit for the year		–	–	1,131	1,131
Other comprehensive income for the year		–	170	–	170
Total comprehensive income for the year		–	170	1,131	1,301
<i>Contributions by and distributions to owners</i>					
Dividends on ordinary shares	27	–	–	(12,297)	(12,297)
Total contributions by and distributions to owners		–	–	(12,297)	(12,297)
<b>Balance as at 30 June 2025</b>		10,251	167	21,260	31,678

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 June 2025

	Note	2025 \$'000	2024 \$'000
<b>Operating activities</b>			
Profit/(loss) before tax from continuing operations		258	(769)
Profit before tax from discontinued operation		–	14,330
		258	13,561
Adjustment for:			
Depreciation of plant and equipment	13	341	333
Amortisation on right-of-use assets	14	654	704
Dividend income from financial assets at FVTOCI	23	(119)	(62)
Interest income from financial assets at amortised cost	23	(907)	(580)
Interest income from financial assets at FVTOCI	23	(52)	(67)
Finance costs	19	40	51
Loss of allowance on trade receivables	5	93	84
Allowance for inventories	8	18	87
Inventories written off	8	20	36
Net foreign exchange loss/(gain)	24	5	(1)
Plant and equipment written off	24	–	4
Gain on disposal of plant and equipment	23	(100)	(3)
Loss on disposal of financial asset at FVTOCI	12	–	3
Gain on disposal of investment properties	15	–	(16,265)
<b>Operating cash flows before changes in working capital</b>		251	(2,115)
Changes in working capital:			
Trade receivables		(1,471)	355
Deposits, other receivables and prepayments		(676)	(525)
Inventories		(944)	63
Development properties		(43,920)	–
Trade payables		(2,690)	2,504
Other payables		(1,788)	1,941
Contract liabilities		29	(26)
<b>Cash flows (used in)/generated from operations</b>		(51,209)	2,197
Interest received		959	647
Income tax rebate		(1)	8
<b>Net cash flows (used in)/generated from operating activities</b>		(50,251)	2,852

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 June 2025

	Note	2025 \$'000	2024 \$'000
<b>Investing activities</b>			
Dividend income	12	119	62
Decrease in placement of treasury bill		1,770	472
Decrease/(increase) in placement of fixed deposits with more than 3 months maturity		21,875	(24,142)
Proceeds on redemption of financial assets at FVTOCI	12	500	250
Purchase of financial assets at FVTOCI		–	(693)
Proceeds on disposal of investment properties (net)	15	–	30,589
Proceeds on disposal of plant and equipment		100	3
Purchase of plant and equipment	13	(185)	(784)
<b>Net cash flows generated from investing activities</b>		<u>24,179</u>	<u>5,757</u>
<b>Financing activities</b>			
Dividends paid	27	(12,297)	(615)
Payment of principal portion of lease liabilities	19	(675)	(736)
Payment of interest portion of lease liabilities	19	(40)	(51)
Payment of commitment fee	20	(40)	–
Proceeds from bank borrowings	20	33,575	–
<b>Net cash flows generated from/(used in) financing activities</b>		<u>20,523</u>	<u>(1,402)</u>
<b>Net (decrease)/increase in cash and cash equivalents</b>		(5,549)	7,207
Cash and cash equivalents at the beginning of the financial year		<u>9,800</u>	<u>2,593</u>
<b>Cash and cash equivalents at the end of the financial year</b>	4	<u>4,251</u>	<u>9,800</u>

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 1. Corporate information

Noel Gifts International Ltd. is incorporated and domiciled in Singapore with its principal place of business and registered office at 21 Ubi Road 1, #03-01, Singapore 408724. The Company is listed on the main board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activities of the Company are the marketing of gifts, property investment and development.

The principal activities of the subsidiaries are disclosed in Note 10.

## 2. Material accounting policy information

### 2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("SGD" or "\$") and all values in the tables are rounded to the nearest thousand ("'\$'000"), except when otherwise indicated.

### 2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group have adopted all the new and amended standards which are effective for annual financial periods beginning on or after 1 July 2024. The adoption of these new standards did not have any material effect on the financial performance or position of the Group.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9 and SFRS(I) 7: <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
Annual Improvements to SFRS(I)s – Volume 11	1 January 2026
SFRS(I) 18: <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027

Except for SFRS(I) 18 described below, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

#### **SFRS(I) 18 Presentation and Disclosure in Financial Statements**

SFRS(I) 18 is a new accounting standard that replaces SFRS(I) 1-1 *Presentation of Financial Statements*. SFRS(I) 18 introduces new requirements for presentation within the consolidated statement of profit or loss and other comprehensive income, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the consolidated statement of profit or loss and other comprehensive income into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.3 Standards issued but not yet effective (cont'd)

#### **SFRS(I) 18 Presentation and Disclosure in Financial Statements (cont'd)**

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

SFRS(I) 18, and the amendments to the other standards, is effective for reporting period beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively.

The amendments will have an impact on disclosures in the financial statements but not on the measurement or recognition of any items in the Group's financial statements.

The Group is currently working to identify the impact on the financial statements.

### 2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.5 *Transactions with non-controlling interest*

Non-controlling interest represents the equity subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any differences between the amounts by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

### 2.6 *Plant and equipment*

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Computers	3 years
Leasehold improvements	3 to 8 years
Furniture and fittings	5 to 8 years
Motor vehicles	5 to 7 years
Equipment	2 to 8 years

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

Fully depreciated assets still in use are retained in the financial statements.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.7 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The impairment of intangible assets are assessed based on the policies disclosed in Note 2.9.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

#### Club membership

Club membership has an indefinite useful life as the membership has no expiry date.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.8 *Development properties*

Development properties are measured at the lower of cost and net realisable value. Cost includes acquisition costs, development expenditure, capitalised borrowing costs (applicable to performance obligations satisfied at a point in time) and other costs directly attributable to the development activities.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. The write-down to realisable value is presented as allowance for foreseeable losses.

### 2.9 *Impairment of non-financial assets*

The Group assess at each reporting date whether there is an indication that an asset or cash-generating unit may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group make an estimate of the asset's or cash-generating unit's recoverable amount.

An asset's or cash-generating unit's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, where it would be determined at the cash-generating unit level. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit for which the estimates of future cash flows have not been adjusted.

Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's or cash-generating unit's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset or cash-generating unit is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.10 *Subsidiaries*

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

In the Company's separate financial statements, investment in subsidiaries are accounted for at cost less impairment losses.

### 2.11 *Financial instruments*

#### (a) *Financial assets*

##### Initial recognition and measurement

Financial assets are recognised when, and only when, the Group become a party to the contractual provisions of the financial instrument.

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.11 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Subsequent measurement

##### *Investments in debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The Group have debt instruments at amortised cost and fair value through other comprehensive income ("FVTOCI").

#### (i) Amortised cost

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

#### (ii) Fair value through other comprehensive income

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Financial assets measured at FVTOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income and accumulated in the Fair Value Adjustment Surplus is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.11 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Subsequent measurement (cont'd)

##### *Investment in equity instruments*

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income ("FVTOCI") on an instrument-by-instrument basis. If such election is made, subsequent gains and losses arising from changes in fair value that are recognised in other comprehensive income are accumulated in the Fair Value Adjustment Surplus and the cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments. Instead, they will be transferred to retained earnings. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established.

##### De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety other than investments in debt and equity instruments at FVTOCI that are explained separately above, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

#### (b) Financial liabilities

##### Initial recognition and measurement

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.11 *Financial instruments (cont'd)*

#### (b) *Financial liabilities (cont'd)*

##### Subsequent measurement

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

##### De-recognition

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

#### (c) *Offsetting of financial instruments*

Financial asset and financial liability are offset and the net amount presented in the statement of financial position when the Group currently have a legally enforceable right to set off the recognised amounts; and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 2.12 *Impairment of financial assets*

The Group recognise a loss allowance for expected credit losses ("ECLs") for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and Company expect to receive, discounted at an approximation of the original effective interest rate.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.12 Impairment of financial assets (cont'd)

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

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compare 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 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, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations. The credit risk management and monitoring processes are disclosed in Note 32.

Irrespective of the outcome of the above assessment, the Group presume 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 have reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assume 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, based on the criteria disclosed in Note 32.

For trade receivables, the Group apply a simplified approach in calculating ECLs. Therefore, the Group do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group determine ECL of trade receivables by making debtor-specific assessment of expected impairment loss for long overdue trade receivables, and using an established provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtor's ability to pay.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.12 *Impairment of financial assets (cont'd)*

The Group consider a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The Group recognise an impairment gain or loss in profit or loss for the ECLs (or write-back) required for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the Fair Value Adjustment Surplus, and does not reduce the carrying amount of the financial asset in the statements of financial position. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.13 *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and at bank, and short-term treasury bills and deposits with maturity of less than three months that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

### 2.14 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost comprises the original purchase price plus cost incurred in bringing the inventories to their present location and condition. Costs are calculated on a weighted average basis.

Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value based on the age, historical and expected future usage of inventories. Net realisable value represents the estimated selling price less all costs to be incurred in marketing, selling and distribution.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.15 Provisions

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

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.16 Leases

The Group assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. When a contract includes lease and non-lease components, the Group apply SFRS(I) 15 to allocate the consideration under the contract to each component.

#### As lessee

The Group apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognise lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets. 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 have not used this practical expedient.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.16 Leases (cont'd)

#### As lessee (cont'd)

##### *Right-of-use assets*

The Group recognise right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated amortisation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are amortised starting from the commencement date of the lease on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, amortisation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.9.

Right-of-use assets are presented as a separate line in the statements of financial position.

##### *Lease liabilities*

At the commencement date of the lease, the Group recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.16 Leases (cont'd)

#### As lessee (cont'd)

##### *Lease liabilities (cont'd)*

In calculating the present value of lease payments, the Group use its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest (using the effective interest method) and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

##### *Short-term leases and leases of low-value assets*

The Group apply the short-term lease recognition exemption to its short-term leases of machinery (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.16 Leases (cont'd)

#### As lessor

The Group enter into lease agreements as a lessor with respect to its investment properties. Leases for which the Group are a lessor are classified as finance or operating leases.

Leases in which the Group do not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from operating lease is accounted for on a straight-line basis over the lease terms and is included in the Group's "Revenue" (Note 22) in the consolidated statement of profit or loss and other comprehensive income as such leasing activities form part of the Group's ordinary activities. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the period in which they are earned. When a contract includes lease and non-lease components, the Group apply SFRS(I) 15 to allocate the consideration under the contract to each component.

### 2.17 Employee benefits

#### Defined contribution plans

The Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

### 2.18 Revenue

The Group recognises revenue primarily from the sale of gifts and hampers.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.18 Revenue (cont'd)

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

#### Sale of goods (gifts and hampers)

The Group sells flowers and gifts to its customers. Revenue is recognised at the point in time when the control of the asset is transferred to the customer, generally on delivery of the products.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. customer loyalty points). Revenue from the customer loyalty points is recognised when the points are redeemed or when they expire 12 months after the initial sale. A contract liability is recognised until the points are redeemed or expire.

#### Interest income

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

#### Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

### 2.19 Borrowing cost

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.20 Taxes

#### (a) *Current income tax*

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

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

#### (b) *Deferred income tax*

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

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and joint venture, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.20 Taxes (cont'd)

#### (b) *Deferred income tax (cont'd)*

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

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.20 Taxes (cont'd)

#### (c) Sales tax

Revenue, expenses and assets are recognised net of the amount of sales tax except where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable and receivables and payables that are stated with the amount of sales tax included.

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

### 2.21 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. When the grant relates to an asset, the fair value is recognised as deferred income on the statements of financial position and is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 2. Material accounting policy information (cont'd)

### 2.22 *Share capital and share issuance expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

## 3. Significant accounting judgements and estimates

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

### 3.1 *Judgements in applying the accounting policies*

In the process of applying the Group's accounting policies, management is of the opinion that there is no significant judgement made in applying the accounting policies.

### 3.2 *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the financial year, 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.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 3. Significant accounting judgements and estimates (cont'd)

### 3.2 Key sources of estimation uncertainty (cont'd)

#### Allowance for expected credit loss ("ECL") on trade receivables

The Group determine ECL of trade receivables by making debtor-specific assessment of expected impairment loss for long overdue trade receivables, and using a provision matrix for remaining trade receivables that is based on the aging of trade receivables of various customer segments that are grouped based on similar loss patterns and historical credit loss experience and rates. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information to reflect the forecast economic conditions relevant to the customers. At every reporting date, historical credit loss rates are updated and changes in the forward-looking information are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The carrying amount of the trade receivables as at the end of the reporting period is disclosed in Note 5 to the financial statements.

## 4. Cash and bank balances

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Cash at bank and on hand	2,251	1,397	708	863
Fixed deposits	10,770	39,048	10,100	36,729
Treasury bills	–	1,770	–	1,770
Cash and bank balances	13,021	42,215	10,808	39,362
Less: Treasury bills	–	(1,770)	–	(1,770)
Less: Fixed deposits with maturities of more than 3 months	(8,770)	(30,645)	(8,100)	(28,395)
Cash and cash equivalents per cash flow statements	4,251	9,800	2,708	9,197

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 4. Cash and bank balances (cont'd)

Fixed deposits of the Group and Company bear effective interest at an average rate of 2.36% (2024: 3.83%) and 2.35% (2024: 3.83%) per annum respectively.

Treasury bills of the Group and Company bear an effective interest at Nil% (2024: 3.69%) per annum.

Fixed deposits and treasury bills qualify as cash equivalents only when it has a short maturity of three months or less from the date of placement.

## 5. Trade receivables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Third parties	2,510	1,039	1,994	604
Less: Loss allowances	(456)	(363)	(260)	(190)
	2,054	676	1,734	414

The average credit period is 30 days (2024: 30 days). Trade receivables are unsecured and interest rate of 1% (2024: 1%) per month is charged on the overdue balance.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 5. Trade receivables (cont'd)

*Expected credit losses*

The movements in allowance for expected credit losses of trade receivables computed based on lifetime ECL were as follows:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
At beginning of the year	363	358	190	195
Charge for the year	93	84	70	43
Written-off	–	(79)	–	(48)
At end of the year	456	363	260	190

## 6. Amounts due from subsidiaries Amounts due to subsidiaries

	Company	
	2025	2024
	\$'000	\$'000
<b>Current</b>		
Amounts due from subsidiaries (non-trade)	207	355
Less: Loss allowance	(138)	(150)
<b>Non-current</b>		
Loan to subsidiary (non-trade)	10,881	–
Total amount due from subsidiaries	10,950	205
Amounts due to subsidiaries (trade)	27	80
Amounts due to subsidiaries (non-trade)	11	1,011
Total amount due to subsidiaries	38	1,091

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 6. Amounts due from subsidiaries Amounts due to subsidiaries (cont'd)

Amounts due to subsidiaries (trade) are unsecured and have an average credit period of 30 days (2024: 30 days). No interest is charged on outstanding balances.

Loan to subsidiary of \$10,881,000 (2024: \$Nil) bear interest at rates of 3.35% (2024: Nil) per annum and are unsecured.

Amounts due from and to subsidiaries (non-trade) are unsecured, interest-free and repayable on demand.

### *Expected credit losses*

The movements in allowance for expected credit losses of amounts due from subsidiaries (non-trade) computed based on lifetime ECL was as follows:

	Company	
	2025	2024
	\$'000	\$'000
At beginning of the year	150	132
(Reversal)/charge for the year	(12)	18
At the end of the year	138	150

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 7. Deposits, other receivables and prepayments

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
<b>Current</b>				
<b>Financial assets:</b>				
Deposits	548	134	295	123
Other receivables	70	942	63	924
	618	1,076	358	1,047
<b>Non-financial assets:</b>				
Prepayments	206	138	152	88
	824	1,214	510	1,135
<b>Non-current</b>				
<b>Financial assets:</b>				
Deposits	1,171	224	225	224
<b>Non-financial assets:</b>				
Prepayments	165	46	21	27
	1,336	270	246	251

Other receivables are interest-free and repayable on demand and the average age of these receivables is less than 30 days. Other receivables comprise \$Nil (2024: \$250,000) and \$Nil (2024: \$388,000) relating to retention sum that will be settled upon vacating the investment properties and distribution of sinking funds respectively.

Deposits relate to security deposits refundable upon expiration of lease arrangements and Qualifying Certificate bond acquired in relation to bank borrowings (Note 20).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 8. Inventories

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Liquor	916	995	696	758
Gifts and accessories	1,634	649	1,419	457
	2,550	1,644	2,115	1,215

	Group	
	2025	2024
	\$'000	\$'000
<b>Consolidated statement of profit or loss and other comprehensive income</b>		
Inventories recognised as an expense in cost of sales	6,440	5,981
Inclusive of:		
- Allowance for inventories	18	87
- Inventories written-off	20	36

## 9. Development properties

During the financial year ended 30 June 2025, borrowing cost capitalised in development properties amounted to \$15,000 (2024: \$Nil). The borrowing costs were incurred at interest rate of 2.78% per annum (2024: Nil%).

Development properties are carried at the lower of the cost and net realisable value. The net realisable value was determined to be based on valuation performed by accredited independent valuers, with recent experience in the location and category of the properties being valued.

Development properties with net carrying amount of \$43,920,000 (2024: \$Nil) were pledged as security for bank borrowings (Note 20).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 9. Development properties (cont'd)

Location	Description and existing use	Tenure	Gross floor area (in square meters)	% owned	Expected year of completion
Jalan Jamal and Elite Park Avenue	Proposed development of residential units	Freehold	3,301	100	2029

## 10. Subsidiaries

	Company	
	2025	2024
	\$'000	\$'000
Unquoted equity shares, at cost	3,738	3,738
Less: Allowance for impairment	(645)	(647)
	<u>3,093</u>	<u>3,091</u>

Movement in allowance for impairment on investments in subsidiaries was as follows:

	Company	
	2025	2024
	\$'000	\$'000
At beginning of the year	647	653
Reversal for the year	(2)	(6)
At end of the year	<u>645</u>	<u>647</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 10. Subsidiaries (cont'd)

The details of the subsidiaries are as follows:

Name of Company	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2025	2024
<b><i>Held by the Company</i></b>				
Humming Flowers & Gifts Pte. Ltd. <sup>(1)</sup>	Singapore	Selling of hampers, flowers and gifts	100	100
Noel Hampers & Gifts (Johore) Sdn. Bhd. <sup>(2)</sup>	Malaysia	Selling of hampers, flowers and gifts	90	90
Noel Property Development Pte. Ltd. <sup>(1)</sup>	Singapore	Real estate developers	100	100
Noel Gifts (Chengdu) Co., Ltd <sup>(3)</sup>	People's Republic of China	Dormant	100	100
Gift Collective Pte. Ltd. <sup>(1)</sup>	Singapore	Dormant	100	100

(1) Audited by Ernst & Young LLP, Singapore.

(2) Audited by UHY, Malaysia.

(3) Not required to be audited as the Company is dormant.

There were no subsidiaries that have non-controlling interests that is material to the Group.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 11. Club membership

	Group and Company	
	2025	2024
	\$'000	\$'000
Club membership, at cost	208	208

Club membership represents management's right-of-use of facilities at selected establishments that has no expiry date.

The carrying amount reflect management's best estimate of its realisable value less cost to sell.

## 12. Financial assets at fair value through other comprehensive income

	Group and Company	
	2025	2024
	\$'000	\$'000
<b>At fair value through other comprehensive income:</b>		
<b>Current</b>		
- Debt instruments (quoted)	–	247
<b>Non-current</b>		
- Equity instruments (quoted)	2,305	2,402
- Debt instruments (quoted)	508	494
	2,813	2,896
Total financial assets at FVTOCI	2,813	3,143

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 12. Financial assets at fair value through other comprehensive income (cont'd)

The investments offer the Group and Company the opportunity for return through interest income, dividends and capital gains. During the financial year ended 30 June 2025, a fair value gain of \$170,000 (2024: fair value loss of \$11,000) was recorded in the other comprehensive income.

*Investment in equity instruments at fair value through other comprehensive income*

The fair value of each of the investments in equity instruments designated at fair value through other comprehensive income at the end of the reporting period is as follows:

	<b>Group and Company</b>	
	<b>2025</b>	<b>2024</b>
	\$'000	\$'000
<b>Quoted equity instruments at FVTOCI</b>		
- Ascendas Real Estate Investment Trust	311	297
- Comfortdelgro Corporation Ltd	57	53
- Netlink NBN Trust	318	300
- Oversea-Chinese Bank Corporation Limited	83	74
- DBS Group Holdings Ltd	452	360
- United Overseas Bank Limited	72	63
- Singapore Airlines Ltd	70	69
- Singapore Telecommunications Limited	38	27
- Frasers Centrepoint Trust	110	103
- ESR - Logos REITs	295	324
- Frasers Property Treasury Pte Ltd	499	484
- GLL IHT Pte Ltd	–	248
	<b>2,305</b>	<b>2,402</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 12. Financial assets at fair value through other comprehensive income (cont'd)

### *Investment in equity instruments at fair value through other comprehensive income (cont'd)*

The Group and Company have elected to measure these equity securities at FVTOCI due to the Group's and Company's intention to hold these equity securities for long-term capital appreciation and dividend income.

During the year, the Group recognised dividend income of \$119,000 (2024: \$62,000) (Note 23) from its equity instruments at FVTOCI.

During the year ended 30 June 2025, the Group and Company redeemed its investment in equity instruments of GLL IHT Pte Ltd. The fair value at the date of derecognition amounted to \$250,000. The cumulative loss arising from the disposal amounted to \$Nil and were transferred from fair value adjustment surplus to retained earnings.

### *Investment in debt instruments at fair value through other comprehensive income*

The debt instruments include listed redeemable medium-term notes and bonds that bears fixed interest rates ranging from 3.080% to 4.150% (2024: 3.035% to 4.150%) per annum.

During the year ended 30 June 2025, the Group and Company redeemed one of its investment in debt instrument. The fair value at the date of derecognition amount to \$250,000 (2024: \$250,000). The cumulative loss arising from the disposal amount to \$Nil (2024: \$3,000) and were recognised in the income statement.

These investments are held by the Group and Company within a business model whose objective is both to collect their contractual cash flows which are solely payments of principal and interest on the principal amount outstanding and to sell these financial assets. Hence, these investments are classified as at FVTOCI.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 13. Plant and equipment

Group	Computers	Leasehold improvements	Furniture and fittings	Motor vehicles	Equipment	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Cost:</b>						
At 1 July 2023	2,656	613	277	1,573	478	5,597
Additions	313	72	24	358	17	784
Write-off	(97)	(84)	(15)	–	(39)	(235)
Disposal	–	–	–	–	(5)	(5)
At 30 June 2024 and 1 July 2024	2,872	601	286	1,931	451	6,141
Additions	117	46	12	–	10	185
Write-off	(743)	(56)	(4)	(824)	(42)	(1,669)
Disposal	–	–	(1)	–	(1)	(2)
Adjustment	–	–	15	–	–	15
At 30 June 2025	2,246	591	308	1,107	418	4,670
<b>Accumulated depreciation:</b>						
At 1 July 2023	2,476	549	277	1,449	402	5,153
Depreciation	157	48	12	92	24	333
Write-off	(93)	(84)	(15)	–	(39)	(231)
Disposal	–	–	–	–	(5)	(5)
At 30 June 2024 and 1 July 2024	2,540	513	274	1,541	382	5,250
Depreciation	178	56	11	76	20	341
Write-off	(743)	(56)	(4)	(824)	(42)	(1,669)
Disposal	–	–	(1)	–	(1)	(2)
Adjustment	–	–	15	–	–	15
At 30 June 2025	1,975	513	295	793	359	3,935
<b>Net carrying amount:</b>						
At 30 June 2025	271	78	13	314	59	735
At 30 June 2024	332	88	12	390	69	891

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 13. Plant and equipment (cont'd)

Company	Computers	Leasehold improvements	Furniture and fittings	Motor vehicles	Equipment	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Cost:</b>						
At 1 July 2023	2,439	590	208	1,032	321	4,590
Additions	270	72	24	358	15	739
Write-off	(73)	(84)	(15)	–	(33)	(205)
At 30 June 2024 and 1 July 2024	2,636	578	217	1,390	303	5,124
Additions	116	46	12	–	7	181
Write-off	(663)	(56)	(4)	(642)	(39)	(1,404)
Adjustment	–	–	15	–	–	15
At 30 June 2025	2,089	568	240	748	271	3,916
<b>Accumulated depreciation:</b>						
At 1 July 2023	2,261	529	207	949	260	4,206
Depreciation	137	48	10	57	22	274
Write-off	(73)	(84)	(15)	–	(33)	(205)
At 30 June 2024 and 1 July 2024	2,325	493	202	1,006	249	4,275
Depreciation	158	55	11	75	18	317
Write-off	(663)	(56)	(4)	(642)	(39)	(1,404)
Adjustment	–	–	15	–	–	15
At 30 June 2025	1,820	492	224	439	228	3,203
<b>Net carrying amount:</b>						
At 30 June 2025	269	76	16	309	43	713
At 30 June 2024	311	85	15	384	54	849

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 14. Right-of-use assets

The Group and the Company lease their offices, warehouses and retail outlets. The lease terms ranges from one to three years (2024: one to three years). The Group and Company are restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension options which are disclosed in Note 19.

The Group and Company also have certain leases of equipment with lease terms of 12 months or less. The Group and Company apply the "short-term lease" recognition exemptions for these leases.

Group and Company	Offices	Warehouses	Retail Outlets	Total
	\$'000	\$'000	\$'000	\$'000
<b>Cost:</b>				
At 1 July 2023	1,630	277	379	2,286
Additions	1,195	–	209	1,404
End of lease term	(1,630)	–	(121)	(1,751)
At 30 June 2024 and 1 July 2024	1,195	277	467	1,939
Additions	–	–	132	132
End of lease term	–	(277)	(258)	(535)
At 30 June 2025	1,195	–	341	1,536
<b>Accumulated amortisation:</b>				
At 1 July 2023	1,536	10	86	1,632
Amortisation	412	139	153	704
End of lease term	(1,630)	–	(121)	(1,751)
At 30 June 2024 and 1 July 2024	318	149	118	585
Amortisation	393	128	133	654
End of lease term	–	(277)	(154)	(431)
At 30 June 2025	711	–	97	808
<b>Accumulated impairment:</b>				
At 1 July 2023, 30 June 2024 and 1 July 2024	–	–	104	104
End of lease term	–	–	(104)	(104)
At 30 June 2025	–	–	–	–
<b>Net carrying amount:</b>				
At 30 June 2025	484	–	244	728
At 30 June 2024	877	128	245	1,250



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 15. Investment properties

Investment properties held by the Group and Company are as follows:

	Group and Company 2024
	\$'000
<b>Statements of financial position</b>	
At beginning of the year	14,712
Disposal during the year	(14,712)
At end of the year	–

During the financial year ended 30 June 2024, the property rental income earned by the Group from its investment properties that are leased out under operating leases, amounted to \$545,000.

Direct operating expenses arising on the investment properties that generated rental income in the year amounted to \$90,000. There are no non-rental generating investment properties for the year ended 30 June 2024.

The investment property was sold during the year ended 30 June 2024.

### **Disposal group classified as discontinued operation**

During the financial year ended 30 June 2024, the Company entered into a Collective Sale Agreement ("CSA") in relation to the freehold property at 50 Playfair Road Singapore 367995 (the "Development") (the "Collective Sale"). The Company held 10 units in the development as investment properties.

The collective sale was completed on 2 April 2024 with net proceeds of \$30,589,000 and gain on disposal of \$16,265,000 was recognised in "profit from discontinued operation, net of tax" in the consolidated statement of profit or loss and other comprehensive income for the financial year ended 30 June 2024.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

**15. Investment properties (cont'd)**

***Disposal group classified as discontinued operation (cont'd)***

Income statement disclosures

The result of investment properties classified as discontinued operation for period ended 30 June are as follows:

	<b>Group 2024</b>
	\$'000
Revenue	545
Expenses	(432)
Gain on disposal of investment properties	16,265
Other expenses associated with disposal of investment properties	(2,048)
Profit before tax from discontinued operation	<u>14,330</u>

Cash flow statement disclosures

The cash flows attributable to investment properties classified as discontinued operation is as follows:

	<b>Group 2024</b>
	\$'000
Operating	584
Investing	30,589
Net cash inflows	<u>31,173</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 16. Trade payables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Third parties	200	182	172	159
GST payables, net	158	2,866	132	2,839
	358	3,048	304	2,998

Trade payables are unsecured, non-interest bearing with credit terms ranging from 30 to 60 days (2024: 30 to 60 days). No interest is charged on the trade payables.

## 17. Other payables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
<b>Current</b>				
<b>Financial liabilities:</b>				
Accrued operating expenses	884	2,696	597	2,536
Remuneration payable to directors	37	91	37	91
Sundry payables	260	250	230	235
	1,181	3,037	864	2,862
<b>Non-financial liabilities:</b>				
Provision for reinstatement costs	–	31	–	31
Deferred grant income	81	–	81	–
	81	31	81	31
	1,262	3,068	945	2,893
<b>Non-current</b>				
<b>Non-financial liabilities:</b>				
Provision for reinstatement costs	162	144	162	144

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 17. Other payables (cont'd)

Sundry payables are unsecured, non-interest bearing with credit terms ranging from 30 to 60 days (2024: 30 to 60 days). No interest is charged on the trade payables.

Deferred grant income comprises grant received for the purpose of plant and equipment and is amortised over the periods necessary to match the depreciation of plant and equipment purchased with the related grants.

The movement of provision for reinstatement costs is as follows:

	<b>Group and Company</b>	
	<b>2025</b>	<b>2024</b>
	\$'000	\$'000
At beginning of the year	175	179
Utilisation	(13)	(4)
At end of the year	162	175
Current	–	31
Non-current	162	144
	162	175

Provision for reinstatement costs relate to the estimated costs to be incurred to restore the current leased premises to its original condition at the end of the tenure of the lease in 2026 to 2028 (2024: 2024 to 2027).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 18. Contract liabilities

The Group and Company have recognised the revenue related contract liabilities in relation to customer loyalty programme and customer advances.

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Receipts from customers	26	31	9	16
Customer loyalty points	65	31	32	14
	91	62	41	30

## 19. Lease liabilities

### *Group and Company as lessee*

Maturity analysis of lease liabilities is disclosed in Note 32.

### Reconciliation of liabilities arising from financing activities

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

	Group and Company	
	2025	2024
	\$'000	\$'000
At beginning of the year	1,293	625
Lease payments	(715)	(787)
Non-cash changes:		
- Additions	132	1,404
- Accretion of interest	40	51
At end of the year	750	1,293
Current	535	655
Non-current	215	638
	750	1,293

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 19. Lease liabilities (cont'd)

### *Group and Company as lessee (cont'd)*

Amounts recognised in profit or loss

	Note	Group	
		2025	2024
		\$'000	\$'000
Amortisation of right-of-use assets	14	654	704
Interest expense on lease liabilities		40	51
Lease expense not recognised in lease liabilities			
- Expense relating to short-term leases (included in cost of sales)		136	95
- Expense relating to variable lease payments not recognised in lease liabilities		90	77
		<u>920</u>	<u>927</u>

### Total cash outflow

The Group had total cash outflow for leases of \$941,000 (2024: \$959,000) in respect of lease liabilities recognised, payment for short-term leases and variable lease payments.

### Variable lease payments

The lease for certain retail outlets contains variable lease payments that are based on a percentage of sales generated by the outlets ranging from 2% to 16% (2024: 2% to 15%), on top of fixed payments. These variable lease payments are recognised in the consolidated statement of profit or loss and other comprehensive income when incurred.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 19. Lease liabilities (cont'd)

### Group and Company as lessee (cont'd)

Extension options not included in recognition of right-of-use assets and lease liabilities at the end of the reporting period

The Group and Company have several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's and Company's business needs.

	<b>Group and Company</b>	
	<b>2025</b>	<b>2024</b>
	\$'000	\$'000
Gross lease payments for extension options not expected to be exercised		
- Within one year	–	132
- Two to five years	1,795	1,891
	<u>1,795</u>	<u>2,023</u>

## 20. Bank borrowings

	<b>Group</b>			
	<b>Interest rate</b>	<b>Maturity</b>	<b>2025</b>	<b>2024</b>
	%		\$'000	\$'000
<b>Non-current liabilities</b>				
Bank borrowings (secured)	1 month or 3 months SORA +0.98	26 August 2029	33,535	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 20. Bank borrowings (cont'd)

The bank borrowings are secured by mortgages on the development properties (Note 9). The loan is repayable 50 months from date of drawdown of loan or 6 months from the date of issuance of Temporary Occupation Permit ("TOP") for the development properties, whichever is earlier. The Company has provided a corporate guarantee for its subsidiary's borrowings and has placed a deposit as part of the conditions for securing a land loan facility (Note 9).

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

Group	1 July 2024	Cash flows	Commitment fee	30 June 2025
	\$'000	\$'000	\$'000	\$'000
Bank borrowings	–	33,575	(40)	33,535

## 21. Share capital, Fair value adjustment surplus/(deficit)

### Share capital

	Group and Company 2025 and 2024	
	Number of ordinary shares	\$'000
Issued and paid up:		
At beginning and end of year	102,476,024	10,251

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

### Fair value adjustment surplus/(deficit)

Fair value adjustment surplus/(deficit) represents the cumulative fair value changes of financial assets at FVTOCI until they are disposed of or impaired.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 22. Revenue

### *Disaggregation of revenue*

	Group	
	2025	2024
	\$'000	\$'000
Sale of gifts and hampers, recognised at point in time	17,604	16,667

### *Contract liabilities*

As at 30 June 2025 and 2024, the transaction price allocated to performance obligation that are unsatisfied (or partially satisfied) in relation to customer loyalty programme and advance payment from customers are disclosed in Note 18 to the financial statements. Contract liabilities are recognised as revenue as the Group fulfils its performance obligations under the contract, which is expected to occur in the following year. Revenue recognised in relation to amount included in contract liabilities at the beginning of the year is \$91,000 (2024: \$72,000).

## 23. Other operating income

		Group	
	Note	2025	2024
		\$'000	\$'000
Government grants		154	112
Dividend income from financial assets at FVTOCI	12	119	62
Interest income from financial assets at amortised cost		907	580
Interest income from financial assets at FVTOCI		52	67
Gain on disposal of plant and equipment		100	3
Others		56	6
		1,388	830

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 24. Profit before tax from continuing operations

The following items have been included in arriving at profit before tax from continuing operations:

	Note	Group 2025 \$'000	2024 \$'000
Employee benefit expense (including directors' remuneration)		6,498	6,550
Cost of defined contribution plans included in employee benefit expense		586	597
Audit fees:			
- Auditor of the Company		124	110
- Other auditors		2	2
Non-audit fees:			
- Auditor of the Company		20	18
- Other auditors		–	1
Directors' remuneration:			
- Directors of the Company		492	1,947
- Other directors		42	41
Directors' fees		151	186
Depreciation of plant and equipment	13	341	333
Amortisation of right-of-use assets	14	654	704
Plant and equipment written off		–	4
Loss allowance on trade receivables	5	93	84
Allowance for inventories	8	18	87
Inventories written-off	8	20	36
Net foreign exchange loss/(gain)		5	(1)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 25. Income tax (credit)/expense

### *Major components of income tax (credit)/expense*

The major components of income tax (credit)/expense for the years ended 30 June 2025 and 2024 are:

	Group	
	2025	2024
	\$'000	\$'000
Current income tax:		
- Current year	–	2
- Over provision in respect of prior year	(4)	(20)
	(4)	(18)
Deferred tax		
- Origination and reversal of temporary differences	–	89
- Under provision in respect of prior year	–	13
	–	102
Income tax (credit)/expense recognised profit or loss	(4)	84

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 25. Income tax (credit)/expense (cont'd)

### *Relationship between tax (credit)/expense and accounting profit/(loss)*

A reconciliation between tax (credit)/expense and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the financial years ended 30 June 2025 and 2024 were as follows:

	Group	
	2025	2024
	\$'000	\$'000
Profit/(loss) before tax from continuing operations	258	(769)
Profit before tax from a discontinued operation	–	14,330
	258	13,561
Tax at domestic rates applicable to profits in countries where the Group operates	44	2,304
Non-deductible expenses	75	89
Income not subject to tax	(25)	(2,797)
Over provision in prior years	(4)	(7)
Effect of partial tax exemption	(9)	–
Deferred tax assets not recognised	50	438
Utilisation of previously recognised tax items	(138)	–
Others	3	57
Income tax (credit)/expense recognised profit or loss	(4)	84

Subject to the agreement of the Comptroller of Income Tax and compliance with certain provisions of the Income Tax Act of the respective countries, the Group has unutilised capital allowances, unutilised tax losses and unutilised donations amounting to approximately \$344,000 (2024: \$306,000), \$268,000 (2024: \$2,259,000) and \$Nil (2024: \$856,000) respectively which are available for set off against future taxable income. No deferred tax asset is recognised due to uncertainty of its recoverability.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 26. Earnings/(loss) per share

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

Diluted earnings per share is the same as basic earnings per share as there were no potential dilutive ordinary shares existing during the respective financial years.

The following table reflects the profit/(loss) and share data used in the computation of basic and diluted earnings per share attributable to the ordinary equity holders of the Company for the years ended 30 June 2025 and 2024:

	2025	2024
Profit/(loss) attributable to ordinary equity holders of the Company:		
Continuing operations	262	(853)
Discontinued operation	–	14,330
Profit for the year attributable to owners of the Company used in the purpose of computation of basic and diluted earnings per share (\$'000)	262	13,477
Weighted average number of ordinary shares used in the computation of basic and diluted earnings per share ('000)	102,476	102,476
Earnings/(loss) per share (cents)		
- Basic and diluted		
Continuing operations	0.26	(0.83)
Discontinued operation	–	13.98

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 27. Dividends

	Group and Company	
	2025	2024
	\$'000	\$'000
<b><i>Dividends on ordinary shares paid during the year:</i></b>		
First and final exempt (one-tier) dividend for 2025: 12.0 cents (2024: Nil) per ordinary share	12,297	–
Special exempt (one-tier) dividend for 2025: Nil (2024: 0.6 cents) per ordinary share	–	615
	<u>12,297</u>	<u>615</u>

## 28. Segment information

### ***Operating segments***

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance.

The Group is organised into business units based on their products and services on which information is prepared and reportable to the Group's chief operating decision maker for the purposes of resources allocation and assessment of performance.

Segment profit represents the profit earned by each segment without income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

The Group is principally engaged in three reportable segments, namely "Gifts", "Properties" and "Investment". The Gifts segment relates to the marketing of gifts. The Properties segment in the financial year ended 30 June 2024 relates to the Group's investment properties which were disposed and hence disclosed as part of discontinued operations in financial year ended 30 June 2024. The Properties segment in financial year ended 30 June 2025 relates development of real estate properties which were disclosed under Note 9. Investment segment involves managing financial assets such as stocks, bonds, and other diversified business opportunities.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 28. Segment information (cont'd)

### Operating segments (cont'd)

	Gifts	Properties (Development)	Investment	Group
	\$'000	\$'000	\$'000	\$'000
<b>2025</b>				
<b>Revenue</b>	17,604	–	–	17,604
<b>Result:</b>				
Segment results	(14)	(190)	(578)	(782)
Other operating income	190	47	1,078	1,315
Finance costs	(40)	–	–	(40)
Unallocated other income				73
Unallocated other expense				(308)
Profit before tax				258
Income tax credit				4
Profit for the year				262
<b>Other information:</b>				
Capital expenditure on plant and equipment	185	–	–	185
Depreciation on plant and equipment	341	–	–	341
Amortisation on right-of-use assets	654	–	–	654
Allowance on trade receivables	93	–	–	93
<b>Asset:</b>				
Segment assets	17,972	45,275	2,813	66,060
Unallocated assets				2,129
Total assets				68,189
<b>Liabilities:</b>				
Segment liabilities	2,486	33,672	–	36,158
Income tax payable				1
Total liabilities				36,159

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 28. Segment information (cont'd)

### Operating segments (cont'd)

	Gifts	Investment	Properties (discontinued operation)	Adjustments and eliminations	Group
	\$'000	\$'000	\$'000	\$'000	\$'000
<b>2024</b>					
<b>Revenue</b>	16,667	–	545	(545)	16,667
<b>Result:</b>					
Segment results	(682)	(134)	(1,935)	1,935	(816)
Other operating income	121	709	16,265	(16,265)	830
Finance costs	(51)	–	–	–	(51)
Unallocated other expense					(732)
Loss before tax					(769)
Income tax expense					(84)
Loss for the year					(853)
<b>Other information:</b>					
Capital expenditure on plant and equipment	784	–	–	–	784
Depreciation on plant and equipment	333	–	–	–	333
Amortisation on right-of-use assets	704	–	–	–	704
Allowance on trade receivables	84	–	–	–	84
<b>Asset:</b>					
Segment assets	5,286	35,558	658	–	41,502
Unallocated assets					10,009
Total assets					51,511
<b>Liabilities:</b>					
Segment liabilities	5,496	–	2,119	–	7,615
Income tax payable					6
Total liabilities					7,621



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 28. Segment information (cont'd)

### *Geographical segments*

The Group's two business segments are managed on a regional basis through two main geographical areas, namely Singapore and Malaysia. The Group's revenue from external customers are analysed based on location of customers. Non-current assets are analysed by the geographical areas in which they are located.

	Revenue from external customers		Non-current assets	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Singapore	17,404	16,438	5,814	5,510
Malaysia	200	229	6	5
Total	17,604	16,667	5,820	5,515

## 29. Related party transactions

### *Sale and purchase of goods and services*

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

	Group	
	2025	2024
	\$'000	\$'000
Consultancy fees paid to director-related companies	84	25

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

**29. Related party transactions (cont'd)**

***Compensation of directors and key management personnel***

The remuneration of directors and other members of key management during the year was as follows:

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$'000	\$'000
Short-term benefits	1,400	3,037
Defined contribution plans	94	97
	<u>1,494</u>	<u>3,134</u>

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 30. Financial instruments by category

At the reporting date, the aggregate carrying amounts of financial assets and liabilities by category were as follows:

	Note	Group		Company	
		2025	2024	2025	2024
		\$'000	\$'000	\$'000	\$'000
<b>Financial assets</b>					
Cash and bank balances	4	13,021	42,215	10,808	39,362
Trade receivables	5	2,054	676	1,734	414
Amounts due from subsidiaries	6	–	–	69	205
Loan to subsidiary	6	–	–	10,881	–
Deposits and other receivables	7	1,789	1,300	583	1,271
Total financial assets at amortised cost		16,864	44,191	24,075	41,252
Equity instruments at FVTOCI	12	2,305	2,402	2,305	2,402
Debt instruments at FVTOCI	12	508	741	508	741
Financial assets at FVTOCI		2,813	3,143	2,813	3,143
<b>Financial liabilities</b>					
Trade payables	16	200	182	172	159
Amounts due to subsidiaries	6	–	–	38	1,091
Other payables	17	1,181	3,037	864	2,862
Total financial liabilities at amortised cost		1,381	3,219	1,074	4,112

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 31. Fair value of assets and liabilities

### *Fair value hierarchy*

The Group and Company categorise fair value measurements using a fair value hierarchy that is dependent 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 as follows:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 31. Fair value of assets and liabilities (cont'd)

### *Assets and liabilities measured at fair value*

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

	Note	Quoted prices in active markets for identical assets (Level 1) \$'000
<b>Group and Company</b>		
<b>2025</b>		
<u>Financial assets</u>		
<i>At FVTOCI</i>		
- Equity instruments (quoted)	12	2,305
- Debt instruments (quoted)	12	508
		<hr/> 2,813
<b>2024</b>		
<u>Financial assets</u>		
<i>At FVTOCI</i>		
- Equity instruments (quoted)	12	2,402
- Debt instruments (quoted)	12	741
		<hr/> 3,143

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

**31. Fair value of assets and liabilities (cont'd)**

**Level 3 fair value measurements**

(i) *Movements in Level 3 assets and liabilities measured at fair value*

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3):

	Fair value measurements using significant unobservable inputs (Level 3)
	\$'000
<b>Group and Company</b>	
<b>2024</b>	
<b>Investment properties</b>	
At beginning of the year	14,712
Disposal during the year	(14,712)
At end of the year	—

Fair value gain on investment properties is recognised in “profit from discontinued operation, net of tax” in the consolidated statement of profit or loss and other comprehensive income.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 31. Fair value of assets and liabilities (cont'd)

***Fair value of financial assets and financial liabilities that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value***

The fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value are as follows:

		Significant unobservable inputs (Level 3)	
	Note	Group \$'000	Company \$'000
<b>2025</b>			
<u>Financial assets</u>			
Deposits (non-current)	7	1,167	221
<b>2024</b>			
<u>Financial assets</u>			
Deposits (non-current)	7	206	206

### Determination of fair value

The fair values as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending and borrowing arrangements at the end of the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 31. Fair value of assets and liabilities (cont'd)

***Fair value of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value***

Cash and bank balances, trade receivables, amounts due from subsidiaries, deposits and other receivables (current), trade payables, amounts due to subsidiaries and other payables (current)

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

Bank borrowings

The carrying amount of bank borrowings approximate fair value as they are subject to market interest rate.

## 32. Financial risk management policies and objectives

The Group and Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, equity price risk and fair value interest rate risk. The Group and Company are not exposed to significant foreign exchange rate risk as the purchases and sales are denominated in its respective functional currencies. Any movement in foreign exchange rate is unlikely to impact the results and equity of the Group and Company materially.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and Company. The management team then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies. Financial risk management is carried out by treasury personnel of the Group and Company. The finance personnel measure actual exposures against the limits set and prepare regular reports for the review of the management team and the Board of Directors.

There has been no change to the Group's and Company's exposure to these financial risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and Company's exposure to credit risk arises primarily from trade receivables (Note 5), deposits and other receivables (Note 7) and investments in debt instruments at FVTOCI (Note 12). The Company is also exposed to credit risks arising from amounts due from subsidiaries (Note 6). The Group and Company have adopted procedures in extending credit terms to counterparties and in monitoring its credit risk. The Group and Company only grant credit to creditworthy counterparties. Cash and cash equivalents are held with creditworthy institutions and is subject to immaterial credit loss.

The Group's and Company's objectives are to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group and Company have policies in place to ensure that sales are made to customers with an appropriate credit history.

The Group and Company have determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days past due, which are derived based on the Group's and Company's historical information.

To minimise credit risk and to monitor significant increase in credit risk on an ongoing basis, the Group and Company have developed and maintained the Group's and Company's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by publicly available financial information and the Group's and Company's own trading records to rate its major customers and other debtors. The Group and Company consider available reasonable and supportive forward-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse change in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Significant increase in credit risk on other financial instruments of the same debtor
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of the debtors in the group and changes in the operating results of the debtor

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### *Credit risk (cont'd)*

As disclosed in Note 2.12, regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

Despite the foregoing, the Group and Company assume 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:

- the financial instrument has a low risk of default,
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and
- 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 and Company consider a financial asset to have low credit risk when it has an internal credit risk grading of "Performing" or external credit rating of "investment grade" as per globally understood definition.

The Group and Company regularly monitor 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.

The Group and Company determined that its financial assets are credit-impaired when:

- There is significant difficulty of the customer to make settlement
- A breach of contract, such as a default or past due event
- It is becoming probable that the customer will enter bankruptcy or other financial reorganisation

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### Credit risk (cont'd)

The Group and Company categorise a financial asset for potential write off 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 place under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over a year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's and Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

The Group's and Company's current credit risk grading framework comprises the following categories:

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### Credit risk (cont'd)

The table below details the credit quality of the Group's and Company's financial assets (excluding cash and bank balances that are subject to immaterial credit loss as explained in the beginning of this section) as well as maximum exposure to credit risk by credit risk rating grades:

	Note	Category	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
				\$'000	\$'000	\$'000
<b>Group</b>						
<b>2025</b>						
Trade receivables	5	Note A	Lifetime ECL (simplified)	2,510	(456)	2,054
Deposits and other receivables	7	Performing	12-month ECL	1,789	–	1,789
Debt instruments at FVTOCI	12	Performing	12-month ECL	508	–	508
					<u>(456)</u>	
<b>2024</b>						
Trade receivables	5	Note A	Lifetime ECL (simplified)	1,039	(363)	676
Deposits and other receivables	7	Performing	12-month ECL	1,300	–	1,300
Debt instruments at FVTOCI	12	Performing	12-month ECL	741	–	741
					<u>(363)</u>	

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### Credit risk (cont'd)

	Note	Category	12-month or lifetime ECL	Gross carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000
<b>Company</b>						
<b>2025</b>						
Trade receivables	5	Note A	Lifetime ECL (simplified)	1,994	(260)	1,734
Amounts due from subsidiaries	6	Performing	12-month ECL	10,950	–	10,950
Amounts due from subsidiaries	6	In default	Lifetime ECL (credit-impaired)	138	(138)	–
Deposits and other receivables	7	Performing	12-month ECL	583	–	583
Debt instruments at FVTOCI	12	Performing	12-month ECL	508	–	508
					<u>(398)</u>	
<b>2024</b>						
Trade receivables	5	Note A	Lifetime ECL (simplified)	604	(190)	414
Amounts due from subsidiaries	6	Performing	12-month ECL	205	–	205
Amounts due from subsidiaries	6	In default	Lifetime ECL (credit-impaired)	150	(150)	–
Deposits and other receivables	7	Performing	12-month ECL	1,271	–	1,271
Debt instruments at FVTOCI	12	Performing	12-month ECL	741	–	741
					<u>(340)</u>	

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### Credit risk (cont'd)

#### Trade receivables (Note A)

The Group and Company applied the simplified approach to determine lifetime ECL of trade receivables by making debtor-specific assessment of expected impairment loss for long overdue trade receivables, and using a provision matrix for remaining trade receivables that is based on the aging of trade receivables of various customer segments that are grouped based on similar loss patterns and historical credit loss experience and rates. The provision matrix estimates ECL using 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 trade receivables is presented based on their past due status in terms of the provision matrix. As the Group's and Company's historical credit loss experience do not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's and Company's different customer base.

	Not past due	1 to 90 days	91 to 180 days	181 to 365 Days	> 365 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>						
<b>2025</b>						
Gross carrying amount	1,502	284	305	100	319	2,510
Loss allowance	–	(11)	(26)	(100)	(319)	(456)
						<u>2,054</u>
<b>2024</b>						
Gross carrying amount	205	293	214	69	258	1,039
Loss allowance	–	(3)	(33)	(69)	(258)	(363)
						<u>676</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### Credit risk (cont'd)

Trade receivables (Note A) (cont'd)

	Not past due	1 to 90 days	91 to 180 days	181 to 365 Days	> 365 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Company</b>						
<b>2025</b>						
Gross carrying amount	1,422	159	163	67	183	1,994
Loss allowance	–	–	(10)	(67)	(183)	(260)
						<u>1,734</u>
<b>2024</b>						
Gross carrying amount	129	193	93	43	146	604
Loss allowance	–	–	(1)	(43)	(146)	(190)
						<u>414</u>

Deposits and other receivables

Deposits and other receivables are considered to have low credit risk as there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Group and Company measured the loss allowance using 12-month ECL and determined that the ECL is immaterial.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### ***Credit risk (cont'd)***

#### Amounts due from subsidiaries

The amounts due from subsidiaries that are categorised as "Performing" are considered to have low credit risk as the timing of payment is controlled by the holding company taking into account cash flow management within the holding company's group of companies and there has been no significant increase in the risk and probability of default on the amounts due from these subsidiaries since initial recognition after considering their respective financial and liquidity positions, factors that are specific to the subsidiaries and general current and expected economic conditions of the industry in which the subsidiaries operate. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL and the ECL is immaterial to the Company.

The Company has identified certain amounts due from subsidiaries that are categorised as "In default". Management has taken into account the financial position of these subsidiaries, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiaries operate, in estimating the probability of default of the receivables as well as the loss upon default. Management has specifically provided for loss allowance amounting to \$138,000 (2024: \$150,000) for these amounts due from subsidiaries.

### ***Debt instruments at FVTOCI***

The Group and Company do hold any no collateral over the investments in debt instruments at FVTOCI (Note 12). The Group and Company have considered these investments to have low credit risk. They include those issued by a counterparty with external credit rating of AA- i.e., "investment grade" that do not carry significant risk of credit loss, and those that are not rated i.e. "NR" but the instruments are either issued by or are guaranteed by their holding companies who are large financial stable publicly traded companies. In evaluating the credit risk of NR debt instruments, the Group and Company have assessed the historical default experience and considered various external sources of actual and forecast economic and financial information relevant to the counterparties and their guarantors. These NR instruments have been assigned an internal credit risk grading of "Performing" based on the Group's and Company's assessment. Accordingly, for the purpose of impairment assessment for these debt instruments, the loss allowance is measured at an amount equal to 12-month ECL and the related expected credit losses are immaterial.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### *Credit risk (cont'd)*

#### *Debt instruments at FVTOCI (cont'd)*

##### Exposure to credit risk and credit risk concentration profile

At the end of the reporting period, although the Group's and Company's credit exposure are concentrated in Singapore due to the location of their principal business activities, the Group and Company have no significant concentration of credit risk with any single customer or counterparty. The maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

### *Liquidity risk*

Liquidity risk is the risk that the Group and Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and Company's exposure to liquidity risk arises primarily from the mismatches of the maturities of financial assets and liabilities. The Group's and Company's objective are to maintain a healthy liquidity position through the maintenance of adequate cash and cash equivalents and placing significant investments in financial assets held for long-term capital appreciation purposes that are relatively liquid in nature such as quoted investments.

The Group's and Company's liquidity risk management policy is to monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's and Company's operation and mitigate the effects of fluctuations in cash flows. The Group and Company also use lease contracts as means of managing its financial cash flows.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### *Liquidity risk (cont'd)*

#### Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group and Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:

	One year or less	One to five years	Total
	\$'000	\$'000	\$'000
<b>Group</b>			
<b>2025</b>			
Trade payables	200	–	200
Other payables	1,181	–	1,181
Lease liabilities	556	220	776
Bank borrowings	934	36,493	37,427
Total undiscounted financial liabilities	2,871	36,713	39,584
<b>2024</b>			
Trade payables	182	–	182
Other payables	3,037	–	3,037
Lease liabilities	692	655	1,347
Total undiscounted financial liabilities	3,911	655	4,566

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### *Liquidity risk (cont'd)*

Analysis of financial instruments by remaining contractual maturities (cont'd)

	One year or less	One to five years	Total
	\$'000	\$'000	\$'000
<b>Company</b>			
<b>2025</b>			
Trade payables	172	–	172
Amounts due to subsidiaries	38	–	38
Other payables	864	–	864
Lease liabilities	556	220	776
Total undiscounted financial liabilities	1,630	220	1,850
<b>2024</b>			
Trade payables	159	–	159
Amounts due to subsidiaries	1,091	–	1,091
Other payables	2,862	–	2,862
Lease liabilities	692	655	1,347
Total undiscounted financial liabilities	4,804	655	5,459

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## 32. Financial risk management policies and objectives (cont'd)

### ***Equity price risk***

Equity price risk is the risk that that fair value of the Group's and Company's financial instruments will fluctuate because of changes in market prices. The Group and Company are exposed to equity price risk arising from its investment in quoted equity instruments at FVTOCI (Note 12) which are held for long-term capital appreciation and dividend income rather than trading purposes. The Group and Company does not actively trade such investments.

#### Sensitivity analysis for equity price risk

At the end of the reporting period, if the inputs to the valuation model (i.e., quoted priced of the investments) had been 5% (2024: 5%) higher/lower with all other variables held constant, the Group's and Company's fair value adjustment surplus account would increase/decrease by \$115,000 (2024: \$120,000).

### ***Fair value interest rate risk***

Fair value interest rate risk is the risk that the fair value of the Group's and Company's financial instruments will fluctuate because of changes in market interest rates. The Group and Company are exposed to fair value interest rate risk arising from its investment in quoted debt instruments at FVTOCI (Note 12). The Group does not actively trade such investments.

#### Sensitivity analysis for fair value interest rate risk

At the end of the reporting period, if the inputs to the valuation model (i.e., quoted priced of the investments) had been 5% (2024: 5%) higher/lower with all other variables held constant, the Group's and Company's fair value adjustment surplus account would increase/decrease by \$25,000 (2024: \$37,000).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2025

## **33. Capital management**

The Group and Company manage its capital to ensure that entities in the Group will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the equity balance.

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

Management reviews the capital structure on an ongoing basis. The Group's and the Company's overall strategy remained unchanged from prior year.

## **34. Authorisation of financial statements for issue**

The financial statements for the financial year ended 30 June 2025 were authorised for issue in accordance with a resolution of the directors on 29 September 2025.

# CORPORATE GOVERNANCE REPORT

Noel Gifts International Ltd. (the “**Company**” or together with its subsidiaries, the “**Group**”) is committed to maintain high standards of corporate governance by complying with the benchmark set by the Code of Corporate Governance 2018 (the “**Code**”) so as to ensure greater transparency and protection of the shareholders' interests.

The Report describes the practices the Company has undertaken with respect to each of the principles and provisions and the extent of its compliance with the Code and should be read as a whole, instead of being separated under the different principles of the Code. The Company has complied with the principles and provisions as set out in the Code and the Listing Manual where applicable except where otherwise stated. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

## BOARD MATTERS

### Principle 1: Board's Conduct of Affairs

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

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The Board of Directors (the “**Board**”) oversees the business affairs of the Group and sets the overall corporate strategy and direction. It approves the Group's strategic plans, key business initiatives and financial objectives, major investment and divestment and funding proposals. The Board also monitors the operating and financial performance and oversees the processes for risk management, financial reporting and compliance and evaluating the adequacy of internal controls.

The Board has delegated certain functions to the Audit Committee (“**AC**”), Nominating Committee (“**NC**”) and Remuneration Committee (“**RC**”, and together with the AC and NC, collectively the “**Committees**” and each a “**Committee**”) to assist with the execution of its specific responsibilities. Each Committee has its own written terms of reference which clearly set out its composition, authorities, objectives, duties, powers and responsibilities (including reporting back to the Board) which has been amended to be in line with the Code, where applicable. The Chairman of the respective Committees will report to the Board on their discussion and recommendations on the specific agendas for the Board's approval.

Provision  
1.4 of  
the Code

# CORPORATE GOVERNANCE REPORT

## Matters Requiring Board Approval

The Board decides on matters that require its approval and clearly communicates this to Management in writing.

Provision  
1.3 of  
the Code

The Board meets to consider the following, without limitation, corporate events and/or actions:

- approval of half yearly and full year results announcements;
- approval of the annual report and financial statements;
- declaration of interim dividends and/or proposal of final dividends;
- approval of corporate strategy(ies);
- authorisation of major investments and funding proposals;
- convening of shareholders' meetings; and/or
- any other matters as may be considered necessary by the Board from time to time.

Every Director is expected, in the course of carrying out his/her duties, to act in good faith, provide insights and consider at all times, for the interests of the Company as a whole. The Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. While the Board does not have in place a code of conduct and ethics, it aims to set an appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Guidelines on the same are also generally set out in the employee handbook of the Company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

Deviated  
from  
Provision  
1.1 of  
the Code

The Board conducts regular scheduled meetings on a half yearly basis and ad-hoc meetings as warranted by particular circumstances. During the meetings, important matters concerning the Group may be put to the Board by way of circulating resolutions for approval.

Provision  
1.6 of  
the Code

## Access to Information

The Management has full access to the Directors and vice versa for guidance or exchange of business and governance practices outside of the meetings.

# CORPORATE GOVERNANCE REPORT

Management provides directors with complete, adequate and timely information prior to meetings and on an ongoing basis to enable them to make informed decisions and discharge their duties and responsibilities. Directors are entitled to request from Management and should be provided with such additional information as needed to make informed decisions so that they are equipped to play as full a part as possible in Board meetings. Detailed Board papers are prepared for each meeting of the Board. The Board papers include sufficient information from Management on financial, business and corporate issues to enable Directors to be properly briefed on issues to be considered at Board meetings. Information provided includes background or explanatory information relating to matters to be brought before the Board, copies of disclosure documents, budgets, forecasts and internal financial statements, including explanations for any material variance between projections and actual results.

Provision  
1.6 of  
the Code

All Directors have unrestricted access to the Group's records and information and receive detailed financial and operational reports from senior management during the year to enable them to carry out their duties. Directors also liaise with senior management as required, and may consult with other employees and seek additional information on request.

All Directors have separate and independent access to Management, the Company Secretary and external advisers (where necessary) at the Company's expense. The Company Secretary administers, attends and prepares minutes of Board meetings, assists the Chairman in ensuring that Board procedures are followed and reviewed so that the Board functions effectively, and ensures that the Company's Constitution and relevant rules and regulations, including those of the Companies Act 1967 (the "**Companies Act**") and the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), are complied with. The Company Secretary ensures the quality, quantity and timeliness of the flow of information within the Board and its Committees and between Management and the Independent Directors, advises the Board on all corporate governance matters, facilitates orientation and assists with professional development as and when required. The appointment and the removal of the Company Secretary is a decision of the Board as a whole.

Provision  
1.7 of  
the Code

Should Directors, whether as a group or individually, need independent professional advice in the furtherance of their duties, the cost of such professional advice will be borne by the Company.



# CORPORATE GOVERNANCE REPORT

## Board and Committee Meetings held in the financial year ended 30 June 2025 (“FY2025”)

Directors attend and actively participate in Board and Committee meetings. The number of Board Meetings held in FY2025 and the record of the attendance at those meetings were as follows:

Name	Board Meeting		Audit Committee		Remuneration Committee		Nominating Committee	
	No. of meetings		No. of meetings		No. of meetings		No. of meetings	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Mr Wong Siu Hong Alfred	5	5	6	6 <sup>1</sup>	1	1 <sup>1</sup>	1	1 <sup>1</sup>
Ms Wong Phui Hong	5	5	6	6 <sup>1</sup>	1	1 <sup>1</sup>	1	1 <sup>1</sup>
Mr Foo Der Rong	5	5	6	6	1	1	1	1
Mr Aric Loh Siang Khée	5	5	6	6	1	1	1	1
Mr Chee Teck Kwong Patrick	5	5	6	6	1	1	1	1

Note:  
1. By invitation.

While the Board considers Directors’ attendance at Board and Committee meetings to be important, it should not be the only criterion to measure their contributions. The Board also takes into account the contributions by Board members in other forms including periodical reviews, provision of guidance and advice on various matters relating to the Group and ensures that Directors with multiple board representations give sufficient time and attention to the affairs of the Company.

The current Board members generally do not have more than six (6) directorships in other listed companies. Accordingly, the NC is satisfied that the Directors are able to devote sufficient time and attention to the affairs of the Group and to satisfy their duties as Directors to the Company

Provision  
1.5 of  
the Code

# CORPORATE GOVERNANCE REPORT

## Training of Directors

Directors understand the Company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). The Board is updated regularly on risk management, corporate governance and key changes in the relevant regulatory requirements and accounting standards. Appropriate external trainings will be arranged when necessary at the Company's expense.

Provision  
1.2 of  
the Code

The Company does not have a formal training program for new Directors. However, to assist the Board in discharging its duties, upon appointment as a new Director, where appropriate, the new Director will receive a formal letter of appointment or service agreement from the Company and the letter or agreement will indicate the relevant information on his/her duties and responsibilities as a Director. The new Director will be briefed by the Board to familiarise them with the Group's operations and strategic directions. First-time Directors who have no prior experience as a director of a company listed on the SGX-ST will also undergo training in the roles and responsibilities of a director of a listed company as prescribed by the SGX-ST pursuant to Rule 210(5)(a) of the Listing Manual of the SGX-ST.

Provision  
1.2 of  
the Code

The Board as a whole is updated regularly on the latest corporate governance, listing practices, risk management matters and key changes to the relevant regulatory requirements and financial reporting standards, so as to enable them to properly discharge their duties as Board and Committees members. In addition, pursuant to Rule 720(7) of the SGX-ST Listing Manual, the Directors have undergone training on sustainability matters as prescribed by SGX-ST.

To attain a better understanding of the Group's business, the new Director will visit the Group's operational facilities and meet with the key management personnel.

# CORPORATE GOVERNANCE REPORT

## Principle 2: Board Composition and Guidance

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

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During FY2025, the Board consisted of five qualified members, three of whom were Independent Directors, one of whom was a Non-Independent Non-Executive Director, and the remaining one was an Executive Director. The three Independent Directors made up a majority of the Board of Directors.

Provisions  
2.2 and  
2.3 of the  
Code

In line with Provision 2.2 of the Code, as the Chairman is not an independent director, the Independent Directors made up a majority of the Board for FY2025. The Board has reviewed its composition and is satisfied that such composition is appropriate, given the background, qualifications and experience of each Director. In the event of any change to the scope of the business activities, the Board will invite more suitable candidates to join the Board as well as to rotate the members at the right time. Key information on the Directors is set out on page 172 of the Annual Report 2025.

With the introduction of Rule 710A of the Listing Rules effective from 1 January 2022, the Board has formulated and implemented a board diversity policy that addresses gender, skills and experience and other relevant aspects of diversity, and has published a copy of its Board Diversity Policy on the Company's website under the Annual Report.

Provision  
2.4 of  
the Code

Under the Board Diversity Policy, the Board considers whether there is an appropriate mix of members of different age, gender, length of service and with different skills, experience, background and other relevant qualities considered essential for the effective governance of the Company. In reviewing the appointments of new Directors, the Board together with the NC ensures that it sets relevant objectives to promote and achieve diversity on the Board, and appointments are based on merit and after due consideration of the collective skills needed to strengthen the overall board governance role.

# CORPORATE GOVERNANCE REPORT

In discharging their duties, the Board and the NC shall give due regard to the benefits of all aspects of diversity including, but not limited to, those described in the Board Diversity Policy, and strive to ensure that the Board is appropriately balanced to support the long-term success of the Company. The Company aims to continue to maintain the appropriate balance of perspectives, skills and experience on the Board to support the long-term success of the Company. The Board, through the NC, has examined the Board's size and is satisfied that it is appropriate for effective decision-making, taking into account the nature and scope of the Company's operations, and is of the view that the Board has a good balance of Directors who come from diverse backgrounds and have extensive industry knowledge, skills and/or business, financial, accounting and management experience, so as to avoid groupthink and foster constructive debate. The following table shows the Company's targets and the progress towards achieving these Board diversity targets:

Diversity Targets, Plans and Timelines	Targets Achieved / Progress Towards Achieving Targets													
Gender														
To have a representation of at least 20% female Directors on its Board.	Target Met – As at the end of FY2025, 1 out of 5 Directors is female. This represents 20% of the Board.													
Skills, Competence, Expertise and Experience														
<p>To ensure that Directors on the Board have a diverse mix of skills, competence, expertise, experience. The Board has identified the following core competencies:</p> <p>(i) Industry Knowledge (ii) Financial (iii) Accounting (iv) Legal (v) Management Experience</p> <p>The Company believes in diversity and values the benefits that diversity can bring to its Board. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that the Company has the opportunity to benefit from all available talent. The promotion of a diverse Board makes prudent business sense and promotes better corporate governance.</p>	Target Met – The identified core competencies possessed by the current Board is as follows:													
	<table><tr><th>Core Competencies</th><th>Number of Directors</th></tr><tr><td>Industry Knowledge</td><td>3</td></tr><tr><td>Financial</td><td>3</td></tr><tr><td>Accounting</td><td>1</td></tr><tr><td>Legal</td><td>1</td></tr><tr><td>Management Experience</td><td>5</td></tr></table>		Core Competencies	Number of Directors	Industry Knowledge	3	Financial	3	Accounting	1	Legal	1	Management Experience	5
	Core Competencies	Number of Directors												
	Industry Knowledge	3												
	Financial	3												
	Accounting	1												
	Legal	1												
Management Experience	5													

# CORPORATE GOVERNANCE REPORT

Diversity Targets, Plans and Timelines	Targets Achieved / Progress Towards Achieving Targets
<b>Board Independence</b>	
To have a Board with at least 50% Independent Director representation.	<b>Target Met</b> – Currently, the Independent Directors make up 60% of the Board.

To maintain or enhance the Board's balance and diversity, the existing attributes and core competencies of the Board are reviewed on an annual basis by the NC with reference to the Board Diversity Policy to ensure that the Board has the appropriate mix of skills, knowledge, experience including familiarity in the Company's core markets, age, gender and length of service, and assess the combined factors against the requirements needed to govern and direct the Company's strategic objectives.

The criterion for independence is based on the definition given in the Code and Rule 210(5)(d) of the SGX-ST Listing Manual.

Provision  
2.1 of the  
Code

The Board considers an "Independent" Director as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related companies, its Substantial Shareholders or Officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company. Having regard to the circumstances set forth in Provision 2.1 of the Code and Rule 210(5)(d) of the SGX-ST Listing Manual, the Board has identified each of the Company's Independent Directors to be independent, after determining, taking into account the views of the NC, whether the Director is independent in conduct, character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement. Each Director is required to disclose to the Board any such relationships or circumstances as and when they arise. None of the Independent Directors has served on the Board for more than nine years.

The Independent Directors, led by the Lead Independent Director, meet at least once annually without the presence of the other Directors and the Management and, where necessary, the Lead Independent Director provides feedback to the Board and/or the Chairman of the Board after such meetings.

Provisions  
2.5 of the  
Code

# CORPORATE GOVERNANCE REPORT

## Principle 3: Chairman and Chief Executive Officer

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

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Mr Wong Siu Hong Alfred is both the Chairman of the Board and the Managing Director of the Group. The Board believes that in the case of the Group, the two roles complement each other. In addition, key business decisions will require the Board's approval and the Board is of the view that there are sufficient safeguards and checks to ensure that the Management is accountable to the Board as a whole and there is a balance of power and authority. In terms of scheduling board meetings, setting meeting agenda, managing the flow of information to the Board and ensuring compliance, the Managing Director would be in the best position to carry them out effectively and efficiently since he is also involved in the day-to-day running of the business. The Managing Director is responsible to the Board for all corporate governance procedures to be implemented by the Group and ensures that the Management will conform to such practices.

Deviated from Provision 3.1 of the Code

In view of Mr Wong Siu Hong Alfred's concurrent appointment as Chairman and Managing Director of the Group, Mr Aric Loh Siang Khoo has been appointed as the Lead Independent Director of the Company to provide leadership in situations where the Chairman is conflicted and to ensure that a channel of communication is always available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate pursuant to Provision 3.3 of the Code. The Lead Independent Director is available to shareholders where they have concerns and for which contact through the normal channels of the Chairman and Managing Director, Executive Director, General Manager or Senior Manager, Finance has failed to resolve or for which such contact is inappropriate.

Provision 3.3 of the Code

The Company is of the view that it maintained a satisfactory independent element on the Board for FY2025 as the Independent Directors comprised a majority of the Board and the Company believes the Board is able to exercise independent judgment on corporate affairs. All decisions of the Board are based on collective decision without any individual or small group of individuals influencing or dominating the decision-making process. In addition, the NC and the Board believe that Mr Wong Siu Hong Alfred, as one of the founders of the Group and the Managing Director since the Company's listing, is in the best position to lead the Board as Chairman and Managing Director.

Deviated from Provision 3.1 of the Code

# CORPORATE GOVERNANCE REPORT

## Principle 4: Board Membership

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

The Board established the NC which consisted of 3 directors during FY2025, all of whom are independent. Mr Foo Der Rong is the NC Chairman, and he has no relationship with the Company, its related corporations, its substantial shareholders or its officers and is not directly associated with substantial shareholders. The NC comprised of the following directors during FY2025:

- |          |   |   |
|----------|---|---|
| Chairman | : | Mr Foo Der Rong (Independent Director)            |
| Member   | : | Mr Aric Loh Siang Khoo (Independent Director)     |
| Member   | : | Mr Chee Teck Kwong Patrick (Independent Director) |

Provisions  
1.4 and  
4.1 of the  
Code

The NC is established for the purpose of ensuring that there is a formal and transparent process for all Board appointments. It has adopted written terms of reference defining its composition, procedures governing meetings, duties and functions, reporting procedure, disclosure in the annual report in compliance with the Code of Corporate Governance and procedures relating to changes in the NC's Terms of Reference.

The NC is regulated by its terms of reference and its principal functions include:

- a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- b) the review of the process and criteria for evaluation of the performance of the Board, its board committees and directors;
- c) the review of training and professional development programmes for the Board and its directors;
- d) the appointment and re-appointment of directors (including alternate directors, if any);
- e) making recommendations to the Board on all board appointments;
- f) developing a process to assess the effectiveness of the Board and contribution by each Director;
- g) on an annual basis, determining whether a Director is independent; and
- h) formulating guidelines to ensure a Director having multiple board representations has sufficient time and attention devoted to the affairs of each Company.

Provisions  
1.4 and  
4.1 of the  
Code

# CORPORATE GOVERNANCE REPORT

The NC reviews annually the independence declarations made by the Company's Independent Non-Executive Directors based on the criterion of independence under the provisions provided in the Code and Rule 210(5)(d) of the SGX Listing Rules (Mainboard). Based on the assessments and with the concurrence of the NC, the Board is of the view that Mr Foo Der Rong, Mr Aric Loh Siang Khee and Mr Chee Teck Kwong Patrick were Independent Directors for FY2025.

Provision  
4.4 of  
the Code

The NC has assessed that each Director of the Company will be able to carry out his duties as a Director of the Company, taking into consideration the Director's listed company board directorships and other principal commitments. The NC also takes into consideration the Company's existing regime of Directors as an additional check and balance on the performance of each individual Director and that the Director should have the responsibility to determine whether he or she will be able to discharge his or her duties properly and effectively as a Director when taking on additional listed company board directorship.

The NC, with concurrence from the Board, has determined that no Director may serve on the Board with more than 6 public listed companies' directorships. The Board views that having multiple companies' representations of the Directors do not hinder their ability to carry out their roles and duties and will benefit the Company, given that the Directors will be able to bring the relevant experience and knowledge obtained from the board representations in other companies.



# CORPORATE GOVERNANCE REPORT

The key information regarding the date of first appointment of the current Directors of the Company and the date of last re-election for each Director, their present and past directorships over the last preceding three (3) years in other listed companies are set out below:

Provision  
4.5 of  
the Code

Name of Director	Academic & professional qualification	Board committee as a Chairman or member	Appointment	Date of first appointment	Date of last re-election	Present Directorships in other listed companies	Past directorships in other listed companies
Mr Wong Siu Hong Alfred	Master of Business Administration with Distinction	n/a	Executive	17 Aug 1983	29 October 2024	n/a	n/a
Ms Wong Phui Hong	Master of Business Administration with Distinction	n/a	Non-Executive	17 Aug 1983	26 October 2023	n/a	n/a
Mr Foo Der Rong	Bachelor of Commerce	Chairman of Nominating Committee / Member of Audit & Remuneration Committees	Non-Executive / Independent	1 Aug 2017	29 October 2024	<ul style="list-style-type: none"> <li>• Matex International Ltd</li> <li>• SLB Development Ltd</li> </ul>	n/a
Mr Aric Loh Siang Khée	Bachelor of Accountancy (Hons)	Chairman of Audit Committee / Member of Nominating & Remuneration Committees	Non-Executive / Independent	1 Aug 2017	26 October 2023	n/a	n/a
Mr Chee Teck Kwong Patrick	Bachelor of Law (Hons) University of Singapore  Advocate and Solicitor of the Supreme Court of Singapore  Solicitor in the Senior Courts of England and Wales	Chairman of Remuneration Committee / Member of Audit & Nominating Committees	Non-Executive / Independent	1 Dec 2021	26 October 2022	<ul style="list-style-type: none"> <li>• MeGroup Ltd</li> <li>• QAF Limited</li> <li>• Sheng Siong Group Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• China International Holdings Limited</li> <li>• OneApex Limited</li> <li>• Hai Leck Holdings Limited</li> </ul>

# CORPORATE GOVERNANCE REPORT

Currently, the Company does not have any Alternate Director on the Board and all independent directors have not served on the Board for more than nine years.

The Board, through the delegation of its authority to the NC, has used its best efforts to assess that each Director appointed to the Board possesses the necessary background, experience and knowledge in technology, business, finance and management skills critical to the Group's businesses and that each Director, through his unique contributions, brings to the Board a more independent and objective perspective to enable that more balanced and well-considered decisions are made. The search and nomination process for the new Directors, if any, will be made through the search companies, contacts and recommendations that will go through the normal selection process, so as to find the right candidates. The NC would, in consultation with the Board, examine the existing Board's strengths, capabilities and the existing Directors' contribution of skills, knowledge and experience to the Group and the Board. Further to the above, the NC will take into account the future needs of the Group and, together with the Board, it will seek candidates who are able to contribute to the Group. The NC seeks candidates widely and beyond persons directly known to the existing Directors. Résumés of suitable candidates are reviewed and background checks are conducted before interviews are conducted again for the short-listed candidates. New Directors will be appointed by the Board after the NC has reviewed and recommended their appointments to the Board. The NC ensures that new Directors are aware of their duties and obligations. The NC also decides if a Director is able to and has been adequately carrying out his or her duties as a director of the Company.

Provision  
4.3 of  
the Code

The Company's Constitution requires one-third of the Directors to retire and subject themselves to re-election by the shareholders at every AGM. A retiring Director is eligible for re-election by the shareholders of the Company at the AGM. In accordance with the Company's Constitution, Mr Chee Teck Kwong Patrick and Mr Aric Loh Siang Khee are due to retire at the Company's forthcoming AGM. The NC recommends that Mr Chee Teck Kwong Patrick be nominated for re-election at the forthcoming AGM and the Board had accepted the NC's recommendation. Mr Aric Loh Siang Khee shall retire at the forthcoming AGM and will not seek re-election. As such, Mr Aric Loh Siang Khee shall cease to be a Director of the Company at the close of the forthcoming AGM.

Provision  
4.5 of  
the Code

The details of the Director seeking re-election are found in Table A set out on pages 194 to 197 of this Annual Report.

# CORPORATE GOVERNANCE REPORT

## Principle 5: Board Performance

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

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The NC is responsible for recommending and implementing a process to evaluate the effectiveness of the Board and the Committees as well as to assess the contribution by each individual director to the overall effectiveness of the Board.

On the recommendation of the NC, the Board has adopted a formal system of evaluating Board performance which included the evaluation of the performance of the Board as a whole with the use of evaluation forms to assess the effectiveness of the Board, each of the Committees and the individual Directors.

Provision  
5.1 of  
the Code

For FY2025, each Director has completed the Board Member Self-Evaluation Form and also the Board and Committee Performance Evaluation as a whole. The completed forms are returned to the Company Secretary for compilation of the average scores. The compiled results are then tabulated and presented at the NC Meeting for the NC's review. The Chairman of the NC will then present the deliberations of the NC to the Board. Any recommendations and suggestions arising from the evaluation exercise are circulated to the Board for consideration of the appropriate measures to be taken.

Provision  
5.2 of  
the Code

The criteria taken into consideration by the NC and the Chairman include contribution and performance based on factors such as attendance, preparedness and participation. Such assessments by the Directors are useful and constructive and this collective process has provided opportunities to obtain insightful feedback from each Director on suggestions to enhance the effectiveness of the Board and has helped Directors to be more focused on their duties, responsibilities and contributions to the effectiveness of the Board.

The evaluation of Board and Committee performance as a whole is conducted annually to identify areas of improvement and as a form of good Board management practice. The last Board of Directors' evaluation was conducted in August 2025 and the results had been presented to the NC for discussion. The NC is satisfied that the Board has been effective as a whole and that each and every Director has contributed to the effective functioning of the Board. In addition, the NC is also satisfied that sufficient time and attention has been given by the Directors to the affairs of the Company, notwithstanding that some of the directors have multiple board representations.

No external facilitators were used in the assessment of the Board as a whole and the individual directors.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

*There should be a formal and transparent procedure for developing policy on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

The RC comprised entirely of Non-Executive Directors, all of whom, including the RC Chairman, are independent for FY2025. The RC comprised the following directors during FY2025:

Provision  
6.2 of  
the Code

- Chairman : Mr Chee Teck Kwong Patrick (Independent Director)
- Member : Mr Aric Loh Siang Khee (Independent Director)
- Member : Mr Foo Der Rong (Independent Director)

The RC is established for the purpose of ensuring that there is a formal and transparent procedure for fixing the remuneration packages of individual directors. The overriding principle is that no director should be involved in deciding his own remuneration.

The principal functions of the RC are to review and make recommendations:

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

Provision  
6.1 of  
the Code

No member of the RC shall be involved in any deliberation or decision making in respect of any compensation to be offered or granted to him or in respect of his effectiveness as a Director. The RC has access to expert advice inside and outside the Group, if necessary, on matters of executive compensation. For FY2025, the RC has not consulted any external remuneration consultants as there was no required remuneration matters that rendered the appointment of any remuneration consultants necessary.

Provision  
6.4 of  
the Code

# CORPORATE GOVERNANCE REPORT

In setting the remuneration packages, the RC would take into consideration the performance of the Group, as well as each Director and the key management personnel, aligning their interests with the shareholders, and linking rewards to the corporate and individual performance. Non-Executive Directors will receive their fees in accordance with a framework comprising a basic fee and an additional fee for serving on each and every sub-committee of the Company. The Board recommends the payment of Directors' fees to be approved at the forthcoming AGM.

The RC will also review the Company's obligation under the service agreement(s) entered into with the Executive Director(s) and key management personnel that would arise in the event of termination of these service agreements. This is to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC will always aim to be fair and avoid rewarding poor performance.

## **Principle 7: Level and Mix of Remuneration**

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

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One of the responsibilities of the RC is to review the remuneration framework of the Board and key management personnel in the Group, and to consider and review the remuneration package and/or service contract terms for each of the Directors and key management personnel.

The terms of the executive directors' and key management personnel's service agreements cover the terms of employment, salaries and other benefits such as profits sharing. Based on the RC's review, the RC is of the view that the service agreements include fair and reasonable termination clauses which are not overly generous. The RC is of the opinion that the performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

Deviated  
from  
Provision  
7.1 of  
the Code

# CORPORATE GOVERNANCE REPORT

In setting remuneration packages, the RC takes into consideration the pay and employment conditions within the industry and in comparable companies as well as the performance of the Group as a whole and the performance of each individual director. The remuneration of Directors is reviewed to ensure that remuneration is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term. The remuneration of Non-Executive Directors is also reviewed to ensure that the remuneration is appropriate and commensurate with the level of contribution, taking into account factors such as effort, time spent, and responsibilities of the Directors.

Provision  
7.3 of  
the Code

Provision  
7.2 of  
the Code

The Directors' fees are reviewed annually and the Company submits the quantum of Directors' fees of each year to the Shareholders for approval at each AGM.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remunerations from the Executive Director(s) and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company. The Executive Director(s) owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director(s) in the event of such breach of fiduciary duties.

## **Principle 8: Disclosure on Remuneration**

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

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The Group's remuneration policy is to provide compensation packages at market rates which will reward successful performance and will also attract, retain and motivate managers and Directors.

The Group currently adopts a remuneration policy for staff comprising of a fixed component and a variable component. The fixed component is in the form of a basic salary. The variable component is in the form of variable bonus that will be linked to the Company and the individual performance.

# CORPORATE GOVERNANCE REPORT

In respect of the amounts and breakdown of the remuneration, in line with Mainboard Rule 1207(10D), the total remuneration, level and mix of each individual Director's remuneration paid for FY2024 (in dollar and percentage terms) are set out below:

Provision  
8.1 of  
the Code

Name of Director	Remuneration	Fee	Salary inclusive of Employer's CPF	Bonus/ variable inclusive of Employer's CPF	Other Benefits	Total
	\$	%	%	%	%	%
Wong Siu Hong Alfred	471,825	–	82%	0%	18%	100%
Wong Phui Hong	30,000	100%	–	–	–	100%
Aric Loh Siang Khee	38,000	100%	–	–	–	100%
Foo Der Rong	42,000	100%	–	–	–	100%
Chee Teck Kwong Patrick	40,000	100%	–	–	–	100%

The details of the remuneration of the top six (6) Key Management Personnel (who are not Directors or the CEO of the Company) are as follows:

Key Management Personnel	Salary inclusive of Employer's CPF	Bonus / variable inclusive of Employer's CPF	Other benefits	Total FY2025
	%	%	%	%
<b>\$S250,000 to \$S500,000</b>				
Bernadette Kwan <sup>1</sup>	79%	21%	0%	100%
<b>Below \$S250,000</b>				
Wong Ho Meng, Kenneth	87%	8%	5%	100%
Wong Lai Kuan, Kim	92%	8%	0%	100%
Chong Yu Ngan (Michelle)	92%	8%	0%	100%
Chan Jing Chuey (Jess)	87%	13%	0%	100%
Audrey Allyson Pavanaris	98%	2%	0%	100%

Note:

1. Ms Bernadette Kwan resigned as the Chief Operating Officer of the Company with effect from 30 June 2025.

# CORPORATE GOVERNANCE REPORT

The total remuneration in aggregate paid to the top six key management personnel (who are not Directors or the CEO of the Company) in the Company and its subsidiaries for FY2025 was \$863,000. In the interest of maintaining confidentiality, good morale and a strong team spirit within the Group, the Company is not disclosing the individual remuneration of the top six key management personnel of the Group as the Company believes that such disclosure may result in prejudice to its business interest given the highly competitive environment the Company is operating in. Instead, the Company has disclosed the breakdown showing the level and mix of the remuneration of the top six key management personnel into types of compensation in percentage terms and in bands of S\$250,000. As the Company has given disclosure on its remuneration policies and procedures for setting remuneration in this report, the Board believes that, taken as a whole, the disclosures provided are meaningful and sufficiently transparent in giving an understanding of the Company's remuneration policies, the level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation. As such, the Board is of the view that the disclosures as currently set out in this report and the Company's practices in respect of remuneration are consistent with the intent of Principle 8 of the Code.

Deviated from Provision 8.1 (a) and 8.1(b) of the Code

Key information on the key management personnel is set out on pages 8 to 9 of the Annual Report 2025.

The details of the remuneration of employees who are immediate family members of a Director and whose remuneration exceeds S\$100,000 for FY2025 are as follows:

Provision 8.2 of the Code

Employee	Family Relationship	Salary and Benefit (inclusive of Employer's CPF)	Bonus / variable inclusive of Employer's CPF	Total
<b>S\$100,000 to S\$200,000</b>				
Wong Lai Kuan, Kim	Daughter of Alfred Wong (Managing Director)	92%	8%	100%
Wong Ho Meng, Kenneth	Son of Alfred Wong (Managing Director)	87%	13%	100%



# CORPORATE GOVERNANCE REPORT

In discharging their duties, the RC members have access to advice from the internal human resources personnel, and if required, advice from external experts.

Provision  
8.2 of  
the Code

Save as disclosed above, none of the employees in the Company or any of its principal subsidiaries whose remuneration exceeds \$100,000 during the year is a substantial shareholder of the Company or an immediate family member of a Director, the Managing Director or a substantial shareholder of the Company.

The Company does not have any employee share schemes.

Provision  
8.3 of  
the Code

## **Accountability and Audit**

The Board is accountable to the shareholders while the Management is accountable to the Board. The Board strives to maintain a high standard of transparency and is mindful of its obligation to provide the shareholders with a balanced and understandable assessment of the Company's performance, position and prospects including all information on the major developments that will affect the Group.

The Board reviews and approves the half-yearly and full year financial results announcements as well as any announcements before their release on the SGXNET. Shareholders are provided with the half-yearly and full year results on a timely manner.

In line with the requirements of SGX-ST, negative assurance confirmations on unaudited half year financial results were issued by the Board confirming that to the best of its knowledge, nothing had come to the attention of the Board which may render the unaudited half year financial results to be false or misleading in any material aspect.

All the directors and executive officers of the Group also signed a letter of undertaking pursuant to Rule 720(1) of the SGX-ST Listing Manual.

# CORPORATE GOVERNANCE REPORT

## Principle 9: Risk Management and Internal Controls

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

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The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Group's systems of internal controls, and for reviewing the adequacy and effectiveness of those systems on an annual basis.

The Board, with assistance from the Management, ensures a sound system of internal controls to safeguard shareholders' interest and the Group's assets is in place, and determines the nature and extent of the significant risks which the Board is willing to take in achieving strategic objectives. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

Provision  
9.1 of  
the Code

The Board has approved a Group's risk management framework for the identification of key risks within the business which is aligned with the ISO 31000:2018 risk management framework.

The external auditors, during the conduct of their annual audit procedures on the statutory financial statements, may also report on matters relating to internal controls relevant to the Group's preparation of financial statements as specified by their scope of work as stated in their audit plan. Any material non-compliance and internal control weaknesses noted by the external auditors and recommendation for improvement will be reported to the AC. The Management will then take corrective measures to strengthen the internal controls.

# CORPORATE GOVERNANCE REPORT

## *Breach*

On 12 February 2025, the Group announced that there was a breach by an unknown party on certain order information on the Group's online ordering platform on 6 February 2025 (the "Breach").

The Group promptly informed all customers about the suspicious activities and advised the customers to take certain precautions. The Group engaged an external consultant to assess the extent of the Breach, and following the assessment, the Group has adopted certain recommendations made by the external consultant to strengthen the Group's data security. The Group's internal auditors have reviewed the Group's adoption of these recommendations.

Based on the system of internal controls and risk management framework established and maintained by the Group, work performed by the internal auditors (further details of which are set out in the section below relating to Principle 10) and the external auditors, and reviews performed by Management, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls and risk management systems addressing financial, operational, compliance and information technology controls were adequate and effective as at 30 June 2025 and during FY2025.

For FY2025, the Board has received assurances:

- a) from the Managing Director and the Senior Manager, Finance that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- b) from the Managing Director and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Provision  
9.2 of  
the Code

# CORPORATE GOVERNANCE REPORT

## Principle 10: Audit Committee

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*The Board should establish an Audit Committee which discharges its duties objectively.*

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The AC comprised the following three Directors, all of whom, including the Chairman, are Independent Directors during FY2025:

Provision  
10.2 of  
the Code

Chairman : Mr Aric Loh Siang Khee (Independent Director)  
Member : Mr Chee Teck Kwong Patrick (Independent Director)  
Member : Mr Foo Der Rong (Independent Director)

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

Provision  
10.3 of  
the Code

The Board is of the view that AC members are appropriately qualified to discharge their responsibilities and they have accounting and/or related financial management expertise or experience, as the Board interprets such qualification in its business judgment. At least two members of the AC, including the AC Chairman have recent and relevant accounting or related financial management expertise or experience.

The principal functions of the AC are assisting the Board in discharging its statutory responsibilities on financing and accounting matters as follows:

Provision  
10.1 of  
the Code

- a) reviews significant financial reporting issues and judgments to ensure the integrity of the financial statements and any formal announcements relating to the financial performance;
- b) reviews at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;
- c) reviews the assurance from the Managing Director and the Senior Manager, Finance on the financial records and financial statements;

# CORPORATE GOVERNANCE REPORT

- d) recommends to the Board the appointment and removal of external auditors and their fees and terms of engagement for the shareholders' approval;
- e) reviews the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function;
- f) reviews the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistleblowing policy and procedures for raising such concerns;
- g) reviews the independence and objectivity of the external auditors, at least annually; and
- h) reviews any interested person transactions as defined in the Listing Manual.

The AC has free and independent access to the external auditors, and other senior management staff for information that it may require. It has full discretion to invite any Director or executive officer to attend their meetings. The AC has the power to investigate any matters brought to their attention, within its terms of reference, with the power to seek any professional advice at the Company's expense.

To keep abreast with the changes in the financial reporting standards and the related issues which may have a direct impact on the financial statements, discussions will be held with the external auditors as and when applicable, when they are attending the AC meetings.

All AC members attended the meetings held during FY2025. All AC members have met up with the external auditors and internal auditors in the absence of the management team in August 2025.

Provision  
10.5 of  
the Code

The AC will review the scope and value of any non-audit services, which may be provided to the Group by the external auditors and should be satisfied that the nature and extent of any such services will not prejudice the independence and objectivity of the external auditors. Having undertaken a review of the non-audit services provided during the year, the AC is of the view that the objective and independence of the external auditors are not in any way impaired by reason of their provision of non-audit services to the Group.

# CORPORATE GOVERNANCE REPORT

The Company's auditors during FY2025, Ernst & Young LLP, have been the auditors of the Group since the financial year ended 30 June 2022. As part of the Group's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate, the Board took the view that a change in auditors would be in the best interests of the Company as it would allow the Company to achieve cost savings. Accordingly, Ernst & Young LLP will not be seeking re-appointment at the forthcoming AGM of the Company. The Board, in consultation with the AC, has determined that the proposal given by Foo Kon Tan LLP would best meet the current needs and audit requirements of the Group. The AC had considered various factors, including the independence and objectivity, adequacy of the resources, the audit engagements and the experience of Foo Kon Tan LLP, the number and experience of the supervisory and professional staff who will be assigned to the audit of the consolidated accounts of the Group. The engagement partner-in-charge from Foo Kon Tan LLP will be Mr Chin Bo Wui. The scope of audit services to be provided by Foo Kon Tan LLP will be comparable to those currently undertaken by Ernst & Young LLP. The Board would like to highlight that the proposed change of auditors is in no way the result of any disagreement with Ernst & Young LLP. Accordingly, the AC has recommended to the Board the nomination of Foo Kon Tan LLP for appointment as auditors of the Company at the forthcoming AGM in place of the retiring auditors, Ernst & Young LLP.

For FY2025, the remuneration paid or payable to the Group's external auditors for providing the audit and other non-audit services are set out on page 133 of the Annual Report.

Having assessed the external auditors based on its own interactions with the external auditors, Management's evaluation and on factors such as performance and quality of their audit partners and auditing team, their overall qualification and their independence status, the AC is satisfied that Rules 712, 715, and 716 of the SGX-ST Listing Manual in relation to its auditors have been complied with.

The Group has an existing whistle-blowing policy for all employees of the Group, the details of which are set out in the Company's employees' handbook. This policy aims to provide an avenue for employees to raise concerns and provide reassurance that they will be protected from reprisals or victimisation for raising any concerns about fraud and for whistleblowing in good faith. Whistle-blowing reports may be submitted to an email address managed by the AC which Management of the Group does not have access to. The responsibility for the oversight and monitoring of whistle-blowing reports lies with the AC, led by the AC Chairman. The ability of the AC to investigate whistle-blowing reports independently without the oversight of Management helps to ensure that the Group is able to address reports on misconduct or wrongdoings relating to the Group and its officers.

# CORPORATE GOVERNANCE REPORT

Pursuant to Rule 1207(18A) and 1207(18B) of the Listing Manual, the AC has reviewed the Group's whistleblowing policy to ensure that the identity of whistle-blowers will be kept confidential, and ensure that the Group will commit to ensuring the protection of whistle-blowers against detrimental or unfair treatment.

The Board noted that no incidents in relation to whistle-blowing matters have been raised during the year by any staff to indicate possible improprieties in matters of financial reporting, financial control, or any other matters.

The Company's external auditors, carry out, in the course of their statutory audit, a review of the effectiveness of the internal financial controls to the extent of their scope as laid out in the audit plan. The external auditors, during the conduct of their normal audit procedures, may also report on any matters relating to the internal controls. Any non-compliance and recommendation for improvement will be reported to the AC. The Management will follow up on the auditors' recommendations as part of its role in the review of the Company's internal control systems.

The Management reviews the Company's business and its operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Company's policies and strategies.

In FY2025, based on the reports submitted by Ernst & Young LLP and the various controls put in place by the Management, the AC is satisfied that there are adequate internal controls to meet the needs of the Group in its current business environment.

The Company had appointed Yang Lee & Associates ("**YLA**" or "**IA**") to provide internal audit services within the Group for a period of three financial years.

YLA is a professional service firm that specialises in the provision of Internal Audit, Enterprise Risk Management and Sustainability Reporting advisory services. The firm was set up in the year 2005 and currently maintains a diverse outsourced internal audit portfolio of SGX-ST listed companies across different industries including distribution, manufacturing, services, food & beverage, trading, retail and property development industries. YLA is a corporate member of the Institute of Internal Auditors Singapore and is staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls, sustainability reporting and other relevant disciplines. The Company's engagement with YLA stipulates that its work shall be guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

# CORPORATE GOVERNANCE REPORT

The IA's primary line of reporting is to the AC, which also decides on the appointment, termination and remuneration of the internal auditors. The IA has unfettered access to all the Company's documents, records, properties and personnel, including the AC, and the AC ensures that the IA is adequately resourced and have appropriate standing within the Company.

On an annual basis, the IA prepares and executes a risk-based audit plan, so as to review the adequacy and effectiveness of the system of internal controls of the Group. Key audit findings are presented to the AC and the results of the findings are also shared with the external auditor.

YLA completed one review during FY2025 in accordance with the risk-based audit plan approved by the AC. The Management has adopted key recommendations of the IA set out in the IA's report.

The role of the IA is to support the AC in ensuring that the Company maintains a sound system of internal controls and risk management by assessing the adequacy and effectiveness of the key controls and procedures, conducting in-depth audits of high-risk areas and undertaking investigation as directed by the AC.

Provision  
10.4 of  
the Code

The AC is satisfied that the internal auditor is independent, effective, adequately resourced and has appropriate standing in the Company.

During FY2025, the AC has met with the internal auditor and the external auditor once respectively, without the presence of Management.

## Shareholder Rights and Engagement

### Principle 11: Shareholders' Rights and Conduct of General Meetings

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

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The Company believes in treating all shareholders fairly and equitably. It aims to keep all shareholders and other stakeholders informed of its corporate activities, including changes which are likely to materially affect the price or value of its shares, on a timely and consistent manner.



# CORPORATE GOVERNANCE REPORT

The Company provides shareholders with the opportunity to participate effectively and vote at general meetings of the Company, where relevant rules and procedures governing such meetings are clearly communicated.

Provision  
11.1 of  
the Code

Any notice of a general meeting of shareholders is issued at least 14 clear calendar days before the meeting for ordinary resolutions and/or 21 clear calendar days before the meeting for special resolutions before the scheduled date of such meeting. The Company's Constitution also allows any shareholder to appoint proxies during his absence, to attend and vote on his behalf at the general meetings. In addition, shareholders who hold shares through custodial institutions may attend the general meetings as observers. The Board welcomes the views of the shareholders who wish to raise issues concerning the Company, either informally or formally before or during these general meetings. The Chairmen of the respective Committees and key management personnel are invited to attend the AGM and are present and available to address questions at general meetings. In addition, the external auditors of the Company are also present to address shareholders' queries about the conduct of the audit and the preparation and content of the auditors' report.

Provision  
11.4 of  
the Code

Provision  
11.3 of  
the Code

The attendance of the Directors of the Company at the Company's general meeting(s) held during FY2025 are reflected in the table below:

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the Code

Name of Director	General Meeting(s)
Number of meeting(s) held:	1
Number of meeting(s) attended:	
Mr Wong Siu Hong Alfred	1
Ms Wong Phui Hong	1
Mr Foo Der Rong	1
Mr Aric Loh Siang Khee	1
Mr Chee Teck Kwong Patrick	1

The Company does not practice selective disclosure. Price sensitive information is first publicly released through SGXNet, before the Company meets with any investors or analysts.

# CORPORATE GOVERNANCE REPORT

All shareholders of the Company will receive the Annual Report with notice of AGM by post and published in a newspaper within the mandatory period, which is held within four months after the close of the financial year. Together with the Annual Report, the Company also attaches a copy of the proxy form to shareholders in order for shareholders to appoint proxy(ies) to attend, vote and voice any questions relating to the resolutions tabled in a general meeting and/or company affairs, for and on behalf of those shareholders, in the event that such shareholders are not able to attend the said general meeting personally. Shareholders who are relevant intermediaries (as defined under Section 181(6) of the Companies Act) excluding investors who hold shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable), and who wish to participate in the AGM by (a) submitting questions in advance of the AGM; and/or (b) appointing a proxy(ies) to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. Shareholders (including CPF or SRS investors) may also submit questions related to the resolutions to be tabled for approval at the AGM.

The Company's Constitution allows corporations and members of the Company to appoint one (1) or two (2) proxies to attend and vote at general meetings. A Relevant Intermediary<sup>1</sup> may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). CPF Investors and/or SRS Investors (as may be applicable) may attend and cast their vote(s) at the general meeting. CPF and SRS Investor who are unable to attend the general meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint a proxy(ies), in which case, the CPF and SRS Investors shall be precluded from attending the general meeting.

Provision  
11.4 of  
the Code

<sup>1</sup>A Relevant Intermediary is:

- 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; or
- 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 the 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.

# CORPORATE GOVERNANCE REPORT

The Company Secretary prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting and responses from the Board and Management thereto. These minutes are published on SGXNet and the Company's corporate website as soon as practicable.

Provision  
11.5 of  
the Code

For greater transparency and fairness in the voting process, voting at shareholders' meetings will be conducted by poll. This allows all shareholders present or represented at the meetings to vote on a one-share-one vote basis. Results are announced in detail, showing the number of votes cast for and against each resolution and the respective percentages. The Company has conducted voting via electronic polling since FY2015.

Each item of special business included in the notice of the meeting will be accompanied by an explanation of the effects of a proposed resolution. Unless the resolutions proposed at a meeting are interdependent and linked so as to form one significant proposal, separate resolutions shall be proposed for substantially separate issues at the meeting. Resolutions are, as far as possible, structured separately and may be voted on independently. All polls are conducted in the presence of independent scrutineers.

Provision  
11.2 of  
the Code

The Company does not have a fixed dividend policy. The Company adheres to the guidelines set by the Board for dividend payment. In addition, the amount of dividends will also depend on the general financial condition, cash flow, future expansion and investment plans and other factors as the Directors may deem appropriate.

Deviated  
from  
Provision  
11.6 of  
the Code

## Whistle-Blowing Policy

The Company has established the whistle-blowing procedure where employees within the Group may raise concerns about possible improprieties in matters of business activities, financial reporting and unethical or illegal conduct through well defined and accessible channels. The details of the whistle-blowing policy are set out in the Company's employees' handbook which all employees have access to. To ensure independent investigation of such matters and for appropriate follow up action, employees may submit whistle-blowing reports to the AC through an email address managed by the AC which Management of the Group does not have access to. Pursuant to Rule 1207(18A) and 1207(18B) of the Listing Manual, the AC will review the Group's whistle-blowing policy to ensure that the identity of whistle-blowers will be kept confidential, and ensure that the Group will commit to ensuring the protection of whistle-blowers against detrimental or unfair treatment.

# CORPORATE GOVERNANCE REPORT

## **Interested Person Transactions**

The Company has established procedures to ensure that all transactions with interested persons or related persons are reported in a timely manner to the AC and that the transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Mainboard Rule 920.

The Group does not have any interested person transaction (excluding transaction less than \$100,000) in FY2025 that is disclosable under Rule 920(1)(a)(ii) of the SGX-ST Listing Manual.

## **Material Contracts**

No material contracts (including loans) of the Company or its subsidiaries involving the interests of the Managing Director/Chief Executive Officer or any Director or any controlling shareholders subsisted at the end of the financial period or have been entered into since the end of the previous financial year.

## **Dealings in Securities**

The Company has adopted the best practices stipulated in Listing Rules 1207(19)(b) and 1207(19)(c) of the SGX-ST Listing Manual in relation to any dealings in the Company's securities. The Company, the Directors and the officers of the Company are not allowed to deal in the Company's shares on short-term considerations and during the period commencing one month before the announcement of the Company's half-year or full year results and ending on the date of the announcement of the results.

The Company, the Directors and the officers of the Company are also expected to observe laws governing insider trading at all times even when dealing with securities within the permitted trading period.

# CORPORATE GOVERNANCE REPORT

## Risk management policies

The Group does not have a Risk Management Committee. However, the management regularly assesses and reviews the Group's business and operational environment in order to identify areas of significant business and financial risks as well as appropriate measures to control and mitigate these risks. With the assistance of YLA, the Company has developed an enterprise risk management framework to guide management.

## Principle 12: Engagement with Shareholders

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

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The Company recognises the importance of actively engaging with stakeholders to promote effective and fair communication.

The Company adopts the practice of providing adequate and timely disclosure of material information to its shareholders. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly as soon as practicable. In disclosing information, the Company will be as descriptive, detailed and forthcoming as possible and avoid boilerplate disclosures. Communication is made through:

- a) Disclosures to SGXNET; and
- b) Annual reports which are prepared and issued to all shareholders.

While the Company does not have an investor relations policy, it maintains a website for marketing purposes and regularly conveys pertinent information to shareholders through SGXNET announcements. Shareholders may contact the Company with questions and the Company may respond to such questions via the Company's investor relations email at [noelgifts\\_investor@noel.com.sg](mailto:noelgifts_investor@noel.com.sg).

Deviated  
from  
Provision  
12.3 of  
the Code

# CORPORATE GOVERNANCE REPORT

Shareholders have the opportunity to participate effectively in and to vote at general meetings of shareholders to ensure a high level of accountability and to stay informed of the Group's strategy and goals. The Directors regard general meetings of the shareholders as an opportunity to communicate directly with shareholders and encourage greater shareholder participation.

Provision  
12.1 of  
the Code

**Principle 13: Managing Stakeholder Relationships**

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

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The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. Through regular stakeholder engagement, the Company identifies and reviews material issues that are most relevant and significant to the Company and its stakeholders and incorporates these into the Company's corporate strategies accordingly.

Provision  
13.1 of  
the Code

Stakeholders of the Company include, but are not limited to, the future generation, employees, customers, suppliers and the community. The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2025 are set out in the Company's Sustainability Report which can be found on pages 14 to 71 of this Annual Report.

Provision  
13.2 of  
the Code

The Company maintains a current corporate website at <https://www.noelgifts.com/> to communicate and engage with stakeholders. Please also refer to the Sustainability Report for further details on the Company's approach on stakeholders engagement.

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13.3 of  
the Code

# CORPORATE GOVERNANCE REPORT

**TABLE A**

The Director named below is retiring and, being eligible, offers himself for re-election at the upcoming AGM:-

Name of Director	Mr Chee Teck Kwong Patrick
Date of appointment	1 December 2021
Date of last election	26 October 2022
Age	71
Country of principal residence	Singapore
The Board's comments on the NC's recommendation for re-election	<p>The Board of Directors of the Company has accepted the NC's recommendation, who has reviewed and considered Mr Chee's performance as an Independent Director of the Company.</p> <p>The Board considers Mr Chee to be independent for the purpose of Rule 210(5)(d) of the Listing Manual of the SGX-ST.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title	Non-Executive and Independent Director
Professional qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Law (Hons) University of Singapore</li> <li>• Advocate and Solicitor of the Supreme Court of Singapore</li> <li>• Solicitor in the Senior Courts of England and Wales</li> </ul>
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> <li>• Senior Consultant, KhattarWong LLP (2007 – 2017)</li> <li>• Senior Consultant, Withers KhattarWong LLP (2017 – 2024)</li> <li>• Senior Consultant, Tito Isaac &amp; Co LLP (2025 – present)</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries	None

# CORPORATE GOVERNANCE REPORT

Name of Director	Mr Chee Teck Kwong Patrick
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	None
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in <a href="#">Appendix 7.7</a> ) under <a href="#">Rule 720(1)</a> has been submitted to the listed issuer	Yes
Other Principal Commitments Including Directorships:	
Past (for the last 5 years)	<ul style="list-style-type: none"> <li>• China International Holdings Limited</li> <li>• OneApex Limited</li> <li>• Hai Leck Holdings Limited</li> </ul>
Present	<ul style="list-style-type: none"> <li>• MeGroup Ltd</li> <li>• QAF Limited</li> <li>• Sheng Siong Group Ltd</li> </ul>

The general statutory disclosures of the Directors are as follows:-

	Question	Mr Chee Teck Kwong Patrick
(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No



# CORPORATE GOVERNANCE REPORT

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

# CORPORATE GOVERNANCE REPORT

	Question	Mr Chee Teck Kwong Patrick
(h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—	No
	(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
	(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No
	in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	
(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

# BOARD DIVERSITY POLICY

## 1. Purpose

To set up Noel Gifts International Ltd's ("**Noel Gifts**" or the "**Company**") approach to diversity on the appointment and composition of its board of directors ("**the Board**").

## 2. Policy Statement

- 2.1 The Company recognises the need and benefits of embracing diversity at the Board level to enhance stewardship and decision-making capabilities commensurate with the Company's ever-evolving operating environment. A diverse Board will consist of Directors of different age, gender, length of service and with different skills, experience, background and other relevant qualities considered essential for the effective governance of the Company. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All appointments to the Board are based on merit and after due consideration of the collective skills needed to strengthen the overall board governance role.
- 2.2 The Nominating Committee ("**Committee**") reviews and assesses the Board composition on behalf of the Board and recommends the appointment of new Directors. In reviewing the Board composition, the Committee will:
  - (a) consider diversity factors in particular, skills, knowledge, experience including familiarity in the Company's core markets, age, gender and length of service, and assess the combined factors against the requirements needed to govern and direct the Company's strategic objectives.
  - (b) identify and nominate suitable candidates to the Board based on merit and independence, and against objective criteria while paying due regard to the need for diversity on the Board.

## 3. Objectives

The Board is committed to observe the need for diversity when selecting its members. The contribution each Director brings and the composition thereof provides a good reflection of the range and adequacy of diversity on the Board.

## 4. Monitoring and Reporting

The Board's assessment of its composition from a diversity perspective is reflected annually under the Corporate Governance section of the Company's Annual Report. This Policy will also be published on the Company's website under the Annual Report.

## 5. Review of the Policy

The Committee will review the Policy to assess its relevance and effectiveness, when appropriate. Revisions, if necessary, will be recommended to the Board for approval.

# STATISTICS OF SHAREHOLDING

As at 18 September 2025

## SHARE CAPITAL

Issued and fully paid-up capital	– S\$102,476,024
Number of Ordinary shares (excluding treasury shares and subsidiary holdings)	– 102,476,024
Number of Treasury Shares	– NIL
Number of Subsidiary holdings	– NIL
Class of shares	– Ordinary shares
Voting rights	– 1 vote per share

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	15	1.52	554	0.00
100 - 1,000	109	11.03	71,393	0.07
1,001 - 10,000	514	52.02	2,178,716	2.13
10,001 - 1,000,000	334	33.81	18,993,662	18.53
1,000,001 AND ABOVE	16	1.62	81,231,699	79.27
<b>TOTAL</b>	<b>988</b>	<b>100.00</b>	<b>102,476,024</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	WONG SIU HONG ALFRED	23,568,827	23.00
2	ROYAL INST OF CONSTRUCTION ECONOMISTS PTE LTD	10,121,500	9.88
3	LIM JULIAN	8,000,000	7.81
4	WONG PHUI HONG	6,831,372	6.67
5	CGS INTL SECURITIES SINGAPORE PL	5,443,000	5.31
6	WONG HO HON KEITH	5,000,000	4.88
7	WONG LAI KUAN KIM	5,000,000	4.88
8	TAN BIAN KIAN	4,500,000	4.39
9	TAN DENG ZHENG (CHEN DENGZHENG)	2,000,000	1.95
10	TAN DENG ZHI (CHEN DENGZHI)	2,000,000	1.95
11	TAN GEOK BEE	1,849,500	1.80
12	DBS NOMINEES PTE LTD	1,674,950	1.63
13	LIM YEW LIAN	1,505,250	1.47
14	OCBC NOMINEES SINGAPORE PTE LTD	1,497,300	1.46
15	WANG TONG PENG @WANG TONG PANG	1,220,000	1.19
16	NG HOCK KON	1,020,000	1.00
17	RAFFLES NOMINEES(PTE) LIMITED	902,800	0.88
18	IFAST FINANCIAL PTE LTD	813,350	0.79
19	PHILLIP SECURITIES PTE LTD	738,850	0.72
20	OCBC SECURITIES PRIVATE LTD	705,650	0.69
<b>TOTAL</b>		<b>84,392,349</b>	<b>82.35</b>

# STATISTICS OF SHAREHOLDING

As at 18 September 2025

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Wong Siu Hong Alfred <sup>(1)</sup>	30,378,627	29.64	18,000,000	17.57	48,378,627	47.21
Julian Lim <sup>(2)</sup>	8,000,000	7.81	30,378,627	29.64	38,378,627	37.45
Wong Phui Hong <sup>(3)</sup>	6,831,372	6.67	8,500,000	8.29	15,331,372	14.96
Tan Ban Kian <sup>(4)</sup>	4,500,000	4.39	6,831,372	6.67	11,331,372	11.06
Royal Inst Of Construction Economists Pte Ltd	10,121,500	9.88	–	–	10,121,500	9.88
CGS Intl Securities Singapore Pte Ltd	5,443,000	5.31	–	–	5,443,000	5.31

Notes:

- (1) Mr Wong Siu Hong Alfred's deemed interest comprises 18,000,000 Shares held by following persons:
  - (i) 8,000,000 held by his wife, Mdm Lim Julian;
  - (ii) 5,000,000 held by his daughter Miss Wong Lai Kuan Kim; and
  - (iii) 5,000,000 held by his son Mr Wong Ho Hon Keith.
- (2) Mdm Lim Julian is deemed to be interested in the shares held by her husband, Mr. Wong Siu Hong Alfred.
- (3) Ms Wong Phui Hong's deemed interest comprises 8,500,000 Shares held by following persons:
  - (i) 4,500,000 held by her husband Mr Tan Bian Kian;
  - (ii) 2,000,000 held by her son Mr Tan Deng Zhi; and
  - (iii) 2,000,000 held by her son Mr Tan Deng Zheng.
- (4) Mr Tan Bian Kian is deemed to be interested in the shares held by his wife, Mdm Wong Phui Hong.

## PERCENTAGE OF SHAREHOLDINGS IN PUBLIC'S HANDS

As at 18 September 2025, approximately 20.67% of the Company's total number of issued shares is held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST which requires at least 10% of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed at all times had in the hands of the public.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Noel Gifts International Ltd. will be held at The Board Room, 21 Ubi Road 1, #03-01, Singapore 408724 on Tuesday, 28 October 2025 at 9.00 a.m. for the following purposes:-

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <https://www.noelgifts.com/Annual-Report>.

All capitalised terms used in this Notice of AGM which are not defined herein shall have the meanings ascribed to them in the letter to shareholders dated 6 October 2025 (the "**Letter to Shareholders**") in relation to (a) the Proposed Change of Auditors, (b) the Proposed Renewal of the Share Buy-Back Mandate, (c) the Proposed Alteration to the Objects Clause, and (d) the Proposed Adoption of the New Constitution of the Company.

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2025 together with the Auditor's Report thereon. **Resolution 1**
2. To re-elect Mr Chee Teck Kwong Patrick who will be retiring pursuant to Article 87 of the Constitution of the Company. **Resolution 2**  
  
(See Explanatory Note (i)).
3. To note the retirement of Mr Aric Loh Siang Khee.
4. To appoint Foo Kon Tan LLP as Auditor of the Company in place of the retiring Auditor, Ernst & Young LLP, and to authorise the Directors to fix its remuneration. **Resolution 3**  
  
(See Explanatory Note (ii)).
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS

6. To approve the payment of Directors' fees of S\$150,000 for the financial year ending 30 June 2026, to be paid quarterly in arrears.

**Resolution 4**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:-

7. **Authority to issue shares**

**Resolution 5**

"That pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares or convertible securities in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and / or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

# NOTICE OF ANNUAL GENERAL MEETING

provided that:-

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and



# NOTICE OF ANNUAL GENERAL MEETING

- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(See Explanatory Note (iii)).

## 8. **Renewal of Share Buy-Back Mandate**

## **Resolution 6**

"That:-

- (i) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (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 (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of: -

- (a) market purchase(s) on the SGX-ST ("**Market Purchase**"); and/or
- (b) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

# NOTICE OF ANNUAL GENERAL MEETING

- (ii) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back 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 earlier of:-
  - (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
  - (b) the date by which the share buy-backs are carried out to the full extent mandated; or
  - (c) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

- (iii) in this Resolution:-

**"Maximum Limit"** means the number of Shares representing 10 per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

**"Maximum Price"** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, applicable goods and services tax and other related expenses) which shall not exceed: -

- (a) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase, pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Highest Last Dealt Price,

# NOTICE OF ANNUAL GENERAL MEETING

where:-

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) consecutive market days on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after such five (5) market day period;

**“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for the purchase of Shares from holders of Shares, stating therein the purchase price (which shall not be greater than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**“Highest Last Dealt Price”** means highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to an Off-Market Purchase; and

**“market day”** means a day on which the SGX-ST is open for trading in securities.

- (iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.”

(See Explanatory Note (iv)).

## SPECIAL RESOLUTIONS

### 9. The Proposed Alteration to the Objects Clause

### Special Resolution 1

“That, subject to and conditional upon the passing of Special Resolution 2, the objects of the Company as set out in the Existing Constitution be deleted in its entirety and substituted therefor the following clause:-

*“Subject to the provisions of the Act, the Listing Rules and any other written law and this Constitution, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and for the said purposes, full rights, powers and privileges.”,*

# NOTICE OF ANNUAL GENERAL MEETING

which shall be incorporated within the New Constitution of the Company as incorporated from the existing provisions of the Existing Constitution, to be adopted by Special Resolution 2.

*(See Explanatory Note (v)).*

## 10. **The Proposed Adoption of the New Constitution of the Company**

## **Special Resolution 2**

"That, subject to and conditional upon the passing of Special Resolution 1:-

- (a) the regulations contained in the New Constitution as set out in Appendix A to the Letter to Shareholders be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this Special Resolution 2."

*(See Explanatory Note (v)).*

By Order of the Board

Ong Beng Hong  
Lee Yuan  
Joint Company Secretaries  
Singapore, 6 October 2025

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES:

- (i) The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Mr Chee Teck Kwong Patrick as a Director of the Company.

Mr Chee Teck Kwong Patrick will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Table A of the Corporate Governance Report on pages 194 to 197 of the Annual Report for the detailed information required pursuant to 720(6) of the Listing Manual of the SGX-ST.

- (ii) For more information relating to Ordinary Resolution 3, please refer to Section 2 of the Letter to Shareholders.
- (iii) The Ordinary Resolution 5 in item 7 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at this time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

# NOTICE OF ANNUAL GENERAL MEETING

- (iv) The Ordinary Resolution 6 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company to purchase or acquire up to 10% of the total number of issued ordinary shares excluding treasury shares and subsidiary holdings in the capital of the Company as at the date of the passing of this Resolution. Details of the proposed Renewal of Share Buy-Back Mandate are set out in Section 3 of the Letter to Shareholders.
- (a) As at the date of this Notice, the Company has not purchased or acquired its shares. 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 this will depend on the number of shares purchased or acquired and the price at which such shares were purchased or acquired.
- (b) The financial effects of the purchase or acquisition of shares by the Company pursuant to the proposed Renewal of Share Buy-Back Mandate on the Group's audited financial statements for the financial year ended 30 June 2025 are set out in Section 3 of the Letter to Shareholders and are for illustration only.
- (v) For more information relating to Special Resolution 1 and Special Resolution 2, please refer to Section 4 of the Letter to Shareholders.

## NOTES:

- 1) The members of the Company are invited to attend physically at the Annual General Meeting (the “**Meeting**” or “**AGM**”). **There will be no option for shareholders to participate virtually.** This Notice of AGM and the proxy form, the Annual Report and the Letter to Shareholders will be despatched to Members.

Copies of the Notice of AGM, the proxy form, the Annual Report and the Letter to Shareholders have been uploaded on SGXNet and are also available on the Company's website at the URL <https://www.noelgifts.com/Annual-Report>.

# NOTICE OF ANNUAL GENERAL MEETING

- 2) Arrangement for participation in the AGM physically.

Members (including CPF and SRS Investors) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM:
  - (i) themselves personally; or
  - (ii) through their duly appointed proxy/ies.

CPF and SRS Investors who wish to appoint the Chairman of the Meeting (and not third party proxy/ies) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 8 below for details.

- 3) A Member of the Company (other than a Relevant Intermediary) entitled to attend, speak and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead.
- 4) A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- 5) A proxy need not be a Member of the Company.
- 6) A member who wishes to exercise their votes can either vote on the resolutions to be tabled for approval at the AGM in person or submit a Proxy Form to appoint proxy/ies or the Chairman of the Meeting to cast votes on their behalf.
- 7) Members (whether individual or corporate) appointing the proxy/ies or Chairman of the Meeting as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

# NOTICE OF ANNUAL GENERAL MEETING

- 8) An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the AGM in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees (as may be applicable) to appoint the Chairman of the Meeting to act as their proxy, in which case, the relevant CPF and SRS Investors shall be precluded from attending the AGM.
- 9) The instrument appointing a proxy(ies) must, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
- (a) if sent by post, be deposited at the Registered Office of the Company at 21 Ubi Road 1 #03-01, Singapore 408724; or
  - (b) if submitted by email, to [noelgifts-agm@complete-corp.com](mailto:noelgifts-agm@complete-corp.com),

in either case, not less than 48 hours before the time fixed for holding the AGM, that is by 9.00 a.m. on 26 October 2025, failing which, the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically.**

- 10) The instrument appointing a proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- 11) In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- 12) Subject to note 8, completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies 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.



# NOTICE OF ANNUAL GENERAL MEETING

## **Submission of Questions in Advance:**

- 1) Members (including CPF or SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted and received by the Company by 9.00 a.m. on 13 October 2025:
  - (a) in hard copy by sending by post and lodging the same at the Registered Office of the Company at 21 Ubi Road 1 #03-01, Singapore 408724; or
  - (b) by email to [noelgifts-agm@complete-corp.com](mailto:noelgifts-agm@complete-corp.com).

## **Members are strongly encouraged to submit completed questions electronically.**

- 2) Members (including CPF or SRS investors) will need to identify themselves when posing questions by email or by mail by providing the following details:
  - (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
  - (b) the member's NRIC/Passport/UEN number;
  - (c) the member's contact number and email address; and
  - (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, Scrip-based, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- 3) The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members either before or during the AGM. The responses to questions from Members will be posted on the SGXNET and the Company's website at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

# NOTICE OF ANNUAL GENERAL MEETING

## PERSONAL DATA PRIVACY:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof) and the preparation, compilation and publication 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where member discloses the personal data of the Relevant Intermediary Participants to the Company (or its agents or service providers), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such Relevant Intermediary Participants for the Purposes, and (iii) 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.

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**NOEL GIFTS INTERNATIONAL LTD.**  
**Registration No. 198303940Z**  
**(Incorporated in the Republic of Singapore)**

**PROXY FORM**

(Please see notes overleaf before completing this Form)

This form of proxy has been made available on SGXNet and the Company's website and may be accessed under "Annual Report 2025" at the URL <https://www.noelgifts.com/Annual-Report>.

**IMPORTANT**

1. The Annual General Meeting ("AGM") will be held physically at The Board Room, 21 Ubi Road 1, #03-01, Singapore 408724. Members have no option to participate virtually.
2. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees (as may be applicable) to appoint the Chairman of the Meeting to act as their proxy, in which case, the relevant CPF and SRS Investors shall be precluded from attending the Meeting.
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of **NOEL GIFTS INTERNATIONAL LTD.** (the "Company"), hereby appoint:

(a)

Name	NRIC/Passport No.	Proportion of shareholdings	
		No. of shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of shareholdings	
		No. of shares	%
Address			

OR

(b) the Chairman of the Annual General Meeting ("AGM") as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the AGM of the Company to be held physically at The Board Room, 21 Ubi Road 1, #03-01, Singapore 408724, on Tuesday, 28 October 2025 at 9.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for, against or abstain the Resolutions 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.

(If you wish to exercise all your votes "For" or "Against" the relevant resolution or to abstain from voting on the resolution in respect of all your votes, please indicate your vote "For" or "Against" with "X" in the space provided. Alternatively, if you wish to exercise some and not all of your votes both "For" and "Against" the relevant resolution and/or to abstain from voting in respect of the relevant resolution, please indicate the number of votes as appropriate.)

No.	Ordinary Resolutions relating to:	For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2025			
2.	Re-election of Mr Chee Teck Kwong Patrick as a Director retiring under Article 87			
3.	To appoint Foo Kon Tan LLP as Auditor of the Company in place of the retiring Auditor, Ernst & Young LLP, and to authorise the Directors to fix its remuneration			
<b>Special Business</b>				
4.	Approval of Directors' Fees amounting to S\$150,000.00 for the financial year ending 30 June 2026, to be paid quarterly in arrears			
5.	Authority to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited			
6.	Renewal of the Share Buy-Back Mandate			
<b>Special Resolutions relating to:</b>				
1.	The Proposed Alteration to the Objects Clause			
2.	The Proposed Adoption of the New Constitution of the Company			

\* If you wish to exercise all your votes 'For' or 'Against', please (X) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s) and Common Seal of Corporate Shareholder

\*Delete where inapplicable



**Notes:-**

1. Each of the resolutions to be put to the vote of the members at the AGM (and at any adjournment thereof) will be voted on by way of poll.
2. 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), 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the AGM as proxy shall be deemed to relate to all the Shares held by you.
3. A member of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead.
4. Where a member (other than a Relevant Intermediary\*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
5. A member who is a Relevant Intermediary, entitled to attend and vote at a meeting of the Company may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number or class of shares shall be specified). Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointment.
6. A proxy need not be a member of the Company. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
7. The instrument appointing a proxy must be submitted to the Company in the following manner:-
  - (a) if submitted personally or by post, be deposited at the Registered Office of the Company at 21 Ubi Road 1 #03-01, Singapore 408724; or
  - (b) if submitted by email, to [noelgifts-aggm@complete-corp.com](mailto:noelgifts-aggm@complete-corp.com).in either case, not less than 48 hours before the time appointed for the AGM, that is by 9.00 a.m. on 26 October 2025, failing which, the instrument of proxy shall not be treated as valid.
8. Completion and return of this instrument appointing a proxy shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting 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.
9. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
10. 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 Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the AGM in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees (as may be applicable) to appoint the Chairman of the Meeting to act as their proxy, in which case, the relevant CPF and SRS Investors shall be precluded from attending the AGM.

\* A Relevant Intermediary is:

- (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; or
- (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 the 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.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy/proxies and/or representatives(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy/proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy/proxies). In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy/proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.



**NOEL GIFTS INTERNATIONAL LTD**

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