APAC REALTY

EMPOWER PEOPLE TRANSFORM LIVES

Annual Report **2024**

EMPOWER PEOPLE TRANSFORM LIVES

Through trusted expertise, innovative solutions and a commitment to excellence, we aim to spark positive, lasting change in individuals and communities. Whether you're a homeowner seeking your dream property, an agent looking to advance your career, or an industry partner aiming to redefine standards, APAC Realty and ERA Singapore is a trusted partner.

To us, real estate is about building futures, shaping communities and creating impact. We empower our trusted advisors with cutting-edge technology, world-class training and a collaborative culture that fuels success. By providing opportunities to excel, we work to ensure that every home, every career and every relationship truly empowers people and transforms lives.

Contents

Vision

To be Asia Pacific's leading Real Estate Agency by providing evolutionary solutions and services to clients.

Mission

To provide superior real estate transaction experience with efficient, professional Trusted Advisors.

Trusted by genERAtions

Verified by

Edelman DXI

Verified by Edelman (an award-winning global communications firm) brand audit in 2022.

43 years of success, trusted by families and investors across generations.

Our Core Values

What defines Us and our Culture:
(U & I In Great Possibilities)

Unity
Win-win partnership amongst agents, leaders, staff and company; synergised by the OneERA camaraderie spirit, trust and respect.

Integrity
Always do the right thing; promote ERA as the trusted brand.

Innovation
Challenge the norm, promote changes, improve efficiency, think outside the box and revolutionise the world we envision.

Gratitude
Pay it forward with Givers' Movement.

Passion
Love for the job, career, company, industry and most importantly, our people and family.

Our Philosophy

In accomplishing our Vision and Mission, we believe in the five pillars of philosophy:

Result-oriented
Focus on goals and growth; expect higher per capita productivity.

Recruit the Best
Focus on attracting the best talents.

Harness the power of Tech Tools
Grow our businesses with technology; redefine our competitiveness and relevance to the real estate world.

We Rise by Raising Others
Provide an environment where everyone is given the equal opportunity to grow and be recognised.

Values Creation
Instill in every teammate the mindset of "what can I do to make a difference?"

Corporate Profile

2024 Awards & Accolades

A leading force in Asia's real estate market,

APAC Realty empowers individuals, businesses and communities to navigate the property landscape with confidence.

With deep market expertise spanning 43 years, APAC Realty and its subsidiaries ("the Group") provide seamless solutions across three main business segments – real estate brokerage services, franchise arrangements, and training, valuation and other ancillary services.

At the heart of our operations is ERA Realty Network Pte Ltd, our wholly-owned subsidiary which drives real estate brokerage services under the trusted ERA brand. Since 1982, ERA Realty has grown to become one of the largest ERA Member Brokers globally by transaction value, and a market leader in Singapore with a vast network of more than 8,800 trusted advisors as at 28 February 2025.

ERA Realty ensures clients find the right space to live, work and grow, facilitating property transactions across primary and secondary home sales, as well as residential, commercial and industrial rentals.

As an industry pioneer, ERA Realty continually raises the bar in real estate innovation, equipping our advisors with cutting-edge proptech solutions, expert training and proprietary super apps to enhance productivity and elevate the client experience.

In addition, ERA Realty's Capital Markets & Investment Sales ("CMIS") business unit delivers corporate real estate services for sizeable assets to high-net-worth individuals, family offices, developers, institutional investors and real estate investment trusts.

With exclusive ERA regional master franchise rights across 17 countries and territories in Asia Pacific, APAC Realty has built one of the largest and most respected real estate networks in the region with more than 24,700 trusted advisors in 590 offices across 13 countries. Our stakes in ERA Indonesia, ERA Thailand, ERA Vietnam and ERA Malaysia give us presence in five of ASEAN's six largest economies and reaching more than 70% of the region's population. Our market leadership has earned the backing of Morgan Stanley Private Equity Asia ("MSPEA"), a leading global private equity investor with a proven track record in strategic investments across diverse industries.

Beyond brokerage, our wholly-owned subsidiary Realty International Associates Pte Ltd ("RIA") provides real estate professionals with training and certification programs. RIA also offers valuation services for financial institutions, government agencies and property owners, as well as management services for real estate developments.

Headquartered in Singapore, we are guided by our core values of Unity, Integrity, Innovation, Gratitude and Passion. With a commitment to excellence and a vision to be the real estate company of choice, APAC Realty continues to shape the future of real estate across Asia.

Our Business

Derives commission-based fees via digital and market property brokerage services transactions on multiple platforms:

- Primary home sales
- Secondary home sales
- Rental of residential, commercial and industrial properties
- Capital markets & investment sales
- Auction for financial institutions and property owners

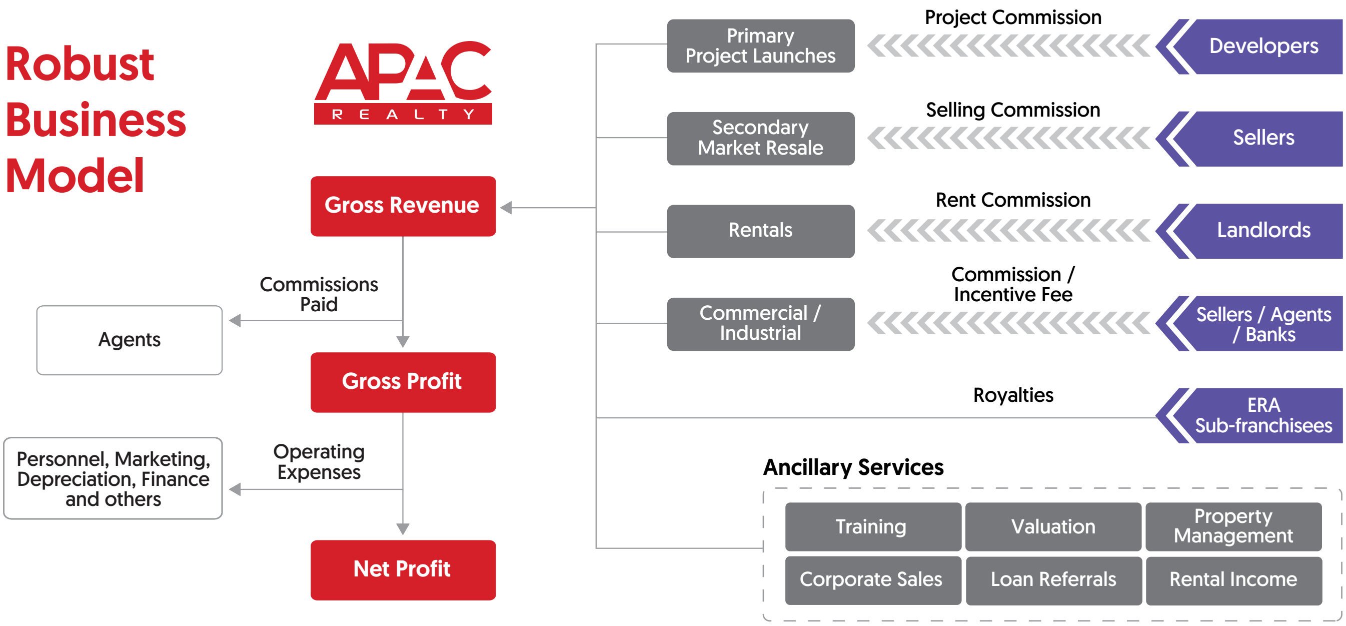
Derives royalties from sub-franchisees:

- Australia
- Cambodia
- China
- Japan
- Korea
- Laos
- Philippines
- Taiwan

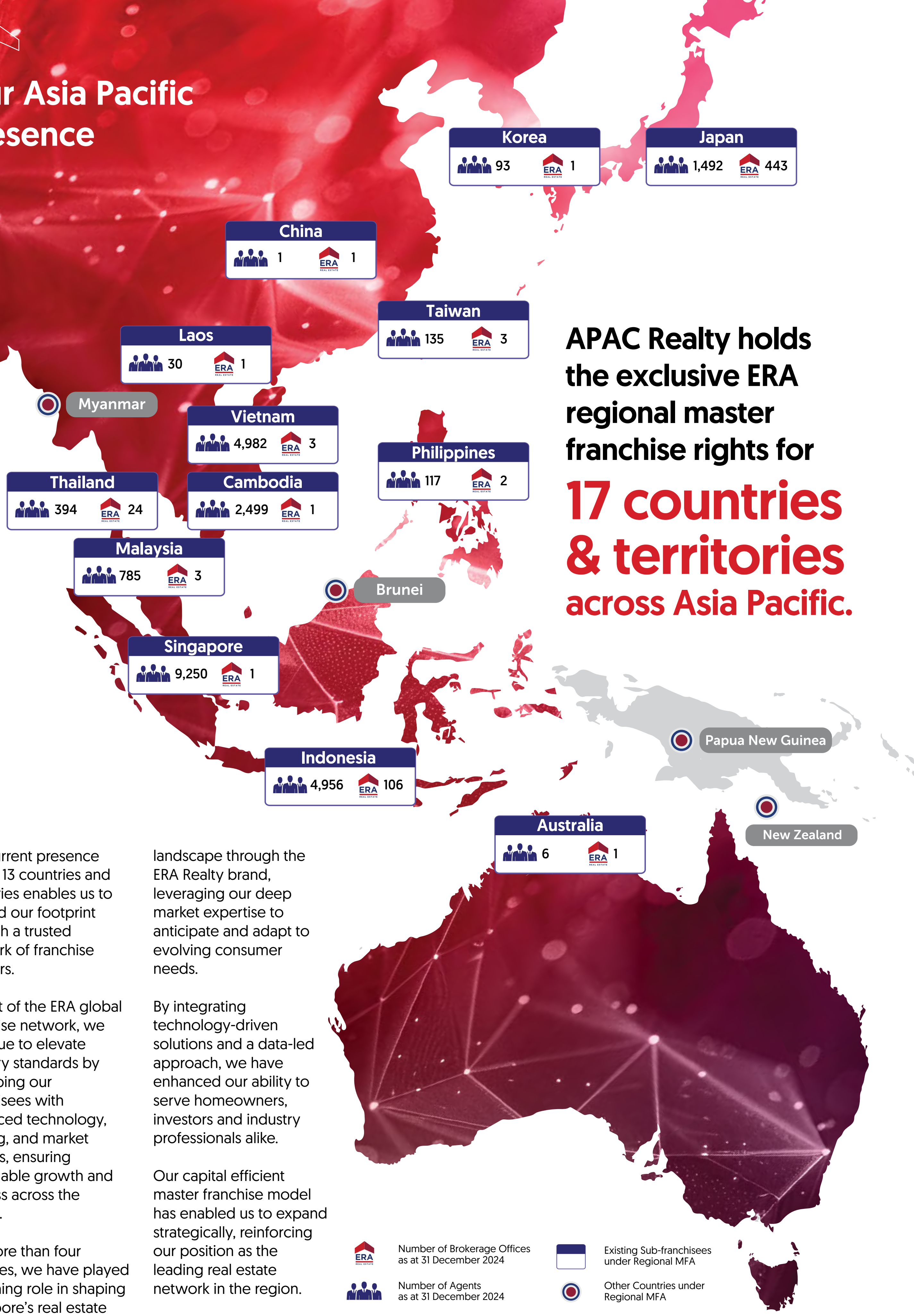
Derives revenue from:

- Training programmes and courses for real estate agents for professional certification exams and as part of continuing professional development regulations
- Valuation work undertaken on behalf of clients such as financial institutions, government agencies and property owners
- Property management services for real estate developments

Robust Business Model



Our Asia Pacific Presence



APAC Realty holds the exclusive ERA regional master franchise rights for

17 countries & territories across Asia Pacific.

Our current presence across 13 countries and territories enables us to expand our footprint through a trusted network of franchise partners.

As part of the ERA global franchise network, we continue to elevate industry standards by equipping our franchisees with advanced technology, training, and market insights, ensuring sustainable growth and success across the region.

For more than four decades, we have played a defining role in shaping Singapore's real estate landscape through the ERA Realty brand, leveraging our deep market expertise to anticipate and adapt to evolving consumer needs.

By integrating technology-driven solutions and a data-led approach, we have enhanced our ability to serve homeowners, investors and industry professionals alike.

Our capital efficient master franchise model has enabled us to expand strategically, reinforcing our position as the leading real estate network in the region.

Our Growth Strategies

Focus On Our People

At APAC Realty, our greatest strength lies in our people – a dynamic, regional network of trusted advisors, industry professionals and leaders who drive our success. We are committed to creating an environment where every individual is supported, valued and empowered to thrive. Through structured mentorship programs, leadership development initiatives and career progression pathways, we cultivate a culture of collaboration, continuous learning and excellence. By fostering an inclusive and high-performance workplace, we ensure that our agents and employees are equipped with the right skills, knowledge, and support to achieve their fullest potential.

Beyond professional growth, we prioritise well-being and community engagement, recognising that a strong, motivated workforce is key to long-term success. Our initiatives focus on work-life balance, mental wellness and team-building activities that strengthen connections across our OneERA family. Through our commitment to people-first leadership, we continue to build a workplace where passion meets purpose, ensuring that our team remains at the forefront of an evolving real estate landscape.

Strengthen and Expand ERA's Presence in Singapore

As one of Singapore's leading real estate agencies, ERA is committed to empowering agents, enhancing client experiences and driving industry leadership. To foster greater collaboration and efficiency, we are developing a centralised business hub, providing agents with enhanced training, digital tools, and client support in one seamless environment. Strengthening our trusted advisor network remains a key priority, as we continue to attract top industry talent through strategic recruitment and mentorship programs that nurture career growth.

Our ERA Academy plays a pivotal role in upskilling agents with industry-leading programs that keep them ahead of market trends. By integrating technology, professional development, and leadership pathways, we are cultivating a new generation of real estate professionals equipped for long-term success. Through these initiatives, we reinforce our position as the preferred real estate network in Singapore, ensuring our agents, clients and partners continue to thrive in an evolving market.

Expand Our Range of Services and Geographical Presence in Asia-Pacific

We continue to strengthen our regional presence by expanding into high-growth markets and diversifying into complementary real estate services. Our entry into the Philippines and Malaysia, alongside our growing presence in key markets such as Vietnam, Indonesia and Thailand, underscores our commitment to creating scalable opportunities for agents and investors. Through strategic partnerships, sub-franchise arrangements and acquisitions, we are deepening our foothold in the region while maintaining our focus on delivering value-driven brokerage services.

Beyond geographical expansion, we are diversifying into real estate-related services that offer higher margins, enabling us to drive long-term profitability and business sustainability. By integrating market insights, cross-border expertise and innovative service models, we enhance the real estate ecosystem while offering clients and agents greater flexibility, access to new opportunities and an elevated service experience. These efforts reinforce ERA's position as the most trusted real estate network across Asia-Pacific.

Enhance Our Technological Capabilities

Innovation remains at the core of ERA's strategy to empower agents and transform client experiences. We continue to invest in cutting-edge proptech solutions, enhancing workflow automation, data-driven decision-making and digital tools to support our growing network. Our proprietary SALES+ app, AI-powered insights and integrated CRM systems ensure that agents can deliver seamless, high-value real estate services with greater efficiency and precision. The development of a unified digital platform further strengthens our ability to provide clients with real-time market insights and enhanced user experiences.

As the real estate landscape evolves, we remain focused on leveraging technology to drive agent productivity and client engagement. Through strategic investments, partnerships and digital transformation initiatives, we equip our salesforce with the resources to stay ahead of industry shifts and deliver exceptional service. By continuously refining our tech-enabled ecosystem, we reinforce our role as the industry leader in innovation, ensuring our people are empowered to create meaningful impact in every interaction.

What Sets Us Apart

Dedication to Employee Excellence

People are our greatest asset. At APAC Realty, we are committed to attracting and retaining top talent by fostering an environment where employees can thrive, innovate and set new benchmarks in the real estate industry. Through continuous investment in their development and well-being, we ensure our team remains resilient and future-ready.

To support this, we provide extensive training and development opportunities through the in-house ERA Academy and embrace technology and AI-driven tools, such as the SALES+ application launched in 2022. By equipping our professionals with the skills and resources they need, we empower them to deliver exceptional service and stay ahead in a dynamic industry.

Training and Development

Our approach aligns with Singapore's Council for Estate Agencies ("CEA") regulatory framework, which recognises Continuing Professional Development as a key requirement. We prioritise upskilling to ensure our professionals meet the necessary training credits for license renewal while continuously enhancing their expertise.

Beyond training, we also cultivate an inclusive and diverse work environment, recognising its vital role in sparking innovation and driving business success. This commitment to employee excellence has earned APAC Realty recognition as one of the "Best Employers in Asia-Pacific 2025" by the Financial Times and Statista. This prestigious accolade highlights ERA Singapore's commitment to building a supportive and dynamic workforce, empowering our salesforce to deliver exceptional service and greater value to consumers.

Further reinforcing this commitment, ERA Singapore was awarded The Straits Times "Singapore's Best Customer Service 2024/2025" for the second consecutive year – an achievement that makes us the only real estate agency to have earned this distinction twice in a row.

THE STRAITS TIMES Singapore's Best Customer Service 2024/25 statista

FT FINANCIAL TIMES statista BEST EMPLOYERS ASIA-PACIFIC 2025

Empowering Through Innovation

A key pillar of our success is our ability to embrace technology and innovation. Since its launch in 2022, our proprietary SALES+ app has provided our agents with a powerful, all-in-one digital platform that enhances their ability to analyse market data, navigate industry shifts and deliver superior client experiences.

By integrating cutting-edge technology, SALES+ has become a game-changer, driving efficiency, fostering data-driven decision-making, and empowering agents to streamline the property journey for clients. This commitment to innovation ensures that ERA Singapore remains a leader in the real estate industry, equipping our professionals with the tools to excel in an ever-evolving market.

ERA provides an incredible support system that has allowed me to grow both professionally and personally.

The training programs and mentorship have been invaluable in helping me refine my skills and advance in my career.

What I love about ERA is the inclusive and dynamic work culture.

The company truly values its employees, and I feel empowered to innovate and contribute to the team's success.

SALES+ has completely transformed the way I work.

With instant access to market trends, financial tools, and AI-driven property insights, I can provide clients with accurate data on the spot. It's not just about efficiency — it allows me to make more strategic decisions and offer a level of service that truly sets me apart in a competitive market.

Leadership and Innovation in PropTech with SALES+

APAC Realty remains at the forefront of real estate innovation,

continuously leveraging technology to enhance agent productivity and elevate client experiences.

Our commitment to PropTech advancement stems from the belief that data, automation, and digital tools are essential in shaping the industry's future. By integrating cutting-edge solutions into our operations, we equip our salesforce with seamless, data-driven tools that enhance efficiency and decision-making.

We focus on optimising agent performance, automating processes, and delivering exceptional client experiences. Through continual investments in AI-powered analytics, smart automation, and an integrated platform, we ensure that our advisers stay ahead in an increasingly digital real estate landscape. These innovations enable our team to provide clients with real-time market intelligence, data-backed recommendations, and a frictionless transaction experience.

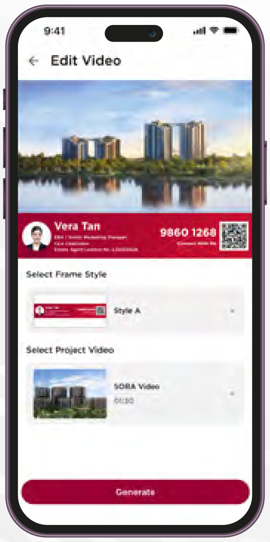
At the heart of our PropTech strategy is SALES+, our proprietary digital platform designed to streamline transactions, enhance client engagement, and optimise sales performance.

In an industry first, ERA became the first real estate agency in Singapore to integrate GPT-4o into our platform, transforming how salespersons interact with clients and access insights. This AI-powered enhancement reinforces our position at the forefront of real estate innovation, enabling smarter, more efficient agent-client interactions.

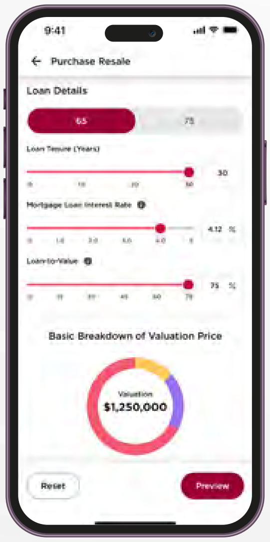
In FY2024, we introduced a series of enhancements to SALES+, further equipping our salesforce with advanced AI-driven tools, seamless transaction processes, and real-time insights.

One of the most significant innovations is the AI-Powered Property Report,

which provides comprehensive property insights, tailored AI-generated recommendations, and customised analysis for different client profiles.



Additionally, we integrated new launch project videos, featuring personalised salesperson contact details and clear calls to action, enhancing client engagement.

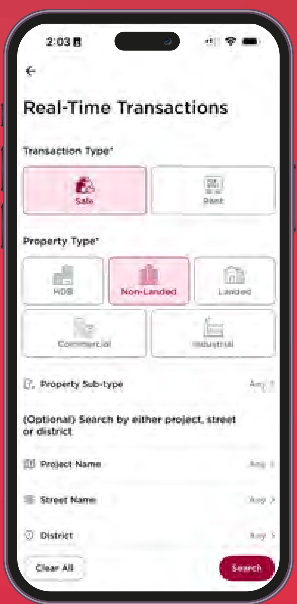


To support data-driven decision-making, over 11 specialised property calculators have been incorporated into SALES+, catering to private residential, commercial, and industrial properties.

These include tools for mortgage loan assessments, rental yield estimations, and decoupling calculations, equipping agents with precise financial insights to guide their clients effectively.

Recognising the need for streamlined operations, we launched Agent X,

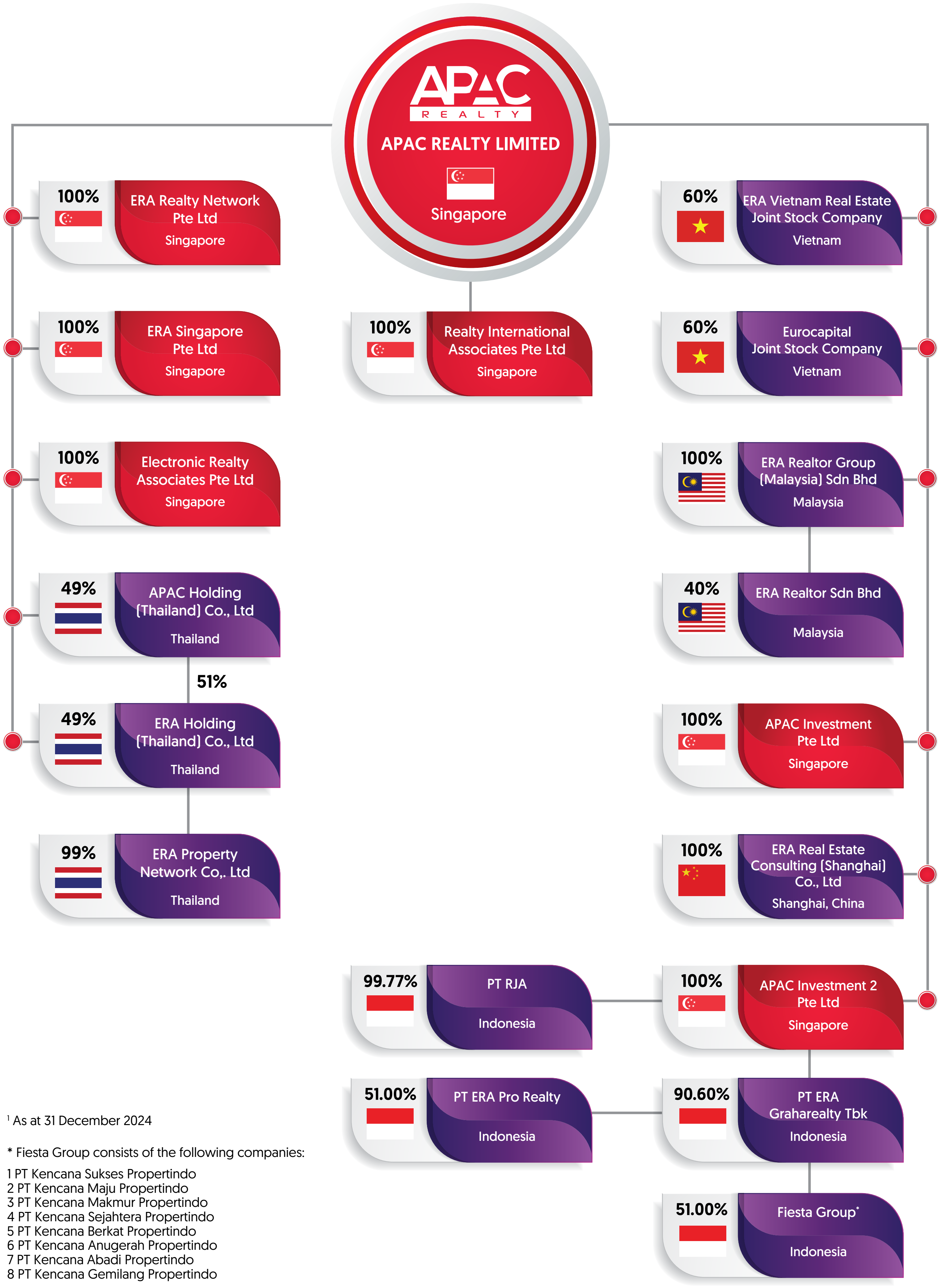
a robust CRM solution that optimises lead and recruitment management, enhancing productivity and efficiency. Further improving transaction processes, we integrated iSubmission, allowing salespersons to seamlessly submit resale HDB transactions anytime, anywhere through an intuitive and user-friendly interface.



To ensure our agents stay updated with critical industry developments, we introduced a centralised real-time newsfeed, consolidating updates from the agency, project marketing team, and tech teams. This feature provides a single source of truth, ensuring all essential information is easily accessible.

Through these enhancements, SALES+ continues to revolutionise the way our salesforce operates, equipping them with industry-leading tools to navigate the ever-evolving real estate landscape with confidence and efficiency.

Corporate Structure[1]



[1] As at 31 December 2024

* Fiesta Group consists of the following companies:

1 PT Kencana Sukses Propertindo
2 PT Kencana Maju Propertindo
3 PT Kencana Makmur Propertindo
4 PT Kencana Sejahtera Propertindo
5 PT Kencana Berkat Propertindo
6 PT Kencana Anugerah Propertindo
7 PT Kencana Abadi Propertindo
8 PT Kencana Gemilang Propertindo

Corporate Information

DIRECTORS
Mr. Chua Khee Hak (Executive Chairman)
Mr. Michael Yeh (Non-Executive Non-Independent Director)
Mr. Wong Hin Sun, Eugene (Lead Independent Director)
Ms. Tan Poh Hong (Non-Executive Independent Director)
Mr. Siew Peng Yim (Non-Executive Independent Director)

COMPANY SECRETARY
Ms. Ngiam May Ling, LLB (Hons)

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS
450 Lorong 6 Toa Payoh
#03-01 ERA APAC Centre
Singapore 319394

COMPANY REGISTRATION NUMBER
201319080C

SHARE REGISTRAR
Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

AUDITORS
Ernst & Young LLP
Public Accountants and Chartered Accountants
One Raffles Quay
North Tower, Level 18
Singapore 048583
Partner-in-charge: Mr. Alvin Phua Chun Yen, Chartered Accountant
(Appointed since reporting year ended 31 December 2024)

BANKS
DBS Bank Ltd.
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

RHB Bank Berhad
90 Cecil Street
RHB Bank Building
Singapore 069531

INVESTOR RELATIONS
Eleven Pte Ltd
7 Temasek Blvd
Level 32 Suntec Tower One
Singapore 038987
For enquiries, please email ir@apacrealty.com.sg

2024 Highlights

Key Highlights

39.9%
Market share by transaction volume in FY2024[2]

$561.0m
Revenue generated in FY2024

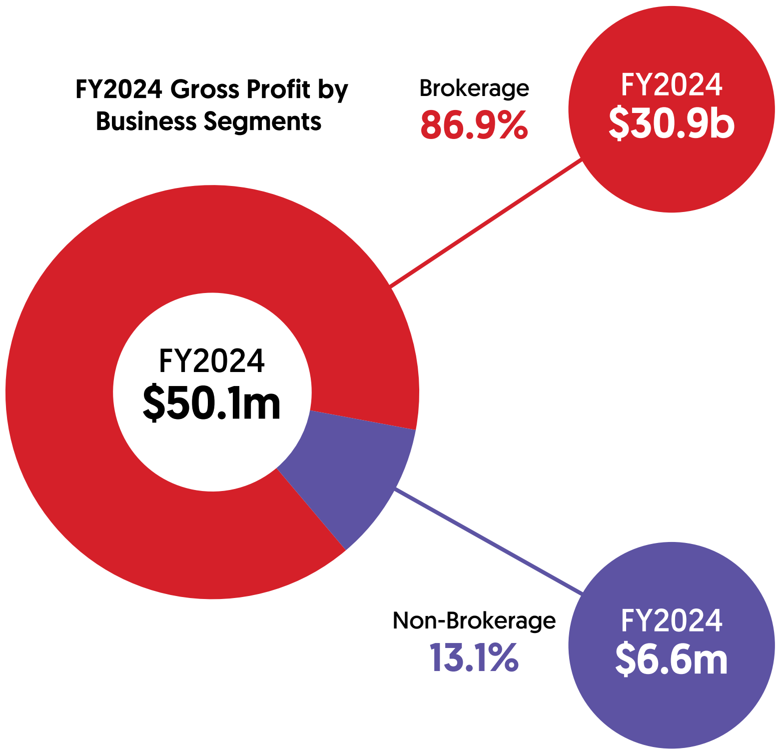
78.7%
Dividend payout for FY2024

4.7%
Dividend yield[3] for FY2024

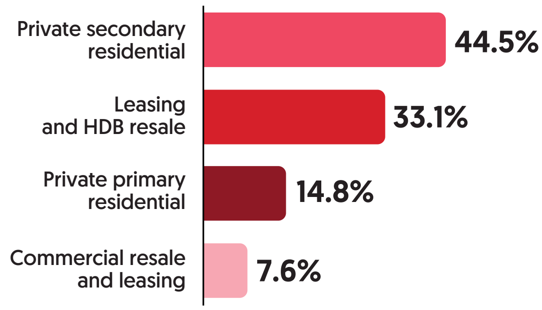
Notes:
[1] As at 31 December 2024
[2] Based on URA and HBD market data released on 24 January 2025
[3] Based on closing price of S$0.45 per share at 26 February 2025

Contribution by Our Business Segments

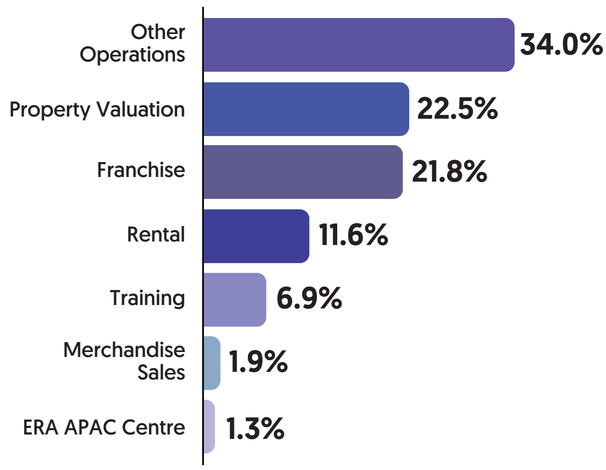
FY2024 Gross Profit by Business Segments



FY2024 Brokerage Transaction Value by Property Segment



FY2024 Non-brokerage Gross Profit by Business Segments



~42% of our non-brokerage gross profit consists of services offered to agents

Developments During The Year In Review

Jan 2024

APAC Realty Acquires Share Capital of ERA Fiesta Group

APAC Realty, through its subsidiary PT ERA Graharealty Tbk (ERA Indonesia), entered into seven Share Purchase Agreements to acquire 51% of ERA Fiesta Group. This acquisition encompasses seven real estate brokerage companies, strengthening our position in West Jakarta.

Apr 2024

APAC Realty Makes Foray Into The Philippines

Entered into a Franchise Agreement with Upper Room Realty (Phils.) Inc. ("Upper Room") for Metro Manila, Philippines, granting Upper Room the rights to operate or grant memberships for ERA member broker offices in Metro Manila for an initial 15-year term. This expansion marks the 13th country in ERA Asia Pacific's portfolio and strengthens the Group's regional growth strategy.

Jul 2024

Incorporation Of A Subsidiary

Incorporated a wholly-owned subsidiary in Malaysia, ERA Realtor Group (Malaysia) Sdn Bhd ("ERA Malaysia"), on 3 July 2024. The subsidiary was established as an investment holding company.

Aug 2024

Appointed Mr. Michael Yeh As Non-Independent And Non-Executive Director to the Board.

Sep 2024

ERA Singapore Clinched "Singapore's Best Customer Service 2024/2025" Award For The Second Consecutive Year.

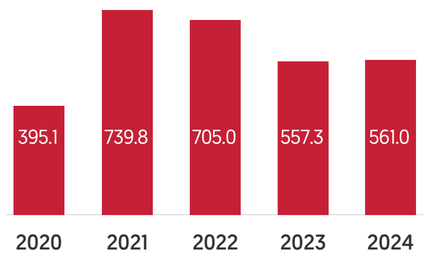
Oct 2024

Signed a Memorandum of Understanding with U.S.-based NexUS Global Realty, LLC to enhance cross-border real estate transactions and strengthen agent-investor relationships between the Asia-Pacific and U.S. markets.

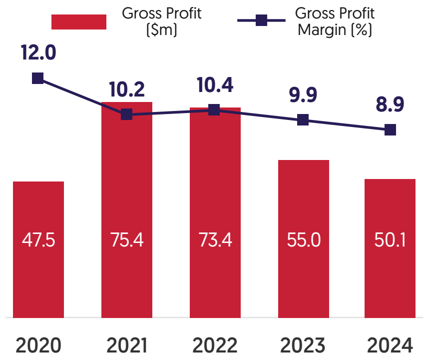
Nov 2024

ERA Singapore Lauded As "Best Employer In Asia Pacific" By The Financial Times And Statista.

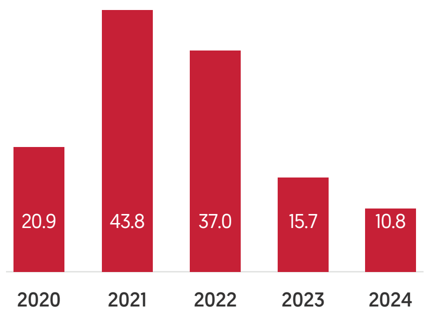
Revenue ($m)



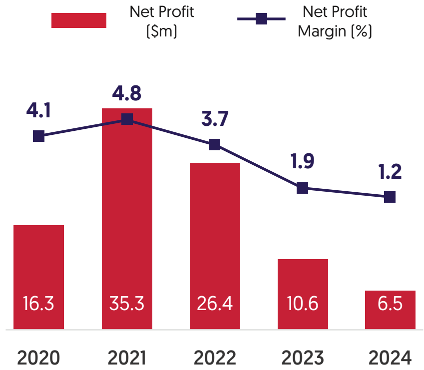
Gross Profit ($m) and GP Margin (%)



EBIT ($m)



Net Profit after Tax ($m) and NPAT Margin (%)



Group Simplified Financial Position

	FY2020 $'000	FY2021 $'000	FY2022 $'000	FY2023 $'000	FY2024 $'000
Assets					
Plant and equipment	73,918	72,848	73,858	72,472	**70,364**
Intangible assets	97,719	96,890	104,008	111,189	**109,505**
Right-of-use assets	3,710	1,988	230	1,054	**1,723**
Trade and other receivables including recoverables	106,991	156,910	158,370	113,667	**101,618**
Cash and cash equivalents including fixed deposits	35,519	54,065	49,674	44,052	**39,950**
Other assets	3,427	3,149	2,260	236	**314**
Total	321,284	385,850	388,400	342,670	**323,474**
Total Equity					
Capital and reserves	154,752	160,914	160,212	158,385	**158,048**
Non-controlling interests	(164)	(250)	158	396	**(148)**
Liabilities					
Borrowings					
Non-current	48,817	45,917	-	40,133	**37,039**
Current	2,900	2,900	45,917	3,093	**3,093**
Trade and other payables	101,789	161,762	169,114	129,646	**114,641**
Lease liabilities					
Non-current	1,738	44	19	420	**1,105**
Current	1,879	1,694	118	628	**361**
Taxation					
Deferred	4,200	4,089	4,343	4,493	**4,315**
Current	4,159	7,481	6,753	3,389	**2,884**
Other liabilities	1,214	1,299	1,766	2,087	**2,136**
Total	321,284	385,850	388,400	342,670	**323,474**

Letter From The Executive Chairman

In the year ahead, we are committed to leverage our extensive marketing capabilities, deep market knowledge and strategic partnerships to maximise visibility and drive strong sales performance across these upcoming launches.

Chua Kee Hak
Chairman

Dear Shareholders,

It is my privilege, on behalf of the Board of APAC Realty Limited ("APAC Realty" or the "Group"), to present the annual report for the fiscal year ended 31 December 2024 ("FY2024").

This past year, broader macroeconomic challenges continued to linger against a backdrop of geopolitical issues, a new administration in the U.S. and ongoing trade tensions. For Singapore, these impacted both investment sentiment and housing affordability as well.

Despite a slow 1H2024 due to an overhang from 2023's high-interest rate environment, we saw a rebound in growth, particularly in the latter half of the year, reversing a 2023 decline. Home prices held steady due to strong demand, as the HDB resale market also experienced robust buyer interest.

As a result, the Singapore government introduced additional cooling measures such as stricter regulations on Loan-To-Value ratios and the Total Debt Servicing Ratio framework. These reflect a continued steer to balance the interests of buyers, sellers, and the broader economy, and maintain a stable and sustainable property market.

Meanwhile, central banks worldwide started to cut interest rates in line with slowing inflation at the end of the year, marking the start of a more hawkish tone whilst maintaining a sense of watchful cautiousness of what's to come in 2025.

Resurgence in Singapore's Private Property Market in 2H2024

Buyer confidence surged across the board as interest rates started coming down, leading to a hive of market activity at the tail-end of 2024. The private residential market in Singapore saw a significant uptick in new launch activity and robust performance as developers released a slew of projects in the latter part of 2024 to capitalise on favourable market conditions, lower mortgage interest rates and pent-up demand.

Several developments achieved remarkable sales figures upon launch. For instance, Emerald of Katong sold 99% of its units within two days of its launch in mid-November. Similarly, Chuan Park also received an overwhelming response, selling out 76% at its launch. These new launches led to a 2.3% q-o-q increase in private home prices in the last quarter of 2024, as opposed to a decline in 2023.

These new launches led to a 2.3% increase in private home prices in the last quarter of 2024, as opposed to a decline in 2023. New home sales in the last quarter of 2024 accounted for just above half of new homes sold in 2024 and was at its highest since 3Q2021.

According to the URA, the total number of private residential transactions in FY2024 stood at 21,950 units, a 15.3% growth from 19,044 units in FY2023. This was largely due to lower borrowing costs following the Fed's interest rate cuts since September and better-than-expected economic growth. Resale transactions in the private residential sector also saw growth, with 14,053 transactions recorded in FY2024, an 24.0% increase from 11,329 transactions the previous year on the back of more new home completions.

The property market in 2024 was reflective of genuine upgraders' demand, with buyers welcoming rate cuts as a much-needed reprieve from the higher interest rate environment since 2022.

Although we saw higher home prices, majority of the buyers' affordability remained constrained by the price quantum. This highlighted sustained demand across various regions, reinforcing confidence in the market and showcasing the strong appetite for quality homes across Singapore.

Charting the Pathways to ERA Singapore's Continued Leadership

ERA Singapore, our core real estate business, continued to maintain its market share in FY2024. ERA Singapore was appointed as the marketing agency for 23 new home projects this year, with over 6,647 units launched across the country.

Despite the challenging conditions, ERA Singapore successfully maintained a market share of approximately 40% in private residential transactions based on publicly available market data, recording 20,761 property sales transactions in FY2024 compared to 18,911 in FY2023.

As a preferred marketing agency for new homes launches, ERA Singapore has secured a strong pipeline of quality new home projects for ERA salespersons to take to the market in FY2025. Currently standing at 29 residential projects, located across Singapore's Core Central Region, Rest of Central Region and Outside Central Region, we expect to see an aggregate of 15,000 new home units set to launch in FY2025.

This robust pipeline presents a significant opportunity for ERA Singapore to further strengthen its market leadership. With these new projects spanning key regions across Singapore, our trusted advisors will be well-positioned to offer a diverse range of options to homebuyers.

In the year ahead, we are committed to leverage our extensive marketing capabilities, deep market knowledge and strategic partnerships to maximise visibility and drive strong sales performance across these upcoming launches.

ERA Singapore now has more than 8,800 salespersons (as at 28 February 2025), holding a 24% share of the Singapore property market, according to data from the Council of Estate Agencies. This reaffirms our leadership position in the market as we work to continually grow our pool of trusted advisors in the coming year.

At APAC Realty, our people drive our success and we are committed to nurturing top talent in an environment that encourages growth and innovation. Through continuous investment in their development and well-being, we foster a collaborative and supportive culture where our agents can thrive.

With extensive training at ERA Academy and by embracing teamwork and forward-thinking solutions, we empower our advisors to excel and set new benchmarks in Singapore's dynamic real estate industry.

Our CMIS team continued to make inroads in the Singapore market, as the team played a key role in closing several transactions in FY2024. These included a landed redevelopment site at Shrewsbury Road at $15.5 million, a landed site in District 16 at $10 million, a shophouse in Bugis for $42 million, 25 industrial units in Cititech Industrial Building and Citilink Warehouse Complex with a combined value of $33.7 million, 3 office units at Sunshine Plaza for $6.4 million and 1 office unit in 111 Somerset for $1.7 million.

During the year, the CMIS team also secured marketing agency appointments for the marketing of shophouses at Pagoda Street, a ground floor retail and carpark at Holland Road Shopping Centre, retail podium in a commercial building near Bendemeer MRT station and a JTC industrial property in Tampines. Together, these exclusive mandates totalled an estimated value of $260 million. We were also the joint marketing agent for the sale of strata units in Fortune Centre, The Venue Shoppes, Visioncrest Orchard and 111 Somerset.

Singapore To Remain A Safe Harbour For Property in FY2025

Though recent interest rate cuts and a more positive economic outlook have breathed new life into the new launch market, challenges remain with the possibility of higher-for-longer interest rates, the new U.S. presidency, as well as ongoing trade tensions that could impede Singapore's economic growth.

Going forward, with fewer completions expected in 2025, we may see a supply crunch in the secondary market, prompting buyers to pivot toward the new home market instead. While unsold stock has gradually tapered to 19,606 in 4Q 2024, the upcoming 24 new home launches in 2025 will inject a fresh supply of new homes.

As such, we remain cautiously optimistic about Singapore's residential market in the coming year. Supported by strong fundamentals and robust housing policies, Singapore is likely to strengthen its position as a 'safe harbour' amid potentially stormy conditions. This could, in turn, boost buyer confidence and bolster demand for new private homes even in the face of a challenging global landscape.

Regionally, APAC Realty remained focused on expanding its footprint in Southeast Asia in FY2024 with a franchise agreement in Manila, Philippines, strengthening our regional presence with our entry into the Philippines, the incorporation of a new subsidiary in Malaysia, and a strategic partnership in the U.S.

Together, we will work to improve market access, facilitate smoother transactions and strengthen the relationships between our investors, agents and real estate professionals, driving growth and expanding our reach in our regional markets.

Stable Financial Performance and Consistent Dividends

In FY2024, APAC Realty recorded a total revenue of $561.0 million, compared to the previous year's $557.3 million. This is attributed to a healthy revenue contribution from the rental and resale sectors, which generated $445.1 million, from $403.4 million in FY2023. New home sales revenue decreased by 25.7% year-on-year to $107.9 million, attributed to the lack of project launches during the first nine months of 2024. Net profit for FY2024 stood at $6.5 million, compared to the previous year's $10.6 million.

The Board is pleased to declare a final dividend of 1.2 Singapore cents per share for FY2024. Based on APAC Realty's closing share price of $0.45 on 26 February 2025, the total dividend of 2.1 Singapore cents per share for FY2024 represents a dividend yield of 4.7%.

Together with the interim dividend of 0.9 Singapore cents per share paid out in September 2024, the total dividend payout for FY2024 represents 78.7% of profit after tax and non-controlling interests but before Performance Share Plan cost of $2.3 million. This aligns with our dividend policy of distributing between 50% and 80% of profits, ensuring shareholders benefit from strong returns while maintaining financial flexibility.

Acknowledgments and Appreciation

This year, we welcomed Mr Michael Yeh to our Board in August 2024 as a Non-Independent and Non-Executive Director of the Group, as well as a Member of Audit and Risk, Nominating and Remuneration Committees. On behalf of the Board, we would like to take this opportunity to express our sincere appreciation to Mr Andrew Scobie Hawkyard who has retired in the above capacity, for his invaluable contributions.

My deepest appreciation extends to our leadership team for their strategic vision and adaptability in navigating a volatile market landscape. I would also like to thank all our employees, shareholders and business partners for their continued support and trust throughout FY2024.

As we enter FY2025, we remain committed to our vision of being a regional leader in the real estate industry, dedicated to creating value for our stakeholders. We are confident that our strategic initiatives and market presence will continue to drive APAC Realty's long-term growth.

Yours sincerely,
Chua Kee Hak
Executive Chairman
APAC Realty Limited

In Conversation With The CEO

Anchored on our mission to "Empower People, Transform Lives", 2024 was a year of strategic expansion and innovation with a focus on our people.

Marcus Chu
Chief Executive Officer

As I reflect on our roadmap in the past three years from 2021 – 2023, the significant investments and technological advancements to strengthen our core operations have borne fruit. Over that term, our focus had been on enlarging our base of trusted advisors, driving a robust digital transformation through the launch of our SALES+ platform, and creating value via strategic regional expansion. These efforts have not only cemented our industry leadership but also set the stage for the next phase of our growth.

At ERA, trust is the foundation of everything we do. Beyond enhancing our market share and technological advancements, authentic and sincere service is what truly sets us apart. To us, real estate is more than just closing transactions – it is about helping people find homes where they can build their dreams and realise their future. This is why we prioritise client empowerment, ensuring that every individual we serve is equipped with expert guidance, transparent insights and tailored solutions.

Building on this strong foundation, in FY2024, we introduced a refreshed three-year roadmap for 2024 – 2026, reorienting our priorities around three essential pillars: **People, Projects and Platforms**. This roadmap not only reinforces our ambition for sustained market leadership but also underscores our commitment to trust, innovation and excellence. By continuing to partner closely with our agents, developers and stakeholders, and by keeping the needs of homebuyers at the heart of our strategy, we aspire to shape a future where real estate services go beyond transactions to empower and inspire homeownership dreams.

What were your key Masterplan achievements in 2024?

People

Our renewed focus on People underscored the importance of nurturing talent and fostering a collaborative culture for our trusted advisors. We are committed to investing in comprehensive training and development programs, ensuring that every team member is equipped with the latest skills to excel in an ever-changing environment.

At the same time, we have continually introduced initiatives aimed at enhancing engagement and collaboration, laying the groundwork for a more agile and responsive workforce. In partnership with Nanyang Polytechnic, our customised training programme developed in 2023, equipped our agents with the vital digital marketing skills to maintain a competitive edge. In parallel, our leadership development programs were expanded to identify and cultivate future leaders, thereby securing a strong succession pipeline and ensuring the sustained excellence of our organisation.

ERA Singapore's commitment to agent development continues to be a key driver of its success. In 2024 alone, the company held 421 training events – an average of 35 sessions per month, providing agents with approximately 56 hours of training each year. 42% of sessions focused on technology, enabling agents to fully leverage the SALES+ Super App. 39% were dedicated to upskilling, strengthening expertise across diverse market segments.

Throughout the year, our leadership team also hosted ERA's signature suite of training camps and classes such as the 'Ultimate Sales Warrior Camp' and 'Ultimate Leadership Warrior Camp', as well as an introductory course to jumpstart agents' careers - 'AccelERAtion'.

In addition, we held 52 sessions of Ultimate Agent Seminars such as our 'Project Expert' series, arming our agents with specialised project-related training to sharpen their skillsets and unlock their full potential in the area of project sales. Such seminars are also designed to equip our agents with the latest market updates, project launches, USPs and marketing techniques.

By combining cutting-edge tech training with industry-focused skill development, ERA ensures our agents stay ahead in an ever-evolving real estate landscape.

Projects

The Projects pillar of our roadmap was centred on the launch of several strategic initiatives designed to expand our market presence and drive operational efficiency for new launches. ERA has been the preferred marketing agency for all major real estate developers' new launches since 1997.

In 2024, we were proud to be involved in marketing 23 high-quality residential projects across Singapore's key regions: Core Central Region, Rest of Central Region, and Outside Central Region. This diverse portfolio empowered our trusted advisors to reach out and cater to a wide range of client needs and market segments.

Working with industry leaders, financial experts and our agents, we delivered expert insights around Singapore's real estate market this year through our ever-popular Ultimate Consumer Seminars. We hosted 38 value-driven sessions through the year, engaging closely with property buyers, investors and homeowners.

Over two days in August 2024, we hosted our Property Mega Show – a platform for homebuyers, investors and sellers to explore property trends, financing options and homebuying strategies. Drawing nearly 500 attendees, our Property Mega Show offered an unparalleled experience featuring exclusive project previews, expert-led seminars and personalised consultations with ERA's leadership team.

To further enhance our strategic approach and outreach to homebuyers, we conducted the inaugural ERA "My Dream Home Survey" in collaboration with Ngee Ann Polytechnic, gathering insights from 1,737 respondents across different demographics. By leveraging these insights, we have fine-tuned our advisory approach and project marketing strategies to better align with homebuyers' aspirations.

The survey findings not only reinforce our commitment to data-driven decision-making but also serves as valuable data and insights that empower our real estate development partners, as homebuyer demands and needs evolve. This strategic alignment ensures that we continue to play a pivotal role in shaping Singapore's property landscape while delivering exceptional value to both developers and homebuyers.

Platforms

Our commitment to Platforms was reflected in the ongoing evolution of our digital ecosystem. What sets us apart is our inhouse innovation and technology team – established industry experts and specialists in eCommerce solutions who work tirelessly to scale and improve our cutting-edge, proprietary SALES+ platform. Integrating advanced analytics and AI-driven insights, SALES+ is on track to become a super app which will further drive our agents' capabilities in lead generation, presentations, negotiation skills and sales conversions.

This year, we've taken SALES+ to the next level with some game-changing upgrades! One of the biggest highlights is our AI-powered property report, which gives tailored recommendations based on different client needs – making the buying and selling process even more seamless. We've also added new launch project videos that not only showcase properties but also include personalised salesperson contact details with a clear call to action. On top of that, we've packed in over 11 specialised property calculators for everything from private residential and commercial properties to mortgage loans, rental yield, and even decoupling calculations. And let's not forget Agent X – our powerful new CRM solution that helps our sales teams manage leads and recruitment more efficiently than ever.

We also made things easier for HDB resale transactions by integrating iSubmission into SALES+, allowing salespersons to submit deals anytime, from anywhere, with just a few clicks. Plus, we introduced a centralised newsfeed that brings together all the latest updates from project marketing, agency, and Tech in one place – so our sales teams always stay in the loop. With all these new tools, automation, and insights, SALES+ is now more powerful than ever, helping our teams work smarter and deliver an even better experience for clients.

Investments in scalable IT infrastructure and user-centric enhancements ensure that our digital solutions remained secure, responsive, and intuitive. Technology remains at the heart of ERA's growth strategy. This digital transformation is not only about upgrading technology, but about creating an ecosystem that could support our people and projects, enabling us to adapt rapidly to market changes and maintain a competitive edge.

What Were ERA's Key Highlights of 2024?

Anchored on our mission to "Empower People, Transform Lives", 2024 was a year of strategic expansion and innovation with a focus on our people. Through technology investments, enhanced training and cross-border opportunities, we empowered our agents to thrive while transforming client experiences with innovative, insight-driven solutions that redefine real estate transactions.

Building on our legacy as the first real estate agency to establish an Asia Pacific regional footprint since 1999, we further expanded our footprint in Southeast Asia in FY2024. We entered into a franchise agreement with Upper Room Realty (Phils.) Inc. for Manila, Philippines, with a view to recruit up to 1,000 salespersons and a focus on Metro Manila in the first three years of operations. We believe this will enable us to capture further growth as the Philippines market benefits from a GDP growth of 5.6% in FY2024.

With this expansion, ERA Asia Pacific now has a presence in 13 countries, further bolstering the Group's regional growth strategy, especially as our operations in Indonesia, Vietnam, and Malaysia continue to perform well.

In January 2024, our Indonesian subsidiary, PT ERA Graharealty Tbk or ERA Indonesia acquired a 51% stake in ERA Fiesta – one of the largest franchised member brokers in Indonesia, at a purchase consideration of IDR11.2 billion (approximately $1.0 million). Designed to strengthen ERA Indonesia's network and better position the Group for the next market upcycle, ERA Fiesta contributed $1.7 million revenue to the Group in 2024 since the acquisition.

Vietnam's property market has shown notable improvements recently, with ERA Vietnam experiencing significant growth in 2024. Its revenue surged by approximately 61%, reaching $5.3 million. Looking ahead to 2025, we anticipate continued recovery and expansion in the real estate sector, driven by interest rate cuts, rising investor confidence and supportive government policies. Additionally, the easing of supply constraints and increased foreign investment are expected to further accelerate this positive momentum.

In October 2024, we inked a Memorandum of Understanding with U.S.-based NexUS Global Realty, LLC. This strategic alliance aims to enhance cross-border real estate transactions, leveraging the complementary strengths of both firms. By strengthening cross-border ties between the Asia-Pacific and U.S. markets, our collaboration seeks to create more opportunities for investors and agents across both regions.

We have also recently renewed our enduring franchise agreement with ERA Japan, a significant partnership that has thrived since 2000. Looking to the future, we are excited to extend this brand franchise rights in Japan for the next 25 years. Our long-term partnership with Japan's largest real estate franchise network – comprising over 443 brokerage offices and close to 1,500 agents – will pave the way for even greater successes.

What Were Your Proudest Moments In 2024?

At ERA Singapore, our unwavering commitment to empowering people and transforming lives is reflected in the recognition we have received for both service excellence and workplace culture. These accolades reinforce our dedication to fostering a dynamic workforce and delivering exceptional client experiences.

Renowned for delivering exceptional results, ERA Singapore consistently leads the industry not only in transactions, but more importantly, in ensuring client satisfaction. In September 2024, ERA Singapore was conferred The Straits Times' "Singapore's Best Customer Service 2024/2025" award for the second consecutive year, making us the only real estate agency to achieve this distinction twice in a row. This award, determined through rigorous evaluations of customer satisfaction, highlights our client-first approach and commitment to setting new industry standards in service excellence.

Following this, in November 2024, ERA Singapore was honoured as one of "Asia-Pacific's Best Employers 2025" by The Financial Times and Statista. Among the 21 Singaporean companies recognised, ERA Singapore secured the highest ranking, reinforcing our position as a real estate leader in both service excellence and workplace culture.

These accolades reaffirm our vision of empowering our people, ensuring they are supported, trained and equipped to provide best-in-class service. We have accomplished incredible milestones together in FY2024, and 2025 offers new pathways to accelerate our growth. As we continue to innovate and lead in line with our mission to "Empower People, Transform Lives", we remain committed to embracing innovation, striving for excellence and uplifting those around us, while delivering excellence for both our clients and our agents.

Marcus Chu
Chief Executive Officer

Board of Directors

Mr. Chua Khee Hak
Executive Chairman

Mr. Chua was first appointed to the Board on 4 September 2017 and re-elected on 25 April 2018, 22 April 2019, 21 April 2022 and 22 April 2024. He joined our Group in 1990 (under the previous holding company of our subsidiaries) and was the President of our Group before being appointed as the Chief Executive Officer in August 2013 and Chairman in July 2019.

He stepped down as Chief Executive Officer on 30 June 2021 but remained as Chairman of the Group. Prior to joining our Group, he was with the Public Works Department of Singapore from 1984 to 1990, his last held position being head of building management and building development services.

Mr. Chua holds a Bachelor of Science (Building) (Hons) and a Master of Science (Project Management) from the National University of Singapore. He also holds a Diploma in Computer Studies from the National Centre for Information Technology and a Certified Diploma in Accounting & Finance from the Chartered Association of Certified Accountants.

Mr. Wong Hin Sun, Eugene
Lead Independent Director

Mr. Wong was appointed to the Board on 15 July 2019 and re-elected on 18 June 2020, 21 April 2022 and 22 April 2024. Mr. Wong founded Sirius Venture Capital Pte Ltd in September 2002 and has been its managing director since its incorporation. He is the Non-Executive Chairman of Tangram Asia Capital LLP.

He is currently Deputy Non-Executive Chairman of NTUC LearningHub Pte Ltd. He is also the Non-Executive Vice-Chairman of Japan Foods Holding Ltd, the Lead Independent Director of Alliance Healthcare Group Limited and Deputy Non-Executive Chairman of Jason Marine Group Limited, all listed on SGX-ST.

Mr. Wong graduated from the National University of Singapore with a bachelor of business administration (first-class honours) and obtained a master of business administration from the Imperial College of Science, Technology and Medicine at the University of London. He also completed the Owners President Management Program from the Harvard Business School. He is a Chartered Financial Analyst, Chartered Director and also a Fellow of the UK Institute of Directors and Singapore Institute of Directors.

Ms. Tan Poh Hong
Non-Executive Independent Director

Ms. Tan was appointed to the Board on 1 October 2020 and was re-elected on 20 April 2023. She is an Independent Director of Sheng Siong Limited, Centurion Corporation Limited, Vicom Ltd, AnnAik Limited and OTS Holdings Ltd which are all listed on the Singapore Stock Exchange. She is Singapore's Non-Resident Ambassador to the Kingdom of Denmark.

Prior to joining the Group, she was the Chief Executive Officer of Agri-Food & Veterinary Authority (AVA) of Singapore from 2009 to 2017. Prior to her appointment at AVA, Ms. Tan was the Deputy CEO of the Housing and Development Board (HDB) from 2004 to 2009. Ms. Tan has also held various headship positions throughout the HDB, with oversight of corporate governance, organisational development and transformation, human resource management, public communications and community engagement. She has extensive experience in policy development and led operations for sales and estate management.

Ms. Tan holds a BSc (Hons) in Estate Management from the National University of Singapore (1981), and a Master of Business Administration (with Distinction) from New York University (1988). Ms. Tan was awarded the Public Administration Medal (Gold) in 2013, and the Public Service Medal in 1999 by the Singapore Government.

Mr. Siew Peng Yim

Non-Executive Independent Director

Mr. Siew was appointed to the Board on 12 May 2023 and re-elected on 22 April 2024. He currently serves as Chief Executive Officer of Ice Cream Division, Fraser & Neave Limited, Chief Executive Officer of Times Publishing Limited, and Managing Director of F&N Foods Pte Ltd. From 2012 to 2014, Mr. Siew was Chief Operating Officer and Chief Financial Officer of Times Publishing Limited.

Over the years, Mr. Siew through his Chief Financial Officer role has gained extensive experience in auditing, financial management, corporate finance (IPO and M&A related activities) and corporate tax restructuring. In addition, as his transition to the CEO role, he has been involved in managing diverse businesses from different industries with a strong focus on strategic review of business expansion and transformation within Asia region. He has held numerous directorships, including SGX-ST listed HTL International Holdings Limited, and Fung Choi Media Group Limited (delisted from the SGX-ST in 2017).

Mr Siew graduated with a Bachelor of Accountancy from National University of Singapore, and is a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants. In May 2007, he was awarded the CFO of the Year Award for companies with less than $500 million market capitalisation under the Singapore Corporate Awards.

Mr. Michael Yeh

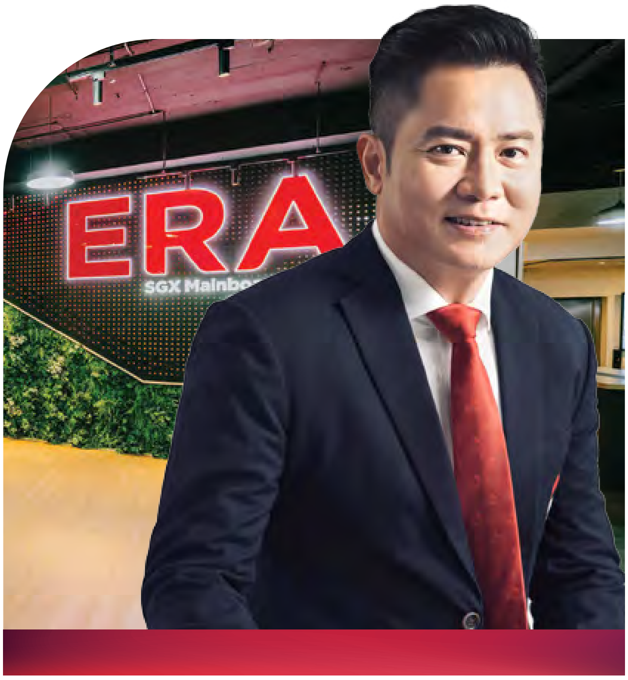
Non-Executive Non-Independent Director

Mr. Yeh was first appointed to the Board on 8 August 2024. He is an Executive Director of Morgan Stanley and is a member of the Investment Committee at Morgan Stanley Private Equity Asia ("MSPEA").

He joined Morgan Stanley in 2011 and has been spearheading the firm's middle market buyout and private equity investment activities in Southeast Asia and Greater China over the past 14 years. He was instrumental for several high profile transactions in the region for MSPEA such as investments and divestments of Microlife Corporation, DSG International (Thailand), CTCI Group, E.Sun FHC, and CTBC FHC.

He currently holds numerous directorships at MSPEA portfolio company boards including Microlife Corporation and APAC Realty. He graduated from New York University Stern School of Business with a Bachelor of Science degree in Finance.

Management Team



Mr. Marcus Chu
Chief Executive Officer

In 1996, Marcus found himself captivated by the success story of ERA's then-top salesperson. It was a tale that spoke of potential and of the transformative power within ERA. Inspired by this narrative, Marcus realised ERA possessed the formula to unearth greatness in individuals, regardless of their industry background. He viewed ERA not simply as a real estate company but as a platform for personal and professional advancement. Marcus would later go on to replicate this success himself, eventually becoming CEO of ERA Singapore, ERA Asia Pacific, and APAC Realty.

Over the past 28 years, Marcus witnessed the evolution of the real estate industry first hand. From the introduction of mobile technology to the proliferation of digital transactions, he has observed the landscape undergo significant shifts. Looking ahead, Marcus understands that change is the only constant. As technology continues to revolutionise the way we conduct transactions, he anticipates a digital future where tech-savvy agents thrive in an increasingly digital market.

Ms. Doris Ong
Deputy Chief Executive Officer

Doris joined the Group in 1991 and led ERA's foray into project marketing. Today, she heads the project marketing team and is responsible for forging strategic partnerships with property developers, whilst spearheading new business opportunities in Singapore.

Under her strong leadership, ERA has emerged as one of Singapore's leading project marketing real estate agencies. Since its inception, the team has sold more than 60,000 new homes, with more than 450 projects launched. Today, the project marketing team oversees a multi-billion dollar portfolio.

She was appointed the chairperson of the company's Management Sustainability Committee in February 2023. Almost $1 million has been raised to benefit various causes. The ESG committee has also collaborated with various organisations to create more awareness to go green, inspire sustainable practices, and to encourage people to give back to the community.

Doris graduated with a Bachelor Degree of Science (Honours) in Real Estate from the National University of Singapore. She is a Licensed Appraiser registered with the Inland Revenue Authority of Singapore and a Member of the Singapore Institute of Surveyors and Valuers.

Mr. Kevin Lim
Chief Agency Officer

Kevin joined the ERA family in 2003. He started as a rookie sales associate and rose swiftly to the position of division director in just 6 years in the light of his strong sales performance and management abilities. Kevin has been awarded with numerous top sales and leadership awards and was appointed APAC Realty Chief Agency Officer in 2022, working closely alongside CEO Marcus Chu & Deputy CEO Doris Ong.

A proud father of twin girls and only in his early 40s, Kevin also founded Preeminent Group, the largest real estate group in Singapore with almost 4,000 agents. A true inspiration, Kevin has guided thousands of agents to attain success and financial freedom over the years, with Preeminent Group producing some of the highest-performing realtors within the industry. Kevin walks the talk too – he is adept at team-building, and is well-versed with on-the-ground sales planning, project marketing and the latest industry trends.

Kevin was the first recipient of the ERA Honorary Award & Lifetime Achievement Award for his outstanding achievements and leadership, as well as various contributions and selfless service to the organisation and the industry.

Mr. Eugene Lim
Key Executive Officer

Eugene joined the Group in 1991 and returned in 2003. He is a well-respected real estate opinion leader, and the media frequently seeks his professional views on the real estate market and its pertinent issues. Eugene appears regularly on television and radio and is often quoted in print and online media. A highly regarded leader in the real estate industry, Eugene is an executive committee member of the Singapore Estate Agents Association.

As Key Executive Officer, Eugene is responsible for the proper administration and overall management of the Estate Agency's business and for supervising its Real Estate Salespersons. He is the Council of Estate Agencies' go-to person for all matters concerning Estate Agency and Salespersons' licensing, registration, regulatory, compliance, complaints and feedback management, and professional development.

He is also ERA's key representative when working with various government ministries and statutory boards, such as the Ministry of National Development, Urban Redevelopment Authority, Housing & Development Board, Singapore Land Authority and the Singapore Police Force.

Having also spent seven years working for publicly listed property developers DBS Land and CapitaLand, Eugene has over 34 years of extensive real estate agency and real estate development experience. Eugene holds a Bachelor of Science (Hons) in Estate Management and a Master of Science (Real Estate) from the National University of Singapore.

Management Team

Mr. Poh Chee Yong
Chief Financial Officer

Chee Yong joined the Group in 2011. He heads the finance and commission teams, and is responsible for financial management and implementing controls to safeguard assets, integrity of data and financial information. He was also appointed as the Data Protection Officer ("DPO") for the group when the data protection laws came into effect in Singapore in 2014 and relinquished the role to head of legal and compliance on 1 January 2023.

Prior to joining the Group, Chee Yong was a Financial Controller at Raffles Education Corporation Limited from 2003 to 2011, and an auditor at KPMG Singapore from 2000 to 2003. Chee Yong is a qualified Chartered Accountant of Singapore and holds a Bachelor of Accountancy (Hons) from the Nanyang Technological University. He is also a member of Young Finance Leaders of the Institute of Singapore Chartered Accountants (ISCA) since June 2018 and a member of Investigation and Disciplinary Panel of ISCA since July 2020.

Mr. Raymond Leong
Chief Technology Officer

Raymond joined the Group in 2022 and serves as the Chief Technology Officer. He plays a pivotal role in driving the Group's technology strategies and is instrumental in building and enhancing its infrastructure to accelerate digital transformation and drive innovation. Raymond oversees Tech Innovation, Enterprise Tech, Infrastructure Operations, and Information Security, ensuring the Group remains at the forefront of technological advancements.

With over 20 years of IT project delivery and consulting experience, including 12 years in regional tech leadership roles, Raymond brings a wealth of expertise to the Group. His industry experience spans across e-Commerce, Retail, Shipping, Manufacturing, Agriculture, and Fast-Moving Consumer Goods (FMCG). Raymond has led numerous successful Enterprise Resource Planning (ERP) implementations, systems design and developments, demonstrating his strong track record in delivering impactful tech solutions.

Before joining the Group, Raymond held the position of Director of Enterprise Tech at ZALORA, where he led a regional team of 40 tech employees across Southeast Asia. During his eight-year tenure, he supported over 2,200 employees in 10 markets, implementing various tech developments such as ERP, Infrastructure Operations, Information Security, IT Audit and Controls, Data Governance, and Tech Budget Planning. Prior to ZALORA, Raymond held key IT positions at Golden Agri-Resource (Project Manager), HG Metal Manufacturing (Head of IT & ERP), and Ship Centric APAC (Head of IT Service Delivery).

Raymond holds a Bachelor of Computing from the National University of Singapore and is recognised for his excellent financial and accounting knowledge, which complements his technical expertise.

Operating and Financial Review

Operating Review

For the year 2024, there was an increase in transactions in the new private residential market (including ECs) following the launch of 3,929 uncompleted private residential units (including ECs) for sale in the fourth quarter of 2024. There was also an increase in transactions in the private residential resale and HDB resale markets in the year 2024 as compared to the year 2023. The recent Urban Redevelopment Authority (URA) data showed that prices of private residential property increased at a slower pace of 3.9% for 2024, as compared to 6.8% and 8.6% in 2023 and 2022 respectively. Data from HDB indicated that resale prices for HDB rose by 9.7% in 2024, higher than the 4.9% increase in 2023.

In 2024, developers sold 7,696 private residential units (including ECs), an increase of 7.5% from 7,158 units sold in 2023 where 3,948 private residential units (including ECs) were sold in the fourth quarter of 2024. The private residential resale market recorded sales of 15,481 units, an increase of 22.6% from 12,623 units sold in 2023. The HDB resale market reported an increase of 8.4% to 28,986 units in 2024 from 26,735 units in 2023.

The vacancy rate of completed private residential units has decreased from 8.1% as at 31 December 2023 to 6.6% as at 31 December 2024. Apart from the 21,679 unsold units (including ECs) with planning approval as at 31 December 2024, there is a potential supply of 14,827 units (including ECs) from Government Land Sales sites that have not been granted planning approval yet.

Following the increase in new home launches in the fourth quarter of 2024, the Group anticipates this momentum will carry into 2025 and will focus its efforts on capturing market share in the new home segment.

In addition to enhancing its business in Singapore, the Group has continued to focus on its regional presence in ASEAN. In 2024, ERA Indonesia has expanded its presence in Jakarta by acquiring ERA Fiesta and remains committed to exploring further expansions. ERA Vietnam has improved its revenue and results in 2024, and the Group continues to closely monitor its financial performance, focusing on cost management and operational efficiencies.

Financial Review

INCOME STATEMENT REVIEW

Revenue derived from our real estate brokerage services include brokerage income from the brokerage of (a) resale and rental of residential, commercial and industrial properties and (b) new home sales. Revenue from real estate related services include merchandise sales, training fees from courses conducted, property valuation fees, property management fees, consultancy services fees, franchise fees and rental income from investment property. Other revenue refers to interest income, rental income from office spaces and workstations, business conference income, referral fee income and sundry income.

	FY2024 $'000	FY2023 $'000	Change (%)
Total revenue	561,016	557,252	0.7
Cost of services	(510,887)	(502,231)	1.7
Gross Profit	50,129	55,021	(8.9)
Gross Profit Margin	8.9%	9.9%	

Revenue

Revenue from real estate brokerage fees and related services increased by approximately $3.7 million or 0.7%, from $557.3 million in FY2023 to $561.0 million in FY2024. The increase in brokerage income is due to the following:

a) increase in resale and rental of properties of $41.7 million or 10.3%, from $403.4 million in FY2023 to $445.1 million in FY2024; offset by

b) decrease in new home sales of $37.3 million or 25.7%, from $145.2 million in FY2023 to $107.9 million in FY2024.

Other revenue increased by $0.2 million or 8.3%, from $2.8 million in FY2023 to $3.0 million in FY2024 mainly due to increase in interest income by $0.2 million.

Operating and Financial Review

Costs of Services
Cost of services increased by approximately $8.7 million or 1.7%, from $502.2 million in FY2023 to $510.9 million in FY2024. This was mainly due to increase in brokerage income from resale and rental properties as the gross margin from these transactions are lower as compared to new home sales.

Gross profit
Gross profit decreased by approximately $4.9 million or 8.9%, from $55.0 million in FY2023 to $50.1 million in FY2024 because of the decrease in new home sales during the year.

Operating expenses
Personnel cost decreased by approximately $1.0 million or 5.0%, from $20.0 million in FY2023 to $19.0 million in FY2024 mainly due to decrease of headcount in Singapore (31 December 2024: 168; 31 December 2023: 182) and decrease in personnel cost of ERA Vietnam.

Marketing and promotion expenses decreased by approximately $1.5 million or 26.7%, from $5.6 million in FY2023 to $4.1 million in FY2024 due to due to decrease in recruitment, advertising and brand promotion costs.

Depreciation of property, plant and equipment increased by $0.1 million due to the inclusion of depreciation expense from ERA Fiesta, which was acquired by the Group during the year.

Depreciation of right-of-use assets decreased by $0.3 million in FY2024 due to relocation of ERA Vietnam's headquarters during the year.

Amortisation of intangible assets increased by $0.1 million or 7.3% due to the full year amortisation of intangible assets from the acquisition of ERA Vietnam.

Allowance for doubtful debts (trade) increased by approximately $0.7 million or 30.7%, from $2.2 million in FY2023 to $2.9 million in FY2024 mainly due to higher general provision made on expected credit loss because of the increase in brokerage income from resale and rental properties.

Finance costs decreased by approximately $0.2 million in FY2024 due to lower interest rates on the bank loan during the year.

Other operating expenses decreased by approximately $0.3 million or 3.9%, from $7.0 million in FY2023 to $6.7 million in FY2024 mainly due to decrease in legal and professional fees incurred and the absence of foreign currency loss incurred during the year.

Overall, total operating expenses decreased by approximately $2.4 million or 5.8%, from $41.5 million in FY2023 to $39.1 million in FY2024.

Non-operating (expenses)/income
During FY2023, the Company had awarded 16 million shares under the APAC Realty Performance Share Plan 2023 and the awarded shares will vest over a period of four years. In 2H2024, 4 million of awarded shares have vested and thus, the Group recognises the cost for the vested shares, which amounted to $2.3 million.

Share of results of associates
In FY2023, share of results in associates was absent following the Group's acquisition of ERA Vietnam and Eurocapital in January 2023 (became subsidiaries of the Group). In FY2024, the share of results in associate was contributed by profits generated by the Group's new associate where it mainly operates in the state of Johor, Malaysia.

Profit before tax
As a result of the foregoing, profit before tax decreased by approximately $4.8 million, from $13.6 million in FY2023 to $8.8 million in FY2024.

Tax expense
Tax expense decreased by approximately $0.7 million, from $3.0 million in FY2023 to $2.3 million in FY2024. The decrease was due to the lower taxable income in FY2024.

Profit for the year
As a result of the foregoing, profit for the year decreased by approximately $4.1 million or 38.5%, from $10.6 million in FY2023 to $6.5 million in FY2024.

FINANCIAL POSITION REVIEW

Non-current assets
The Group's total non-current assets amounted to approximately $181.9 million and $185.0 million as at 31 December 2024 and 31 December 2023 respectively. The decrease of approximately $3.1 million or 1.7% was mainly due to depreciation of property, plant and equipment, depreciation of right-of-use assets, as well as amortisation of intangible assets for a total of $4.5 million, offset by additions to plant and equipment and right-of-use assets of $0.7 million and $1.7 million respectively.

Current assets
Trade receivables amounted to approximately $89.6 million and $99.5 million as at 31 December 2024 and 31 December 2023 respectively. The decrease of approximately $9.9 million or 9.9% was due to the decrease in revenue in 2H2024.

Other receivables amounted to approximately $2.6 million for both 31 December 2024 and 2023.

Unbilled receivables amounted to approximately $7.6 million and $8.4 million as at 31 December 2024 and 31 December 2023 respectively. This relates to brokerage fees arising from new home sales where services are deemed rendered but not invoiced yet at the respective dates.

Prepaid operating expenses amounted to approximately $1.8 million and $3.2 million as at 31 December 2024 and 31 December 2023 respectively. The decrease of $1.4 million was due to lower prepayments made for CEA license renewal for the Group's salespersons.

Cash and bank balances decreased by approximately $4.1 million or 9.3%, from $44.1 million as at 31 December 2023 to $40.0 million as at 31 December 2024.

As a result of the foregoing, total current assets decreased by approximately $16.1 million or 10.2%, from $157.7 million as at 31 December 2023 to $141.6 million as at 31 December 2024.

Non-current liabilities
The Group's total non-current liabilities decreased from $45.5 million as at 31 December 2023 to $43.1 million as at 31 December 2024. The decrease of $2.4 million was mainly due to repayment of bank loan during the year, offset by increase in lease liabilities.

Current liabilities
Trade payables and accruals amounted to approximately $100.8 million and $116.4 million as at 31 December 2024 and 31 December 2023 respectively. The decrease of approximately $15.6 million or 13.4% was in line with the decrease in trade receivables.

Other payables comprised mainly goods and services tax (GST) payable, deposits and sundry payables which amounted to approximately $13.8 million and $13.2 million as at 31 December 2024 and 31 December 2023 respectively.

Deferred income amounted to approximately $1.5 million and $1.6 million as at 31 December 2024 and 31 December 2023 respectively.

Lease liabilities represent the current portion of the lease obligations and was approximately $0.4 million and $0.6 million as at 31 December 2024 and 31 December 2023 respectively. The decrease was mainly due to relocation of ERA Vietnam's headquarters during the year.

Provision for taxation amounted to approximately $2.9 million and $3.4 million as at 31 December 2024 and 31 December 2023 respectively. The decrease of approximately $0.5 million or 14.7% was mainly due to lower income tax provided for FY2024 as a result of lower taxable income.

Loan and borrowing is the same for both 31 December 2024 and 2023.

As a result of the foregoing, total current liabilities decreased by approximately $15.9 million or 11.5%, from $138.4 million as at 31 December 2023 to $122.5 million as at 31 December 2024.

Operating and Financial Review

Equity attributable to the owners of the Company

The equity attributable to the owners of the Company decreased by approximately $0.4 million or 0.3%, from $158.4 million as at 31 December 2023 to $158.0 million as at 31 December 2024. The decrease was mainly due to dividend payments of $8.2 million and foreign currency translation movement of $1.7 million during the year; offset by increase in share capital by $2.9 million and net profit of $7.2 million for FY2024.

CASH FLOW REVIEW

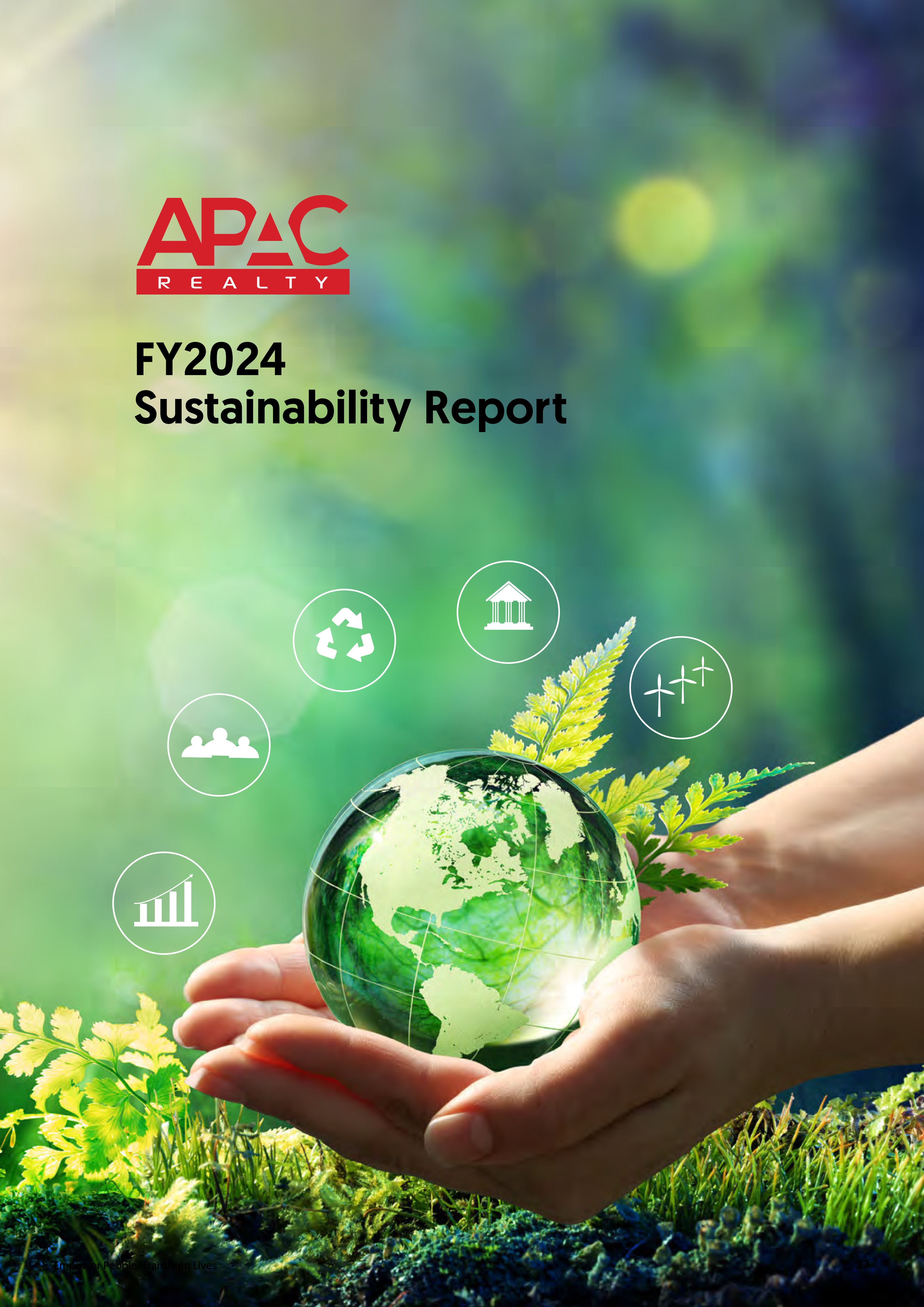
Net cash generated from operating activities was approximately $9.2 million in FY2024 as compared to approximately $17.3 million in FY2023. The decrease of $8.1 million was mainly due to the lower cash flows from operations of $12.4 million.

Net cash used in investing activities was approximately $1.6 million and $5.5 million in FY2024 and FY2023 respectively. The decrease of $3.9 million was mainly due to lower purchases of plant and equipment and acquisition of subsidiaries of $0.6 million and $3.3 million respectively.

Net cash used in financing activities was approximately $11.6 million and $17.0 million in FY2024 and FY2023 respectively. The decrease of $5.4 million was mainly due to lower dividend payments of $8.2 million in FY2024 (FY2023: $13.7 million).

As a result of the foregoing, there was a net decrease in cash and cash equivalents of approximately $4.1 million for FY2024. Cash and cash equivalents stood at $40.0 million as at 31 December 2024.

FY2024 Sustainability Report



Contents





ABOUT APAC REALTY

APAC Realty Limited ("APAC Realty" or "the Group") is Asia's leading real estate provider, supported by more than 24,700 agents across 590 offices. We manage the exclusive ERA regional master franchise rights for 17 countries and territories in Asia Pacific. We operate our businesses through our real estate brokerage services, franchise agreements, and training, valuation and other ancillary services. Please refer to our Annual Report page 10 for detailed information on our subsidiaries and shareholdings.

ABOUT THIS REPORT

APAC Realty's eighth Sustainability Report ("this Report") underscores our steadfast commitment and approach to embedding sustainable practices across our business strategy, policies, and operations.

This report has been approved by the Board of Directors (the "Board") and is designed to complement our Annual Report, which provides a comprehensive overview of the Company's financial performance and key activities over the past year. Together, these reports offer stakeholders a holistic understanding of APAC Realty's efforts to balance economic performance with environmental, social, and governance priorities.

Reporting Scope and Period

This report covers our sustainability performance pertaining to Environmental, Social and Governance ("ESG") for the financial year 1 January 2024 to 31 December 2024 ("FY2024").

The scope of this report[1] covers operations under APAC Realty's direct operational control across Singapore, Thailand, Vietnam, and Indonesia.

Reporting Framework and Standards

This report has been prepared with reference to the Global Reporting Initiative ("GRI") Universal Standards 2021 and in accordance with Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Rules 711A and 711B. The GRI Standards were selected as they are the most widely adopted framework for sustainability reporting globally. They provide a comprehensive and structured approach to disclosing our ESG impacts, offering a holistic perspective on our contributions to society and the environment.

APAC Realty remains committed to enhancing transparency in climate-related disclosures by aligning with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"). In anticipation of SGX's new requirements for listed companies, APAC Realty will adopt and disclose climate-related information with reference to the International Financial Reporting Standards ("IFRS") S1 and S2 standards, beginning with our FY2025 reporting. This transition reflects our dedication to meeting evolving regulatory expectations and advancing best practices in sustainability reporting.

To support the advancement of sustainable development, we further align our sustainability efforts with the United Nations Sustainable Development Goals ("UN SDGs") that are most relevant and material to our business operations.

Assurance

APAC Realty's sustainability reporting process and the information disclosed in this report have been subjected to a robust internal control and verification mechanism. The internal review aligns with SGX-ST listing rules and the accompanying practice note, including SGX's recommended Core ESG Metrics.

The Board has determined that the internal review cycle for the sustainability report will be aligned with the APAC Realty's internal audit cycle. The Board continuously evaluates the review process and assesses the outcomes of the internal review to ensure alignment with governance and reporting standards.

While this report has not been independently verified by a third party, APAC Realty is committed to pursuing third-party assurance in the future. This decision will be guided by stakeholder expectations and the ongoing maturation of APAC Realty's sustainability reporting journey.

Feedback

APAC Realty is deeply committed to continuously enhancing both our sustainability performance and the transparency of our reporting practices. We invite all stakeholders to share their feedback or comments which will help us improve and ensure that our sustainability initiatives align with stakeholder expectations and industry best practices.

Please direct all correspondence to our dedicated Investor Relations team at ir@apacrealty.com.sg.

[1] The scope of this report covers only the operations directly managed by APAC Realty. In July 2024, APAC Realty acquired ERA Realtor Group (Malaysia) Sdn Bhd, a new subsidiary. However, information regarding this subsidiary has not been included in this report, as it is an investment holding company that is wholly owned by APAC Realty.

BOARD STATEMENT

Dear Valued Stakeholders,

The Board is pleased to present APAC Realty's Sustainability Report for the financial year ended 31 December 2024.

Sustainability is a fundamental pillar of our long-term strategy. Our commitment extends beyond business growth to fostering a positive impact on our people, communities, and stakeholders. We recognise that integrating ESG considerations into our operations are essential to building a resilient and responsible organisation. When our employees are empowered, engaged, and aligned with our core values, the Group is positioned for sustainable success.

The Board continues to oversee APAC Realty's sustainability initiatives and strategic direction. In close collaboration with the Management Team, we ensure that ESG considerations are integrated into our strategic decisions, focusing on the factors that matter most. The Management Team also works closely with the Board to maintain accountability, track progress, and drive continuous improvement.

We take our environmental impact seriously and are committed to reducing our carbon footprint. By aligning with the GRI Standards and adopting the TCFD framework in line with SGX-ST requirements, we are making sure our efforts are transparent and effective. From tracking our energy use to managing our emissions, we are taking real steps toward operating more sustainably and responsibly.

We invite you to read APAC Realty's Sustainability Report for the financial year ended 31 December 2024, which underscores our unwavering commitment to sustainability and outlines the progress we have made toward our ESG goals and objectives. As we continue to advance in our sustainability journey, we remain dedicated to collaborating closely with the Management team and all stakeholders to drive sustainable growth and development.

Board of Directors

FY2024 SUSTAINABILITY HIGHLIGHTS

Environmental	Social	Governance
34.1% decrease in Scope 3 emissions	Named one of the "Best Employers Asia-Pacific 2025" by the Financial Times and Statista	**Zero** cases of corruption
9.5% decrease in water consumption	Awarded "Singapore's Best Customer Service 2024/2025" by The Straits Times for the second consecutive year	**Zero** incidents of non-compliance with rules or regulations

OUR SUSTAINABILITY APPROACH

Our commitment to sustainability guides APAC's business decisions and strategies – through this approach, we aim to create lasting value for all stakeholders while fostering a positive impact on the environment and the communities we serve.

Sustainability Framework

Our sustainability framework defines our strategic approach to sustainability and is structured around three overarching pillars. These pillars serve as the foundation for addressing our material topics and aligning our efforts with UN SDGs.

	Environmental	Social	Governance
PILLARS	We endeavour to invest in innovative solutions in clean energy and operations.	We continue to develop our people and communities for mutual betterment through our innovative culture.	We implement and leverage on our robust risk culture and governance to reliably deliver our accountability to stakeholders.
MATERIAL TOPICS	• Greenhouse Gas Emissions • Energy Consumption • Water Consumption	• Employment • Diversity and Inclusion • Training and Development • Health and Safety • Community Engagement	• Customer Privacy • Risk Management • Business Ethics
ALIGNMENT WITH UN SDGS			

Sustainability Governance Structure

APAC Realty has formalised a sustainability governance framework to ensure that sustainability-related matters are effectively governed across all levels of the Group. This governance framework underscores APAC Realty's commitment to integrating sustainability into our core operations and decision-making processes.

The Board holds ultimate responsibility for setting the Group's overall sustainability direction and overseeing all sustainability-related matters, including climate change and associated reporting. The Board actively integrates sustainability into the Group's strategic planning by:

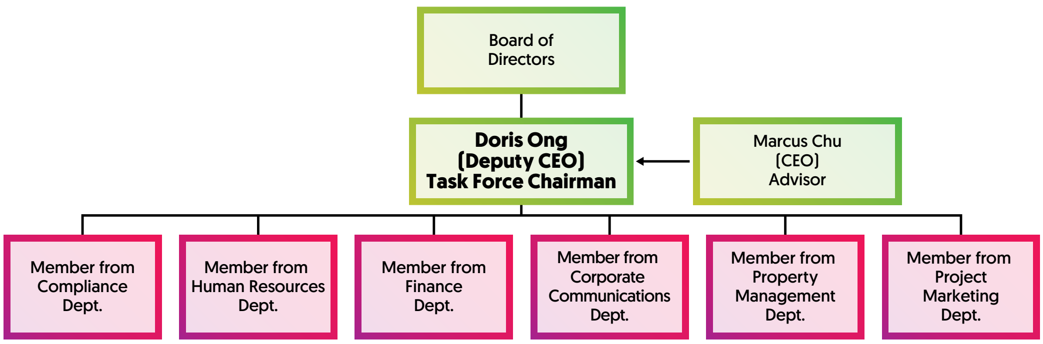
- Reviewing and determining material sustainability factors.
- Setting the Group's sustainability risk appetite and defining acceptable thresholds for material sustainability risks.
- Ensuring mitigation measures are implemented to address identified risks.

The Management Sustainability Committee (the "Committee") assists the Board in executing sustainability-related initiatives across the Group and ensuring alignment with APAC Realty's purpose, strategy and culture. The Committee is chaired by the Deputy CEO, with advisory support from the CEO, and comprises departmental heads across APAC Realty. The Deputy CEO leads the assessment of the Group's sustainability targets and provides regular updates to the Board as needed.

The Committee's duties and responsibilities are outlined in APAC Realty's "Management Sustainability Committee Terms of Reference", which are reviewed and approved by the Board annually. The Committee meets at least two times a year and as frequently as required in performing their duties, and their primary responsibilities include:

- Review sustainability risks and opportunities and recommend changes as appropriate to the Company's Sustainability strategy and policy, considering the Company's strategy, purpose and culture and ensuring standards of business behaviour are up to date and reflect the best business practices in this area
- Ensure the required actions to implement this strategy are appropriately resourced by management
- Monitor and review changes in the Company's reputation and stakeholders' sustainability expectations, and ensure the Board is kept appropriately informed
- Assess the Company's performance in implementing the Sustainability strategy and policy by receiving and considering updates from the Company's businesses and internal and external experts

APAC Realty's Sustainability Task Force



Stakeholder Engagement

APAC Realty values stakeholders' contributions, insights and perspectives, as they are integral to shaping our strategies and fostering sustainable growth.

To this end, we maintain proactive and transparent engagement with our stakeholders throughout the year. Through regular communication channels, collaborative initiatives and feedback mechanisms, we seek to align our efforts with stakeholder priorities while upholding our commitment to sustainable and responsible business practices.

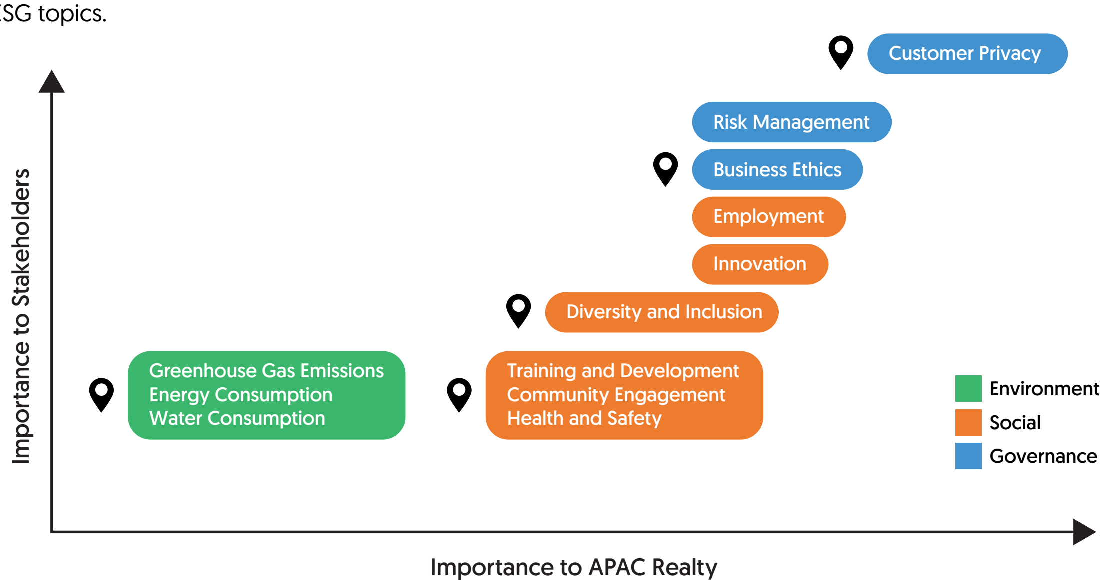
Stakeholder	Mode of Engagement	Key Area of Interest / Concerns
Salespersons and Employees	• myERA – portal for salepersons and staff • Regular dialogue sessions with senior management • Chill down sessions – company-wide get together with senior management • Quarterly conferences • Social media platforms • Regular training	• Career development and training opportunities • Corporate direction and growth plans • Remuneration and benefits • Workplace environment and conditions • Diversity, equity and inclusion

Stakeholder	Mode of Engagement	Key Area of Interest / Concerns
Customers	• Regular research reports • Consumer seminars • Annual property shows • Customer feedback channels • Social media platforms	• Customer experience • Customer data privacy • Ethical marketing practices
Investors and Analysts **Lenders** **Media**	• Annual general meetings • Financial results announcements (half-year and full-year) • Regular analyst and investor meetings • Annual reports and sustainability reports • Minutes of AGM uploaded to SGX-Net • Corporate website and social media platforms	• Corporate governance • Financial reporting standards • ESG disclosures and sustainability performance and tracking
Government and Regulators	• Email correspondences • Official circulations • Dialogue and feedback sessions • Seminars and conferences	• Compliance with laws and regulations • Ethical practices
Communities	• Collaborations with charities for community development • ESG by ERA programmes • Community engagements	• Good corporate citizenship • Caring for the less fortunate • Social inclusion

Materiality Assessment

In FY2023, APAC Realty undertook a comprehensive materiality assessment to evaluate and assess the ESG topics most significant to our business and stakeholders. This process involved surveying internal stakeholders to obtain valuable feedback and insights, conducting an in-depth analysis of global and local sustainability trends and performing a thorough review of industry best practices. As a result of this assessment, we identified 11 material topics critical to our business operations and strategic priorities.

Following an in-depth landscape study and an analysis of the APAC Realty's business priorities, the Sustainability Committee introduced "Innovation" as a new material ESG focus for FY2024. This addition reflects our commitment to fostering forward-thinking practices and driving sustainable growth through innovative solutions. The Board subsequently approved and validated APAC Realty's 12 material ESG topics.



ADVANCING OUR CLIMATE DISCLOSURES

The World Economic Forum's Global Risks Report 2024 identifies extreme weather events as the foremost global risk, underscoring their significant material impact on a global scale. Over the past year, the consequences of climate change have continued to intensify, leading to more frequent and severe weather disruptions that affect communities worldwide. Recognising the pressing need to address these challenges, APAC Realty remains committed to building climate resilience and seizing emerging opportunities as the global transition toward a low-carbon economy accelerates.

In FY2023, APAC Realty undertook a qualitative scenario analysis to assess the potential impacts of identified climate-related risks and opportunities across various time horizons and climate scenario pathways. This year, we maintain our commitment to transparent climate disclosures by continuing to align with the recommendations of the TCFD. Looking ahead, we plan to transition toward alignment with the IFRS S1 and S2 Standards starting in FY2025, reflecting our dedication to evolving global best practices in sustainability reporting.

TCFD Disclosures	Our Current State	Next Steps
Governance *APAC Realty's governance around climate-related risks and opportunities*	• The Board holds ultimate responsibility for setting the Group's sustainability risk appetite, encompassing climate-related risks and reporting. They oversee all aspects of climate-related risk management and strategy, including the establishment of targets addressing climate-related risks and opportunities, as well as the monitoring of progress toward these objectives. • The Deputy CEO provides the Board with annual updates on climate-related matters, ensuring that leadership remains informed on key developments. • The Sustainability Taskforce convenes quarterly to address climate-related issues. The Taskforce plays a pivotal role in leading and monitoring the implementation of climate change strategies and other sustainability-related initiatives.	• Maintain active oversight and involvement of the Board and the Sustainability Taskforce in addressing climate-related issues. • Provide climate-related training for the Board and the Sustainability Taskforce to enhance their skills and ensure they are well-equipped to address and respond to evolving climate-related challenges.
Strategy *The actual and potential impacts of climate-related risks and opportunities on APAC Realty's businesses, strategy, and financial planning*	• APAC Realty conducted a qualitative scenario analysis to identify climate-related risks and opportunities that are material to our business. • This analysis considered two climate scenarios – RCP 2.6 and RCP 8.5 – across three time horizons: near-term, medium-term, and long-term. • Acute physical risks: - Floods - Cyclones - Droughts - Heat waves • Chronic physical risks: - Monsoon winds - Changes in precipitation and extreme weather - Prolonged rainy season - Rise in mean temperature - Rise in sea levels	• Conduct a quantitative scenario analysis to quantify the financial impact of identified climate-related risks and opportunities on our portfolio.

TCFD Disclosures	Our Current State	Next Steps
	• Transition risks: - Carbon pricing - Enhancing emissions reporting regulations - Shift in consumer preferences towards more sustainable products - Increased stakeholder concerns • The financial implications of climate-related risks for our business include increased operational costs, such as higher expenses for cooling, heating, and maintenance due to unpredictable weather fluctuations. Additionally, carbon-related legislation across different jurisdictions may lead to increased expenditures, whether through carbon taxes, compliance costs, or the need for more frequent equipment replacements. *Please refer to APAC Realty's FY2023 Sustainability Report Pages 31 – 33 for a detailed elaboration on our qualitative scenario analysis.*	
Risk Management *APAC Realty's approach to identifying, assessing and managing climate-related risks*	• APAC Realty adopts ISO 31000 Enterprise Risk Management Framework, and on a bi-annual basis, Management will submit an "Enterprise Risk Management Report" to the Board, which details APAC Realty's risk profile and respective mitigation action plan.	• Progressively phase in climate-related risks and opportunities into our ERM Framework.
Metrics and Targets *The metrics and targets used to assess and manage relevant climate-related risks and opportunities*	• APAC Realty discloses the following metrics relating to greenhouse gas emissions, energy and water to manage our climate-related risks: - Scope 1, 2 and 3 emissions - Electricity consumption - Water consumption • We have also set an annual target to reduce electricity emissions by 1.2% as compared to the previous year.	• Continue to disclose our sustainability performance annually through our sustainability report. • Regularly review progress against established targets. • Broaden the scope of our carbon inventory to include additional material Scope 3 categories. • Review the feasibility of setting targets for other material topics.

ENVIRONMENTAL

APAC Realty firmly believes that creating a sustainable future begins with integrating sustainability into the core of our business. This commitment spans our operations, the services we provide, and our entire supply chain. As a leading real estate services provider with one of the largest brand footprints in Asia, we recognise our role in shaping a more sustainable industry. We are dedicated to reducing our environmental footprint and driving meaningful change by actively lowering greenhouse gas emissions, optimising energy consumption, and conserving water resources.

Greenhouse Gas Emissions

At APAC Realty, we are committed to mitigating the greenhouse gas ("GHG") emissions generated by our business operations through a comprehensive and proactive carbon management strategy. Our approach encompasses the systematic tracking, measurement, and management of GHG emissions across Scope 1, Scope 2 and Scope 3 emissions. Through annual monitoring, we aim to identify reduction opportunities, implement targeted mitigation initiatives, and minimise our carbon footprint.

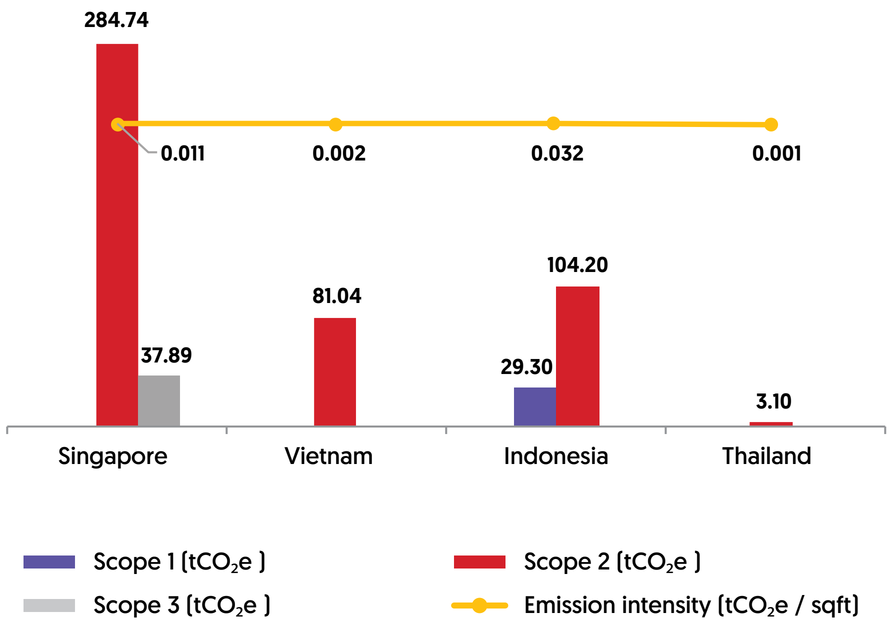
APAC Realty adopts the operational control approach[2] in alignment with the Greenhouse Gas Protocol[3] to account for the Scope 1, 2 and 3 emissions across our operations in Singapore, Vietnam, Thailand and Indonesia. The table below provides an overview of the emission sources and the corresponding emission factors referenced, ensuring clarity and transparency in our reporting process.

This year, we generated 540.28 tCO_2e of emissions across Scope 1, 2 and 3, with an emission intensity of 0.01 tCO_2e/sqft. Compared to FY2023, total emissions increased by 27.8%, primarily due to the inclusion of two newly established offices in Indonesia, which contributed to a rise in Scope 2 emissions. Despite this overall increase, our emissions intensity remained stable 0.01 tCO_2e/sqft, demonstrating consistency in our operational efficiency.

Type of Emission	Total Emissions	Emission Sources	Source of Emission Factor Referenced
Scope 1	• 29.30 tCO_2e (5.4% of total emissions)	• Combustion of fuel from owned vehicles • Combustion of on-site backup generators • Refrigerant top-ups	• United Kingdom's Department for Environment, Food and Rural Affairs
Scope 2[4]	• 473.09 tCO_2e (87.6% of all emissions)	• Electricity	• Singapore's Energy Market Authority • Thailand's Energy Policy and Planning Office • Institute for Global Environmental Strategies (IGES)
Scope 3	• 37.89 tCO_2e (7.0% of all emissions)	• Business travel	• United Kingdom's Department for Environment Food and Rural Affairs

[2] By applying the operational control approach, APAC Realty ensures transparency and accountability by including emissions from all operations under our ownership, regardless of their geographical location.
[3] The Greenhouse Gas Protocol is an internationally recognised framework and provides companies with a comprehensive guidance for measuring and reporting corporate emissions.
[4] APAC Realty employs both the location-based and market-based approaches to compute Scope 2 emissions, with the market-based approach reflecting the use of solar energy. For FY2024, the total Scope 2 emissions were calculated at 473.09 tCO_2e using the location-based approach and 419.70 tCO_2e using the market-based approach. Unless otherwise specified, all Scope 2 emissions referenced in this section are based on calculations using the location-based approach.

Total Emissions (tCO_2e) And Emission Intensity (tCO_2e / sqft) By Region



Scope 1 Emissions

APAC Realty's Scope 1 emission sources encompass fuel combustion from owned vehicles, on-site backup generators, and refrigerant top-ups. In FY2024, we recorded 29.30 tCO_2e of Scope 1 emissions from the combustion of fuel in company-owned vehicles in Indonesia. This represents a 12.4% reduction compared to FY2023. Additionally, consistent with the previous year, there was no combustion of on-site backup generators or refrigerant top-ups during the reporting period.

Scope 2 Emissions

Scope 2 emissions from APAC Realty's electricity consumption accounted for approximately 88% of total emissions, primarily due to the significant energy demand required to operate essential building systems, including lighting and other critical infrastructure.

In FY2024, we recorded a total of 473.09 tCO_2e in Scope 2 emissions, reflecting a 42.6% increase compared to FY2023. This increase was largely driven by the inclusion of two newly established offices in our Indonesia operations, resulting in a 232.5% surge in Indonesia's Scope 2 emissions. Additionally, Scope 2 emissions from our Vietnam operations increased by 78.5%, primarily due to the relocation of their office to a larger space exceeding 18,000 square feet which is approximately 80% larger than the previous location. As a result, we did not achieve our annual target of reducing electricity-related emissions by 1.2% for the year.

In alignment with our commitment to reducing Scope 2 emissions and supporting Singapore's green energy transition, APAC Realty has made significant investments in renewable energy solutions. We installed solar panels on the roofs of our Singapore offices to generate clean, sustainable energy. In FY2024, we harvested a total of 130,340.00 kWh of solar energy, of which 129,597.89 kWh was utilised directly within our Singapore operations. The remaining energy was sold back to Singapore's national grid, contributing to the broader adoption of renewable energy across the country.

This investment in solar energy allowed APAC Realty to achieve a slight reduction in our carbon footprint, saving 53.49 tCO_2e in Scope 2 emissions.

Scope 3 Emissions

APAC Realty remains committed to transparency by consistently reporting on Scope 3 emissions, which include those from business travel. In FY2024, total Scope 3 emissions amounted to 37.89 tCO_2e, representing a 34.1% decrease compared to FY2023 (57.49 tCO_2e[5]). This decrease was primarily driven by reduced business travel, as the frequency of visits to APAC Realty's foreign operations was lower.

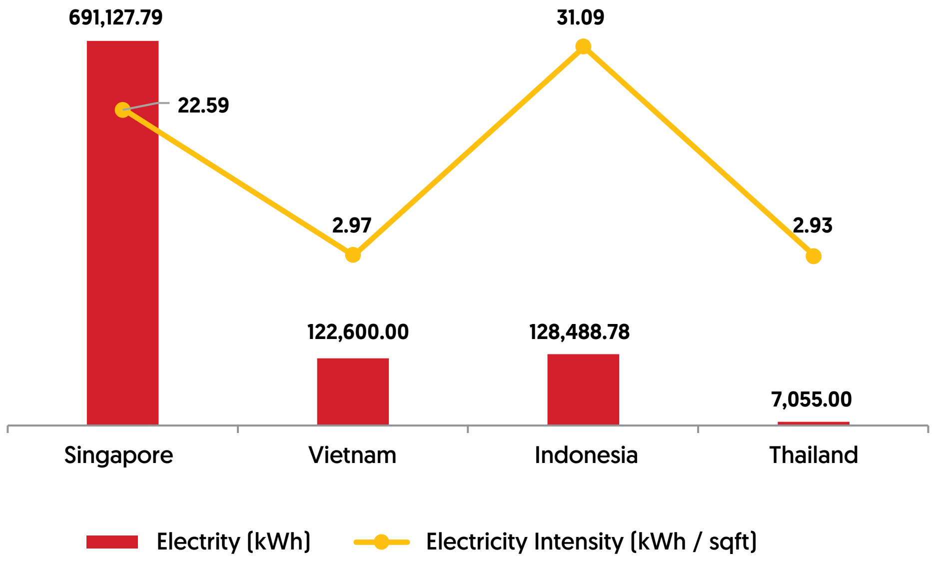
As part of our ongoing efforts to enhance sustainability practices, APAC Realty is dedicated to improving our emissions reporting practices. We are actively working to expand the scope of Scope 3 emissions reporting to include additional material categories in the near future. By doing so, we can better track and manage emissions across our supply chain and align with global best practices.

[5] FY2023 Scope 3 emissions arising from business travel was restated due to a change in emission factors referenced.

Energy Consumption

APAC Realty is dedicated to optimising and enhancing the energy efficiency of our operations, as this approach advances our sustainability objectives while also significantly reducing operating costs. In this context, energy consumption refers to the total amount of electricity utilised by APAC Realty across our various operations.

Total Electricity (kWh) And Electricity Intensity (kWh / sqft) By Region



In FY2024, APAC Realty's total electricity consumption was 949,271.57 kWh, representing a 31.8% increase compared to FY2023. Correspondingly, electricity intensity rose by 3.2%, increasing from 9.17 kWh/sqft in FY2023 to 9.47 kWh/sqft in FY2024. Similar to the increase in Scope 2 emissions, total electricity consumption increased due to the inclusion of two new offices in Indonesia as well as the larger new premises in Vietnam.

The Company has in place standard energy-saving measures, including the adoption of energy-efficient lighting and best practices, such as ensuring that air conditioning and lights are switched off when the office is unoccupied. At APAC Realty, electricity usage is primarily driven by the scale of activities organised throughout the year. As we plan to maintain or expand the number and scale of these activities in the coming year, we anticipate a slight increase in electricity consumption in 2025.

Water Consumption

APAC Realty adopts a strategic approach to water management as part of our broader commitment to sustainability. We meticulously monitor our water consumption[6] and consistently seek opportunities to enhance water conservation efforts. Although the direct impact of water usage on our operations may be limited, we remain proactive in identifying and implementing effective strategies to reduce water consumption. By doing so, we aim to play an active role in the responsible stewardship of this essential resource, ensuring its sustainable use for the benefit of all stakeholders.

At APAC Realty, water is primarily utilised in the toilets and pantries of our office spaces. The main source of water is purchased from municipal suppliers, provided by the national water authorities in each country where we operate. In FY2024, our Singapore operation consumed 3,000.7 m^3 of water, reflecting a 9.5% decrease from FY2023, driven by increased employee awareness and washroom maintenance improvements.

[6] Comprehensive water consumption data is not available for our operations in Indonesia, Vietnam, and Thailand, as these entities function as tenants within larger office buildings. As a result, water usage is not separately invoiced to these entities. Instead, a service charge is applied to cover the cost of overall operational amenities, including water usage, within the building.

SOCIAL

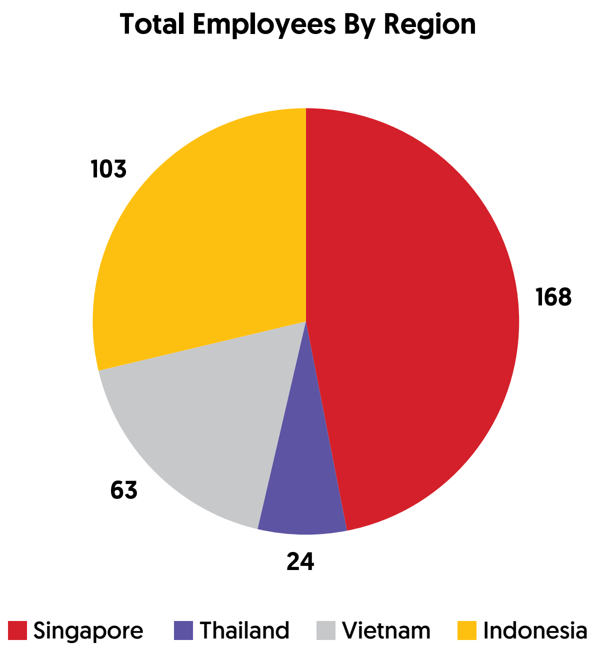
At APAC Realty, our commitment to sustainability is grounded in a strong emphasis on social responsibility that prioritises the well-being of our employees and agents as well as the communities we serve. We are dedicated to fostering a respectful and inclusive workplace, offering meaningful opportunities for professional growth, and upholding fair and equitable employment practices. These principles underpin our efforts to create a positive and supportive environment that drives both individual and organisational success.

Employment

APAC Realty is dedicated to upholding fair and equitable employment practices while prioritising employee welfare and engagement. These commitments are integral to our strategy for attracting and retaining top talent, enabling us to foster a motivated workforce that drives sustainable business growth.

Our Employees

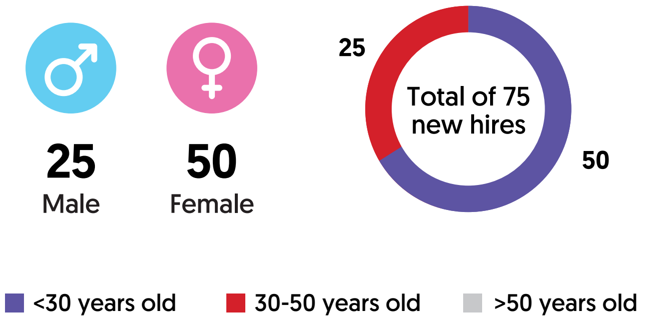
As of 31 December 2024, we have a total of 358 full-time employees. With our headquarters located in Singapore, the majority of our workforce is also based in Singapore.



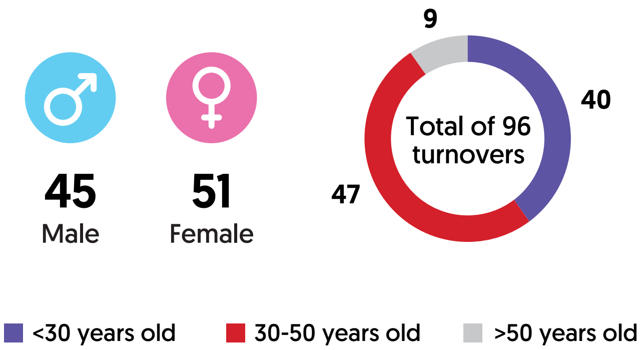
This year, we welcomed a total of 75 new hires, while 96 employees departed from the Group, resulting in a new hire rate of 20.9% and a turnover rate of 26.8%. The majority of employee departures occurred in our Singapore and Vietnam offices, primarily driven by intense competition for skilled talent and increasing salary competitiveness in the job market, resulting in higher employee mobility across companies.

The following graphs provide a detailed breakdown of new hires and turnover by gender and age group.

Breakdown Of New Hires By Gender And Age Group



Breakdown Of Turnovers By Gender And Age Group



Welfare and Benefits

APAC Realty is committed to supporting the well-being of its employees by providing comprehensive welfare and benefits programs. Our offerings encompass health and wellness benefits, leave entitlements, and other support measures aimed at fostering a positive and inclusive work environment. By prioritising employee welfare, we aim to cultivate a workplace culture that reflects our commitment to the holistic development and well-being of our employees.

Physical and Wellbeing
Medical outpatient;
Dental support;
Group H&S insurance;
2 days wellness leave

Compensation/Benefits
Competitive salary through yearly pay review;
Recognition opportunities through our annual bonus process;
Office events/ programs;
Corporate Telco Discounts perks;
Staff employment referral scheme;
New launch project marketing referral;
Birthday dining voucher

Balanced and Sustainable Working Norms
Paid time off, allow quarter day leave (2 hours);
Annual leave; Sick leave; Compassionate leave;
Maternity and paternity leave; Marriage leave;
Childcare leave; Birthday leave;
Transportation & meal reimbursement for working late (after 9 pm)

Career Growth and Development
Promote from within through performance review;
Allow cross-department transfer, job rotation and development;
Learning & development roadmap planning in the pipeline started with Enneagram and another work-related development

Our Human Resources team is dedicated to introducing initiatives that enhance employee well-being and foster a supportive workplace environment. In alignment with the new Tripartite Guidelines on Flexible Work Arrangements launched by the Singapore government, APAC Realty implemented the “Flexible Work Arrangement Requests” scheme in FY2024. This initiative underscores our commitment to creating inclusive workspaces and supporting employees in balancing their professional and family responsibilities.

Under the new scheme, employees are granted the flexibility to tailor their work arrangements to their needs. This includes the ability to work from alternative locations with telecommuting, adopt flexible schedules with staggered hours, or adjust workloads through arrangements such as part-time work.

APAC Realty also provides all employees with childcare, maternity and paternity leave. Childcare leave options include basic, enhanced and extended childcare leave. All employees returned to work after taking their respective leaves.

	Number of employees that took leave
Childcare leave	36
Maternity leave	1
Paternity leave	2

Employee Engagement

In addition to providing comprehensive welfare and benefits to all employees, APAC Realty places great emphasis on fostering a sense of community and belonging within the organisation. To achieve this, we regularly organise retreats and employee engagement events throughout the year. These initiatives are designed to promote team bonding, enhance collaboration and provide opportunities for employees to relax and recharge outside the workplace.

Staff Chill Down

On 30 July 2024, ERA hosted a 'Staff Chill Down' event, offering employees a chance to relax, connect, and celebrate together. The gathering provided a warm welcome to new team members while also recognising and honouring colleagues for their exceptional achievements and contributions. By fostering a positive and appreciative atmosphere, the event strengthened camaraderie and reinforced a culture of support and recognition within the organisation.

Mid-Autumn Festival

To celebrate the Mid-Autumn Festival, held annually in September, ERA organised a special event for employees and their families. The celebration featured a range of engaging activities, including balloon sculpting, carnival games and the chance to enjoy traditional mooncakes. Designed to bring the ERA community together, the event fostered a sense of unity and joy, creating meaningful shared experiences. Through these festivities, employees and their families strengthened their bonds, reinforcing the spirit of camaraderie within the ERA family.

ERA Family Day

On 5 December 2024, ERA hosted an exclusive company outing at Universal Studios Singapore for employees and their families. With the office closed for the day, everyone had the opportunity to relax, bond and create lasting memories in a fun and exciting environment.

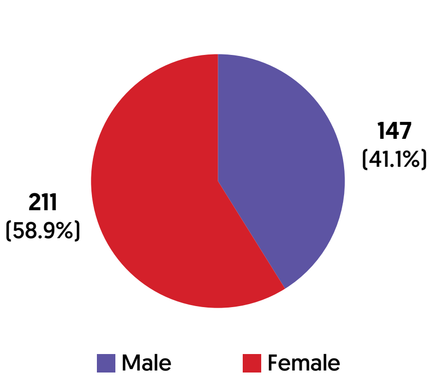
Diversity and Inclusion

As a multinational company with operations across various regions, APAC Realty embraces the strength of diversity by fostering a workforce that brings deep local expertise and strong professional networks. We are committed to upholding fair and merit-based hiring practices, ensuring that recruitment decisions are guided by principles of non-discrimination. By prioritising inclusivity and equity, APAC Realty cultivates a workplace environment that values diverse perspectives and provides equal opportunities for all employees to thrive.

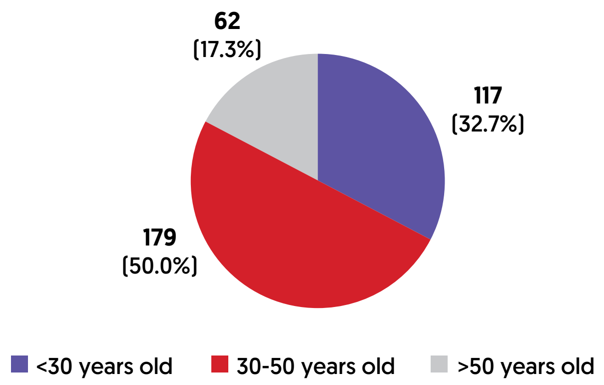
Employee Diversity

Our workforce maintains a gender-balanced composition, with females representing 58.9% of our employees. Additionally, the majority of our workforce falls within the 30 – 50 age group, accounting for 50% of the total employee base. This distribution reflects our commitment to attracting and retaining experienced professionals who bring a wealth of industry knowledge, leadership capabilities and technical expertise.

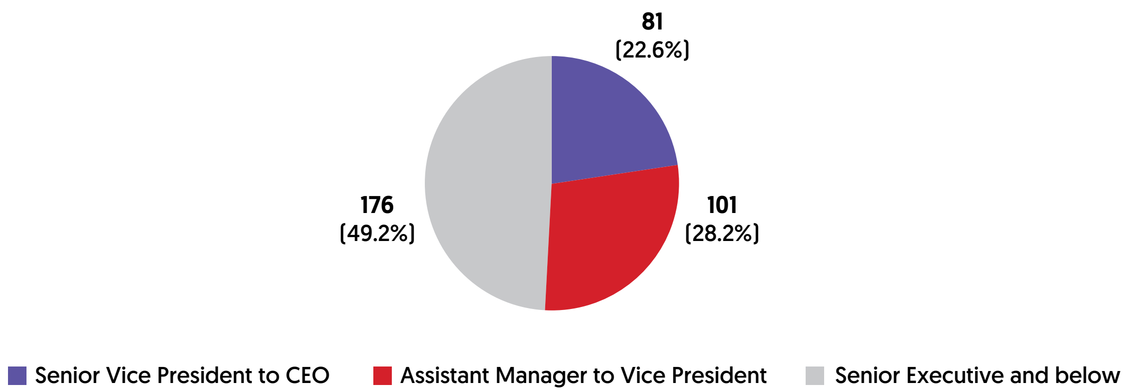
Breakdown Of Employees By Gender



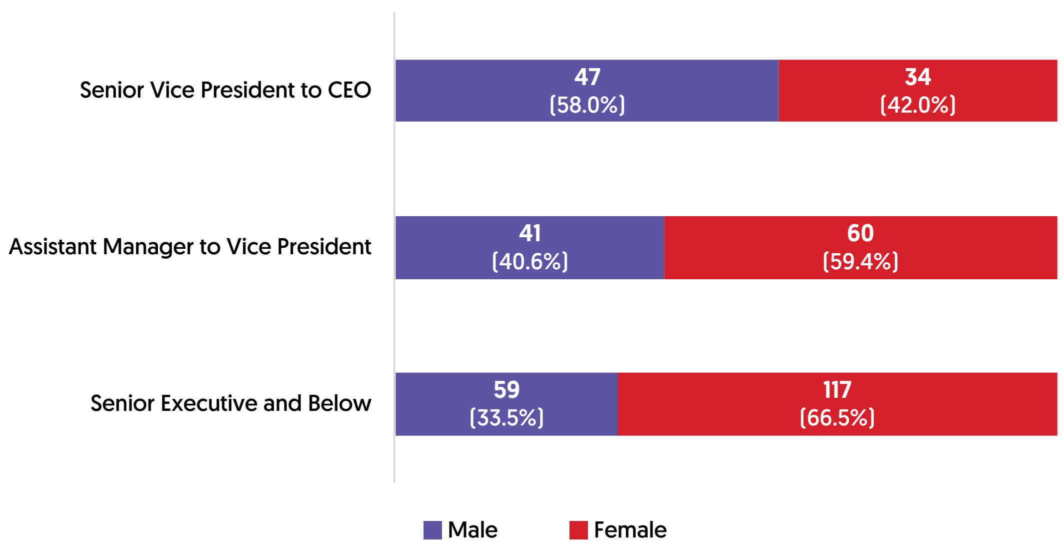
Breakdown Of Employees By Age Group



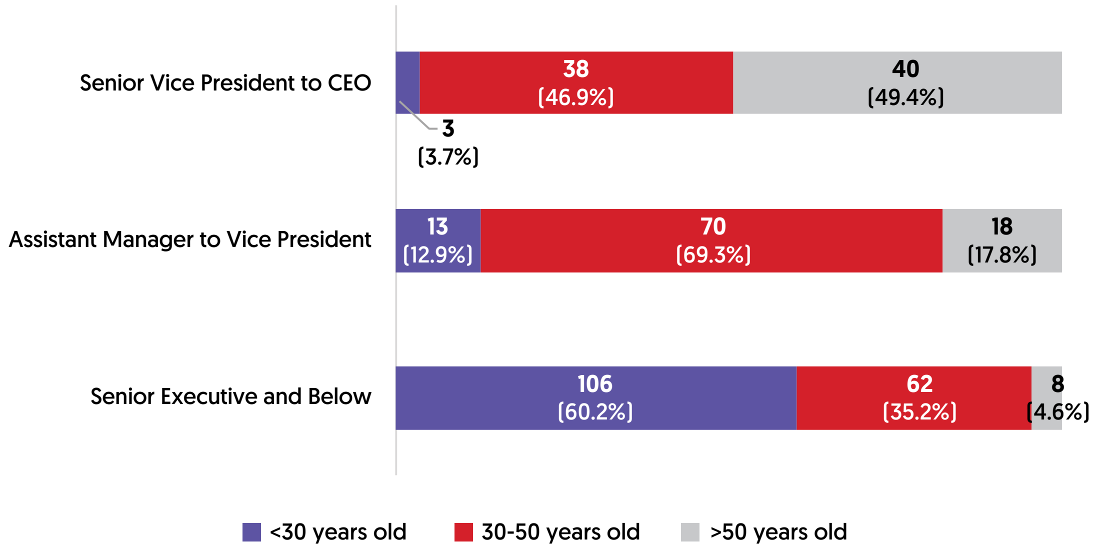
Breakdown Of Employees By Employee Category



Breakdown Of Employee's Position By Gender



Breakdown Of Employee's Position By Age Group



This year, as part of APAC Realty's annual "Asia Pacific Business Conference", the Group proudly recognised six distinguished female agents and corporate leaders who have made significant contributions to the real estate industry. These exceptional women were also featured in a special pullout in EdgeProp Singapore[7] during the week of March 11, in celebration of International Women's Day. This recognition underscores APAC Realty's commitment to acknowledging and promoting the achievements of women in the real estate sector, highlighting their impactful roles in shaping the industry.

Board Diversity

APAC Realty is committed to promoting diversity within the composition of our Board, recognising its critical role in enhancing governance and overall organisational performance. Since 2020, we have adopted a Board Diversity Policy that underscores the importance of diverse perspectives and experiences in driving effective decision-making and strategic oversight. This policy mandates the Nominating Committee to consider a broad range of attributes in the selection and appointment of Directors, including diversity in skills, knowledge, experience, gender, age and other distinguishing characteristics.

The Board Diversity Policy is publicly available on APAC Realty's corporate website, reflecting our commitment to transparency and stakeholder accountability. To maintain its relevance and effectiveness, the policy is reviewed annually by the Nominating Committee, ensuring it continues to support the inclusion of diverse perspectives, experiences, and competencies that enhance the Board's collective strength and adaptability.

In terms of gender representation, the current Board comprises four male Directors and one female Director, with male directors making up 80% of the board and female directors comprising 20%. Among the Independent Directors, female representation stands at 33%.

Non-Discrimination

APAC Realty is committed to fair employment practices, and our hiring policy ensures equity in employment. In FY2024, we are pleased to report that there were zero cases of discrimination among employees.

As a testament to APAC Realty's unwavering commitment to fostering an inclusive and supportive workplace, we are proud to announce that ERA has been named one of the "Best Employers Asia-Pacific 2025" by the Financial Times and Statista. Among the 21 Singaporean companies recognised, ERA Singapore achieved the top position with the highest score of 79.36. This distinction places ERA Singapore as the only real estate services provider from Singapore to be recognised, highlighting our exceptional employer practices.

[7] EdgeProp Singapore is Singapore's fastest growing property portal for home-seekers, buyers, investors and real estate agents alike.

Training and Development

APAC Realty is dedicated to ensuring that our employees and agents remain at the forefront of the evolving real estate landscape by investing in their professional and personal development. Our approach aligns with the regulatory framework set by Singapore's CEA, where "Continuing Professional Development" is recognised as a key component of industry standards.

Every year, we will invest in the growth of our agents and employees, to ensure they meet the minimum training credits required by the CEA to renew their licenses. In FY2024, our employees participated in a range of training courses designed to enhance both hard and soft skills, including cyber security, data protection, and advanced Excel skills. This continuous development initiative reflects our dedication to fostering a skilled and well-rounded workforce. This year, we recorded an average of 1.3 training hours for our Singapore-based employees.

Asia Pacific Business Conference

APAC Realty holds the Asia Pacific Business Conference ("APBC") each year to celebrate and recognise our remarkable accomplishments of the preceding year. This year, the conference was graced by Ms. Indranee Rajah, the Minister in the Prime Minister's Office and the Second Minister for Finance and National Development.

During the conference, APAC Realty showed our commitment to investing in the growth and development of our employees and agents. In response to the evolving needs of the industry and the growing importance of digital skills for sales professionals, ERA has introduced digital training programmes designed to accommodate the diverse learning capabilities of our sales force. These programmes ensure that our agents remain at the forefront of an increasingly digital landscape. Furthermore, in alignment with the Real Estate Industry Transformation Map, all Real Estate Salespersons will undergo training in at least one digital marketing skill, equipping them with the essential tools to succeed in the digital era and drive business growth.

Health and Safety

Ensuring a safe and healthy workplace is a shared responsibility between APAC Realty and each individual employee. Through continuous efforts to create a safe working environment and to implement wellness initiatives, we strive to enhance employee satisfaction and productivity, ultimately contributing to a positive and thriving workplace.

In FY2023, as part of our ongoing commitment to prioritising employee health and well-being, we reviewed our employees' health benefits and took proactive measures to enhance the Group's Hospital Plan and Dental Coverage. This year, APAC Realty provided all employees with complimentary health screenings. Through this initiative, we aim to empower our employees to take charge of their health and promote a culture of wellness within our organisation.

Safeguarding Our Customers' Financial Health

While ERA's services do not directly impact our customers' physical health, our agents play a crucial role in safeguarding customers' financial well-being. As a trusted real estate partner, ERA empowers homeowners, investors, and businesses with expert guidance, market insights and data-driven solutions, ensuring they make informed financial decisions.

Community Engagement

APAC Realty is committed to making a meaningful difference by actively engaging with local communities and supporting initiatives that reflect our values. Through these efforts, we strive to enhance individual well-being, strengthen communities, and foster trust and goodwill across the diverse markets we serve. Our goal is to create a lasting, positive impact on the lives of those we reach.

In recognition of ERA's proactive efforts in building a compassionate and healthy North West Community, we were honoured with the North West WeCare Partner Award 2024 for FY2024. Additionally, ERA received a commemorative plaque from Mr. Edwin Tong, Minister for Culture, Community and Youth, and Second Minister for Law, in appreciation of our impactful contributions to the deaf and hard-of-hearing community. These accolades reaffirm our commitment to creating meaningful change and improving the lives of those in need.

Throughout the year, our employees actively engaged in a wide range of CSR initiatives, demonstrating a strong commitment to community involvement and social impact. Some key initiatives and events include:

Green Homes Door Knock Programme

In collaboration with North West Community Development Council, ERA conducted a "Green Homes Door Knock Programme" where our salespersons engaged with residents to promote sustainable living. Through these interactions, residents learned practical ways to create greener homes. Those who met the criteria for eco-friendly appliances were rewarded with E-grocery Vouchers worth up to $500. The initiative saw enthusiastic participation, with over 160 salespersons involved and more than 450 green home sign-ups achieved.

North West Service Week

Approximately 80 volunteers from ERA played a crucial role in distributing essential daily supplies, food items and locally sourced farm produce to underserved residents of Marsiling Drive. The initiative was further honoured by the presence of Mr. Zaqy Mohamad, Senior Minister of State for Defence and Manpower, who attended the event to show his support for this community-driven effort.

Deafinitely Durian Extravaganza

A fundraising event was jointly organised with the Singapore Association for the Deaf (SADeaf), with Mr. Lim Biow Chuan, Member of Parliament for Mountbatten, as our guest of honour. Our donors enjoyed an afternoon of fun and flavour, coming together with the hearing-impaired community to celebrate inclusivity and community spirit.

Gift a Family Programme

ERA collaborates closely with Singapore's Ministry of Social and Family Development (MSF) to uplift and support underprivileged families through the Gift-a-Family ("GAF") initiative, a key component of ComLink. Through GAF, we supported low-income families by sponsoring essential education and skills training programmes, empowering them to achieve stability, self-reliance, and social mobility. This year, we raised approximately $100,000 to support families in the programme, bringing our total contributions close to $400,000 since 2023.

Community Donations

APAC Realty is committed to making positive impact by partnering with social organisations to uplift vulnerable communities in Singapore. In FY2024, we contributed approximately $43,000 to support various organisations, including SADeaf, Assisi Hospice, Community Chest, ARC Children's Centre, Singapore Red Cross Society, the National Council of Social Service, and the Community Foundation of Singapore.

Innovation

As organisations increasingly embrace digitalisation to enhance productivity and operational efficiency, APAC Realty has made strategic investments in advanced digital tools and technological solutions. These investments are designed to boost productivity and elevate the overall customer experience, underscoring our commitment to innovation and excellence in customer service.

At APAC Realty, we have developed a comprehensive IT roadmap focused on improving the Group's "SALES+ App" and strengthening cybersecurity. This roadmap clearly outlines our upcoming investments in technology and digitalisation, reinforcing our forward-looking approach to fostering operational excellence and safeguarding digital assets.

Examples of these initiatives include the development of a centralised dashboard for the "myERA Portal" and "SALES+ App", ensuring consistency and enhancing the productivity of agents using the portal. Additionally, we are exploring the adoption of a centralised database system to unify data for all agents and consumers, while also expanding our security policies to strengthen email security.

As a testament to our ongoing investments and commitment to enhancing the customer experience, we are proud to announce that ERA Singapore has been honoured with The Straits Times "Singapore's Best Customer Service 2024/2025"[8] award for the second consecutive year. Notably, ERA Singapore is the only real estate agency to achieve this prestigious recognition twice in a row.

This accolade solidifies ERA's position as a trusted partner for generations of Singaporeans throughout their real estate journeys. It also underscores our unwavering dedication to delivering exceptional service and creating value in an increasingly competitive market.

[8] The Straits Times' "Singapore Best Customer Service" award is determined through rigorous evaluations, focusing on customer satisfaction, responsiveness, and overall service excellence.

GOVERNANCE

At APAC Realty, we are steadfast in our commitment to act with honesty and transparency in every aspect of our operations. Guided by this core principle, we strive to consistently make decisions that reflect the highest ethical standards, fostering a culture of trust and accountability among our stakeholders.

Customer Privacy

We prioritise the protection of our consumers' privacy and data - our commitment to safeguarding personal information is grounded in a comprehensive, holistic approach, where we rigorously adhere to the highest standards of compliance for data usage. This ensures that consumer data is protected at every stage, from collection and utilisation to processing and safeguarding, in full accordance with relevant data protection laws.

We fully comply with the Personal Data Protection Act ("PDPA") and other applicable data privacy regulations in the regions where we operate. In addition, APAC Realty invests in robust processes, systems, and specialised personnel to ensure ongoing compliance and to mitigate the risk of PDPA breaches.

All employees, including ERA Salespersons, are required to follow APAC Realty's Information Security Policy, which is specifically designed to protect customer information. Furthermore, they are required to adhere to the Do Not Call ("DNC") Policy when engaging in telemarketing, sales campaigns, or outreach efforts. APAC Realty maintains an internal DNC registry to promptly address unsubscribe requests and regularly updates ERA Salespersons on PDPA-related matters via email to ensure continued awareness and compliance.

In FY2024, there was no data breach or fine from Personal Data Protection Commission ("PDPC") Singapore and we did not receive any complaints concerning breaches of customer privacy from outside bodies or regulatory bodies.

Risk Management

In the dynamic and ever-evolving real estate industry, effective risk management is critical to APAC Realty's success. It enables us to identify, assess, and address risks that could impact our operations, reputation and financial performance.

We adopt a consistent, comprehensive, and cost-effective approach to managing risk to support the achievement of our business strategies. Our Enterprise Risk Management ("ERM") framework is aligned with ISO 31000 Risk Management standards, guided by its principles, framework and processes for risk management.

The Board of Directors is entrusted with the governance of risk and the overall internal control framework. They ensure that Management maintains robust risk management and internal control systems to safeguard shareholders' interests.

APAC Realty regularly reviews risks across five key categories: strategic, operational, financial, compliance, and technology. These reviews are conducted every two to three years, ensuring that our risk management practices remain relevant, effective and aligned with our long-term objectives.

Business Ethics

At APAC Realty, we are dedicated to upholding the highest standards of ethical conduct across our value chain, encompassing our internal operations, engagements with clients and partners, and contributions to the broader community. We strictly comply with all applicable regulations and policies, striving to serve as a benchmark for corporate responsibility.

APAC Realty has a set of Company Rules and Regulations that require all employees to act with the highest personal and professional integrity standards. All employees are required to read, understand and comply with the Company Rules and Regulations when they are on-boarded. The policies and regulations are also readily accessible online. Please refer to page 51 of this report for further information on our corporate governance.

Code of Conduct and Ethics	• Developed to provide an avenue for employees to raise concerns about wrongdoing, malpractice or Improper Accounting Activity within the Company as well as cover all concerns that could have an adverse impact on the Company.
Whistleblowing Policy	• Developed to provide a framework to promote responsible and secure whistleblowing without fear of adverse consequences • Allows for reporting by employees or outside parties of such matters to the Audit Committee Chairman, without fear of reprisal, discrimination or adverse consequences, and also permits the Group to address such reports by taking appropriate action.
Anti-Money Laundering Policy	• Developed to establish proper procedures to ensure that our internal process meets the requirements of the CEA Practice Guidelines on the Prevention of Money Laundering and Countering the Financing of Terrorism (PG01-19).

In FY2024, we are pleased to report zero cases of corruption and zero incidents of non-compliance with rules or regulations.

As for our agents, all ERA salespersons will have access to and will need to comply with a list of policies and practices including:

- Guidelines for Advertisements
- Council for Estate Agencies ("CEA") Estate Agents Act
- Practice Circulars issued by CEA
- Practice Guidelines issued by CEA (includes Prevention of Anti-Money Laundering ("AML") and Countering the Financing of Terrorism ("CTF") guidelines)
- ERA DNC Policy
- ERA Internal Privacy Policy

Additionally, salespersons are required to attend briefings conducted by the Key Executive Officer ("KEO"), with updates communicated to them via email. To facilitate internal inquiries and provide clarifications on matters related to AML and CTF, a dedicated email address has been established. This channel is managed by the KEO in collaboration with a team of designated compliance officers.

This year, we recorded three CEA disciplinary cases, reflecting a reduction of four cases compared to FY2023. We remain committed to achieving zero CEA disciplinary cases and aim to accomplish this by providing our agents with regular training sessions and comprehensive compliance updates.

	FY2024	**FY2023**	**FY2022**
Number of CEA cases	3	7	2

GRI CONTENT INDEX

Statement of Use	APAC Realty has reported with reference to the GRI Standards for the period 1 January 2024 to 31 December 2024
GRI 2 Used	GRI 1: Foundation 2021

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
General Disclosures			
GRI 2 (2021): General Disclosures	2-1	Organisational details	Pages 1, 3 & 29
	2-2	Entities included in the organisation's sustainability reporting	Page 29
	2-3	Reporting period, frequency and contact point	Page 29
	2-4	Restatements of information	Page 37
	2-5	External assurance	Page 29
	2-6	Activities, value chain and other business relationships	Pages 3, 4 & 10
	2-7	Employees	Page 39
	2-8	Workers who are not employees	APAC Realty does not engage with any workers who are not employees and whose work is controlled by APAC Realty
	2-9	Governance structure and composition	Page 18-22 & 32
	2-10	Nomination and selection of the highest governance body	Pages 58 & 59
	2-11	Chair of the highest governance body	Pages 18-22 & 32
	2-12	Role of the highest governance body in overseeing the management of impacts	Page 32
	2-13	Delegation of responsibility for managing impacts	Page 32
	2-14	Role of the highest governance body in sustainability reporting	Page 32
	2-15	Conflicts of interest	Page 46, 51, 65 & 68
	2-16	Communication of critical concerns	Pages 46 & 65
	2-17	Collective knowledge of the highest governance body	Page 52
	2-18	Evaluation of the performance of the highest governance body	Pages 58 & 59
	2-19	Remuneration policies	Page 60
	2-20	Process to determine remuneration	Page 59
	2-21	Annual total compensation ratio	Not disclosed. However please refer to Page 61 for the total compensation of key management personnel.
	2-22	Statement on sustainable development strategy	Page 30
	2-23	Policy commitments	Pages 43, 46, 47, 60, 65, 67 & 68
	2-24	Embedding policy commitments	Pages 43, 46, 47, 60, 65, 67 & 68
	2-25	Processes to remediate negative impacts	Pages 34-47
	2-26	Mechanisms for seeking advice and raising concerns	Pages 46 & 65
	2-27	Compliance with laws and regulations	Pages 46 & 47
	2-28	Membership associations	APAC Realty is currently not part of any membership associations.
	2-29	Approach to stakeholder engagement	Pages 32 & 33
	2-30	Collective bargaining agreements	APAC Realty currently does not have any collective bargaining agreement in place.

GRI CONTENT INDEX

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
Material Topics			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 33
	3-2	List of material topics	Page 33
Greenhouse Gas Emissions			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 36
GRI 305 (2016): Emissions	305-1	Direct (Scope 1) GHG emissions	Pages 36 & 37
	305-2	Energy indirect (Scope 2) GHG emissions	Pages 36 & 37
	305-3	Other indirect (Scope 3) GHG emissions	Pages 36 & 37
	305-4	GHG emissions intensity	Page 37
	305-5	Reduction of GHG emissions	Page 37
Energy Consumption			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 38
GRI 302 (2016): Energy	302-1	Energy consumption within the organisation	Page 38
	302-3	Energy intensity	Page 38
	302-4	Reduction of energy consumption	Page 38
Water Consumption			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 38
GRI 303 (2018): Water and Effluents	303-1	Interactions with water as a shared resource	Page 38
	303-5	Water consumption	Page 38
Employment			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 39
GRI 401 (2016): Employment	401-1	New employee hires and employee turnover	Page 40
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	APAC Realty does not have any temporary or part-time employees. Please refer to Page 40 for a list of benefits provided to all employees.
	401-3	Parental leave	Page 40
Diversity and Inclusion			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 42
GRI 405 (2016): Diversity and Equal Opportunity	405-1	Diversity of governance bodies and employees	Pages 42 & 43
GRI 406 (2016): Non-discrimination	406-1	Incidents of discrimination and corrective actions taken	Page 43
Training and Development			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 44
GRI 404 (2016): Training and Education	404-1	Average hours of training per year per employee	Page 44
	404-2	Programmes for upgrading employee skills and transition assistance programmes	Page 44

GRI CONTENT INDEX

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
Health and Safety			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 44
GRI 403 (2018): Occupational Health and Safety	403-3	Occupational health services	Page 44
	403-6	Promotion of worker health	Page 44
Community Engagement			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Pages 44 & 45
GRI 413 (2016): Local Communities	413-1	Operations with local community engagement, impact assessments, and development programmes	Pages 44 & 45
	413-2	Operations with significant actual and potential negative impacts on local communities	APAC Realty's business operations does not result in any actual or potential negative impacts on local communities.
Innovation			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 45
Customer Privacy			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 46
GRI 418 (2016): Customer Privacy	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Page 46
Risk Management			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 46
Business Ethics			
GRI 3 (2021): Material Topics	3-3	Management of material topics	Page 46
GRI 205 (2016): Anti-corruption	205-2	Communication and training about anti-corruption policies and procedures	Pages 46 & 47
	205-3	Confirmed incidents of corruption and actions taken	Page 47

The Board of Directors (the "**Board**") and Management of APAC Realty Limited (the "**Company**") and, together with its subsidiaries (the "**Group**"), are committed to maintaining good corporate governance to enhance and safeguard the interests of the Company's shareholders.

This report describes the corporate governance framework and practices adopted by the Company for the financial year ended 31 December 2024 ("**FY2024**"), with reference to the principles and provisions in the Code of Corporate Governance 2018 (the "**Code**").

The Company's governance framework and processes has complied with the Code's principles of corporate governance and substantially, with the provisions underlying the principles of the Code. Where there are deviations from the provisions of the Code, appropriate explanations are provided in this Report.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Principal Duties of the Board

The principal functions of the Board are to:

- Supervise the management of the business and affairs of the Group;
- Approve the Group's strategic plans, key operational initiatives, major investments, disposals and funding decisions;
- Identify the Group's business risks and ensure the implementation of appropriate systems to manage these risks;
- Monitor and review the Group's financial performance;
- Review Management's performance;
- Approve the nominations and re-election of Directors to the Board and the appointment of key management personnel ("**KMP**") as defined in the Code to mean the Chief Executive Officer ("**CEO**") and other persons having authority and responsibility for planning, directing and controlling the activities of the Company;
- Consider sustainability issues, including the integration of sustainability-related matters and the monitoring of sustainability related risks and opportunities as part of its long-term strategy formulation; and
- Assume responsibility for corporate governance.

Conflict of Interest

Directors, as fiduciaries, are required to discharge their duties and responsibilities objectively at all times. In accordance with the Company's policy, each Director is expected to act in good faith and in the best interests of the Company in the discharge of his or her duties and exercise of his or her powers as a Director, and is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as such conflicts become apparent. In any situation that involves a conflict of interest with the Group, the Director who is conflicted would recuse himself or herself from discussions and decisions involving the issues of conflict.

Board Approval

The Board has adopted a set of internal guidelines specifying matters requiring the Board's approval. These include, amongst others, approval of the Group's strategic plans, major investment and funding proposals, review of the annual budget and financial performance of the Group and appointment of Directors and KMP.

The Board has put in place financial authorisation limits for operating and capital budgets, bank signatory and procurement of goods and services. Approval sub-limits are also provided at the Management level to facilitate operational efficiency. Matters requiring Board approval are clearly communicated to Management in writing. Matters that are specifically reserved for the Board's decisions include, in particular, interested person transactions, material acquisitions and disposals of assets, corporate or financial restructuring, share issuances and dividend payments to shareholders, and other transactions of a material price-sensitive nature requiring announcement under the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Board, based on the Audit and Risk Committee (as defined below) recommendation, reviews the first and third quarters financial results, and approves the half-year and full-year financial results for release on SGXNET.

Directors' Orientation and Training

Upon appointment, each new Director would be provided with a formal letter outlining a director's duties and obligations under applicable laws and the Listing Manual. The new Director will also receive a comprehensive orientation programme including meeting with the CEO and Chief Financial Officer ("**CFO**") to familiarise with the affairs of the Group's operations and businesses. Mr Michael Yeh, who joined the Board on 8 August 2024, has attended the orientation programme.

Under the Listing Manual, a new Director who has no prior experience as a director of a company listed on the SGX-ST must undergo training in the roles and responsibilities of a director of a company listed on the SGX-ST and training on sustainability matters as prescribed by the SGX-ST. Mr Michael Yeh is required to attend such training and is expected to complete the training requirements in 2025.

Directors are encouraged to attend training to update themselves on the relevant new laws, regulations and changing commercial risks, from time to time. Such expenses are borne by the Company.

Directors are also regularly updated on changes to applicable laws and regulations (e.g. regulatory developments), and changes in accounting standards, either during Board meetings or via electronic mail.

Directors are encouraged to attend seminars, workshops and receive training in areas such as directors' duties and responsibilities, changes in regulations and regulatory framework (including financial reporting standards and the Listing Manual) which are relevant to the Company's business and operations, so as to enable them to perform effectively as Directors. The Company arranges and funds the training of Directors.

Board and Board Committees Meetings

Three Board Committees, namely the Audit and Risk Committee ("**ARC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") have been constituted with written terms of reference approved by the Board to assist the Board in discharging its responsibilities. The day-to-day management functions are performed by Management, headed by the CEO.

Notwithstanding that the Company does not perform quarterly reporting of its financial results, the ARC and Board continue to conduct regularly scheduled meetings for the first and third quarters of the financial year to receive the financial results for the first and third quarters, updates on significant business activities and the overall business environment, in addition to the half-yearly meetings which coincide with the announcement of the Group's half-year and full-year financial results respectively. Ad-hoc meetings are held as and when required to address any significant issues that may arise.

The constitution of the Company (the "**Constitution**") provides for the meetings of directors to be held via telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously. Non-Executive Directors are also encouraged to communicate amongst themselves, and with the Company's auditors and legal advisors without the presence of the Executive Director and Management.

In order to ensure that the Board is able to make informed decisions and fulfil its responsibilities, Management provides Directors with periodic updates of the latest developments in the Group, management accounts, reports and other financial information. Detailed board papers are provided to the Directors before the scheduled meetings to enable them to make informed decisions. In respect of budgets, any material variance between the projections and actual results is reviewed by the Board, with Management providing explanations and further details as required.

At each quarterly Board meeting, the Executive Director and Management brief the Non-Executive Directors on the state of the Group's business, finances and risks. The Non-Executive Directors are also briefed on the key developments in the real estate agency industry.

The Directors have been informed and are aware that they may take independent professional advice at the Company's expense, where necessary, in furtherance of their duties.

All the Directors have unrestricted access to the Company's records and information. They also have separate and independent access to senior Management and the Company Secretary at all times. The Company Secretary attends all Board and Board Committee meetings and is responsible to ensure that established procedures and all relevant statutes and regulations which are applicable to the Company are complied with. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The attendance of Directors at the annual general meeting ("**AGM**"), Board and Board Committees meetings held in FY2024 are as follows:

	Annual General Meeting	Board Meetings	ARC Meetings	NC Meetings	RC Meetings
No. of meetings held	**1**	**4**	**4**	**3**	**2**
Name of Directors		**No. of meetings attended in FY2024**			
Chua Khee Hak ("**Jack Chua**")	1	4	–	–	–
Andrew Scobie Hawkyard*	–	4	4	3	2
Wong Hin Sun, Eugene	1	4	4	3	2
Tan Poh Hong	1	4	4	3	2
Siew Peng Yim	1	3	3	2	1
Michael Yeh**	–	1	1	–	–

* Resigned from the Board and as member of the ARC, NC and RC on 7 November 2024

** Appointed to the Board and as member of the ARC, NC and RC on 8 August 2024

After review by the NC, the Board is satisfied that the Directors with multiple board representations and other principal commitments, have been able to devote sufficient time and attention to the affairs of the Group to discharge his or her duties as a director of the Company adequately and satisfactorily, notwithstanding their multiple appointments and commitments in FY2024.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Board Independence

The Board comprises five Directors, one of whom is an Executive Director and of the four Non-Executive Directors, three are Independent Directors. The Independent Directors made up the majority of the Board.

Memberships of the Board Committees are as follows:

Board Composition Table

Name	Date of Appointment	Board Membership	ARC	NC	RC
Jack Chua	4 September 2017	Executive Chairman	–	–	–
Wong Hin Sun, Eugene	15 July 2019	Non-Executive, Independent	Member	Chairman	Member
Tan Poh Hong	1 October 2020	Non-Executive, Independent	Member	Member	Chairman
Siew Peng Yim	12 May 2023	Non-Executive, Independent	Chairman	Member	Member
Michael Yeh	8 August 2024	Non-Executive, Non-Independent	Member	Member	Member

The independence of each Independent Non-Executive Director is assessed at least annually by the NC, adopting the Code's and the Listing Manual's definitions. All the Independent Directors are considered to be independent, with each individual Director concerned abstaining from the review of his own independence.

Under the Code, an independent director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Under the Listing Manual, a Director will not be deemed independent if he is employed by the Company or its related corporations for the current or any of the past three financial years, or if he has an immediate family member who is employed or has been employed by the Company or its related corporations for the current or any of the past three financial years, and whose remuneration is or was determined by the Company's RC.

The Directors complete an annual declaration of independence, whereby they are required to assess their independence, after taking into account the above requirements, which is then put to the NC for review. The Directors are mindful, however, that the relationships identified in the annual confirmation of independence are only indicators of possible situations where independent judgement may be impaired, but are not in themselves conclusive, and they are also required to disclose any relationship with the Company, its related corporations or its officers which may interfere with, the exercise of their independent business judgement in the best interests of the Company, or would otherwise deem them to be not independent.

As the above provisions in the Code and listing rules in the Listing Manual do not apply to the Independent Non-Executive Directors, and based on their annual declaration of independence, Mr Wong Hin Sun, Eugene, Ms Tan Poh Hong and Mr Siew Peng Yim are considered independent.

The Non-Executive Directors constructively challenge and participate in setting strategies and goals for the Company and review as well as monitor Management performance in the implementation of the agreed strategies and goals. Where necessary, the Non-Executive Directors will have meetings amongst themselves without the presence of Management.

Board Diversity and Composition

Annually, the NC reviews the structure, size and composition of the Board to ensure appropriate balance and diversity. The Board has adopted a board diversity policy which requires the NC to take into consideration diversity in skills, knowledge, experience, gender, age and other distinguishing qualities of the Directors. The board diversity policy is published on the Company's website. In its annual review, NC was satisfied that the objectives of the board diversity policy continue to be met. The Board agreed that the board diversity policy served its objective of bringing to the Board different perspectives, experiences and competencies.

All the Directors are professionals in their own fields, together they bring to the Board multiple skill sets, relevant competencies, and attributes to discharge the functions of the Board and Board Committees and respond to the demands facing the Group.

The Board endeavours to achieve the balance and diversity necessary to maximise its effectiveness as part of its Board diversity policy which endorses the principle that its Board should have the balance of skills, knowledge, experience and other aspects of diversity that support the Company in the pursuit of its strategic and business objectives, and its sustainable development. The policy seeks to promote the inclusion of different perspectives, ideas and insights and ensure that the Company can benefit from all available sources of talent.

In determining the optimum composition and size of the Board and each Board committee, the Board diversity policy provides for the NC to consider a combination of factors such as skills, knowledge, professional experience, educational background, gender, age, and length of service. The skills, knowledge and experience to be considered include real estate, finance, accounting, business acumen, management experience, exchange industry knowledge, technology expertise, familiarity with regulatory requirements and knowledge of risk management, audit and internal controls.

A skills matrix is used to help identify the gaps. The skills matrix classifies the skills, knowledge and professional experience of existing Directors into several broad categories such as industry knowledge; financial markets; regulation, compliance and/or government relations; leadership; cybersecurity and technology; environmental, social and governance ("**ESG**"), and also where such skills, knowledge and professional experience were acquired or utilised geographically.

Suitable candidates will then be identified, including through external search firms. External search firms that are engaged, are instructed that diversity is a key criterion in the search and in particular, gender diversity. Female candidates are therefore required to be included for consideration.

Following its assessment of the candidates, the NC will then interview the short-listed candidates. The NC will thereafter make its recommendations to the Board including appointments to the appropriate Board committee(s) after matching the candidates' skills-set to the needs of each Board committee. The Board, taking into account the views of the NC, will consider if its Directors meet the criteria under its Board diversity policy and possess the necessary competencies to govern the Company effectively.

The Company will continue to pursue identification and evaluation of suitable candidates to ensure there is diversity (including gender, skills and experience) on the Board as part of the phased renewal and refreshment of the Board, and will disclose its progress in future Annual Reports as appropriate.

Following the appointment of Ms Tan Poh Hong as an independent Director on 1 October 2020, the Board's target to have at least one female represented on the Board has been met. The Board has maintained this target for the financial year ended 31 December 2024.

In terms of gender representation, the current Board consists of four men and one woman i.e. 80% male and 20% female, and, among the independent Directors, the female gender representation is 33%.

The Board also recognises that gender diversity is only one aspect of Board diversity. In terms of qualifications and competencies, members of the Board include seasoned professionals in real estate, investment, financial, accounting and legal fields. The Board believes that its members' different backgrounds, experience, age, gender, tenure of service, and skill sets provide a diversity of perspectives which contribute to the quality of its decision-making. The profiles of the Directors are on pages 18 to 19 of the Annual Report.

The Company remains committed to implementing its Board diversity policy and any further progress made towards the implementation of such policy will be disclosed in future Corporate Governance Reports, as appropriate.

The Board, through the NC, is of the view that the current board size of five members is considered appropriate for the Company, considering the nature and scope of the Company's operations. In addition, the Board believes that the current composition provides an appropriate balance of skills, experience and knowledge which facilitates effective decision-making. The Directors hold core competencies such as accounting and finance, business and management as well as industry knowledge.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

The Company's CEO is Mr Chu Weng Kiong Marcus ("**Mr Marcus Chu**") and the Executive Chairman is Mr Jack Chua. The Executive Chairman and the CEO are separate persons which ensures an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

As the Executive Chairman, Mr Jack Chua charts the strategic direction, the business planning and development of the Group. He also ensures that Board meetings are held as and when necessary, approves the Board meeting agenda and ensures adequate time is available for discussion of all agenda items, in particular strategic issues, reviews the Board papers before they are presented to the Board to ensure that Board members are provided with complete, adequate and timely information. Mr Jack Chua also monitors communications and relations between the Company and its shareholders, between the Board and Management, and between the Independent and Non-Independent Directors, with a view to encourage constructive relations and dialogue amongst them. The Executive Chairman also works to facilitate the effective contribution of the Non-Executive Directors and assists to ensure procedures are introduced to comply with the Company's guidelines on corporate governance.

As the CEO, Mr Marcus Chu leads the members of the Management team and is responsible for implementing and reviewing the business direction and strategies for the Group as endorsed by the Board, and for operational performance and organisational excellence.

The division of executive responsibility and authority in the Company provides decisiveness and clarity in the implementation of corporate policies and objectives, and serves to align the interests of the majority stakeholder with those of minority shareholders in the Company's goals for enhancing shareholder value.

The Board has considered Mr Jack Chua's role as an Executive Chairman and the strengths he brings to such a role by virtue of his stature and experience. Through the establishment of various Board Committees with the power and authority to perform key functions without the undue influence from the Executive Chairman, and the putting in place of internal controls for proper accountability and to allow for effective oversight by the Board of the Company's business, the Board ensures that there is appropriate balance of power which allows the Board to exercise objective decision-making in the best interests of the Group. The Board is of the view that Mr Jack Chua's role as Executive Chairman would continue to facilitate the Group's decision-making and implementation process without diminishing the capacity of the Board for independent decision-making.

Lead Independent Director

The Board has designated Mr Wong Hin Sun, Eugene as the Lead Independent Director who serves as a sounding board for the Chairman and as an intermediary between the independent non-executive directors and the Chairman. When necessary, the Non-Executive Directors, led by the Lead Independent Director will have discussions among themselves without the presence of Management and the Executive Director. The Lead Independent Director provides any relevant feedback to the Executive Chairman as appropriate. In general, such discussions are informal and conducted either before the start, or after the conclusion, of a scheduled meeting of the Board or a Board Committee.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

NC Composition and Role

The NC comprises four Directors, all of whom are non-executive and the majority of whom, including the NC Chairman, are independent, and the Lead Independent Director is the Chairman of NC:

Wong Hin Sun, Eugene (Chairman)
Tan Poh Hong
Siew Peng Yim
Michael Yeh

The NC convened three meetings during the financial year under review.

Based on the written terms of reference, the principal functions of the NC are:

- establishing a formal and transparent process for the appointment and re-appointment of Directors to the Board and assessing annually the effectiveness of the Board as a whole and the Board Committees, and the contribution of each Director to the effectiveness of the Board;

- making recommendations to the Board on relevant matters relating to:

  (i) the review of Board succession plans for the Directors and KMP;
  (ii) the review of training and professional development programmes for the Board; and
  (iii) the appointment and re-appointment of Directors (including alternate Directors, if applicable);

- identifying candidates, reviewing and approving nominations for the positions of Director or alternate Director (whether appointment or re-appointment) and membership of Board committees (including the ARC, the RC and the NC), as well as appraise the qualifications and experience of any proposed new appointments to the Board and to recommend to the Board whether the nomination should be supported;

- ensuring that the Board and Board Committees comprise Directors who, as a group, provide an appropriate balance and diversity of skills, experience, genders and knowledge of the Group and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge, taking into account, among other things, the future requirements of the Group and the guidelines recommended under the Code;

- reviewing on an annual basis, and as and when circumstances require, if a Director is independent, bearing in mind the circumstances set forth in the Code and any other salient factors; and

- where a Director has multiple board representations, deciding whether the Director is able to and has been adequately carrying out his duties as a Director, taking into consideration the director's number of listed company board representations and other principal commitments.

In recommending new appointments to the Board, based on the Board diversity policy, the NC takes into consideration the balance and diversity of skills required to support the Company's business activities and strategies as well as qualification, experience and attributes of prospective candidate.

When necessary, the NC may seek the help of external consultants in the search process. In selecting suitable candidates, the Board, in consultation with the NC, will consider the Group's strategic goals, business direction and needs. The Board will also consider gender diversity requirements in seeking any new appointment to the Board. The NC will conduct interviews with the candidates and nominate the candidate deemed most suitable for appointment to the Board.

Re-election of Directors

In recommending a Director for re-election to the Board, the NC considers, inter alia, his or her performance and contributions to the Board (including attendance and participation at meetings, and time and effort accorded to the Group's business and affairs). The Company's Constitution requires that newly appointed Directors by the Board retire at the next AGM following his appointment. One-third of the Board (or, if their number is not a multiple of three, the number nearest to but not less than one-third) is to retire from office by rotation at every subsequent AGM. The Directors to retire by rotation shall be those longest in office since their last re-election or appointment.

At the forthcoming AGM, Ms Tan Poh Hong, Mr Siew Peng Yim and Mr Michael Yeh, will retire in accordance with the Company's Constitution. They have signified their consents to continue in office, and being eligible, offered themselves for re-election. Upon assessing these Directors' performance and contributions to the Board, the NC recommended them for re-appointment to the Board for consideration and the Board has accepted the NC's recommendations to put forth these Directors for re-election at the forthcoming AGM.

No member of the NC had participated in deliberations or decisions on recommendations for his own re-nomination to the Board.

Directors' Commitments

The Directors must ensure that they are able to give sufficient time and attention to the affairs of the Company and, as part of its review process, the NC decides whether or not a Director is able to do so and whether he has been adequately carrying duties as a Director of the Company. The Board has also adopted an internal guideline that seeks to address the competing time commitments that may be faced when a Director holds multiple board appointments. The guideline provides that, as a general rule, each Director should hold no more than five directorships in public listed companies. However, the Board recognises that the individual circumstances and capacity of each Director are different and there may be circumstances in which a different limit on board appointments is appropriate. The guideline also provides that (i) in support of their candidature for directorship or re-election, Directors are to provide the NC with details of other commitments and an indication of the time involve, and (ii) non-executive Directors should consult the Chairman of the Board or chairman of the NC before accepting any new appointments as Directors.

None of the Directors has an alternate director. As a Director is expected to be able to commit time to the affairs of the Company, the NC will generally not support the appointment of an alternate Director.

Key Information of Directors

The key information (includes the listed company directorships and principal commitments) of the Directors is as set out on pages 18 to 19 of this Annual Report.

Additional information on Ms Tan Poh Hong, Mr Siew Peng Yim and Mr Michael Yeh, being the Directors who have been nominated for re-election, required under Appendix 7.4.1 of the Listing Manual are set out on pages 131 to 136 of this Annual Report.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Board Evaluation Process

The NC has formulated an evaluation process for assessing the effectiveness of the Board, Board Committees and individual Directors.

The assessment parameters include, amongst others, Board and Board Committees size and composition, board independence, board processes, board information and accountability, attendance at meetings of the Board and Board Committees, contributions and participation at meetings and ability to make informed decisions.

The primary objective of the assessment is to create a platform for the Board and Board Committees members to provide constructive feedback on the board procedures and processes and the changes which should be made to enhance the effectiveness of the Board and Board Committees.

Each Director is required to complete assessment forms to evaluate the Board, Board Committees and individual Directors. The Company Secretary collates the forms and prepares a consolidated report for the Chairman of the NC. The NC discusses the report and concludes the performance results during the NC meeting before tabling the same to the Board. In consultation with the NC, the Chairman of the Board will act on the results of the performance evaluation with a view to strengthening the Board with new members and/or seeking the resignation of Directors where appropriate, and enhancing the effectiveness of the Board as a whole, and the Board Committees.

Performance of the individual Directors is observable through devotion of their contributions and participation at meetings, and time and attention devoted to the affairs of the Company. The NC will also consider other contributions by a Director, such as providing objective perspectives on issues, facilitating business opportunities and strategic relationships and the Director's accessibility to Management outside of formal Board and/or Board Committee meetings.

The performance evaluation process is performed annually.

For FY2024, based on the completed assessment forms submitted by all Directors, the Board is of the view that the Board, Board Committees and individual Directors have fared well against the performance criteria and is satisfied with the performance of the Board, Board Committees and individual Directors and that each director is contributing to the overall effectiveness of the Board. The NC has access to professional advice to facilitate the evaluation process whenever there is a need to consult externally. There was no necessity for external advice to be obtained in FY2024.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Disclosure of Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

RC Composition and Role

The RC comprises four directors, all of whom are non-executive and the majority of whom, including the RC Chairman, are independent:

Tan Poh Hong (Chairman)
Wong Hin Sun, Eugene
Siew Peng Yim
Michael Yeh

The RC had convened two meetings during the financial year under review.

Based on the written terms of reference, the principal functions of the RC are:

- reviewing and recommending to the Board, in consultation with the Chairman of the Board, for endorsement:

  (i) a general remuneration policy framework for the Board and KMP; and
  (ii) the specific remuneration packages for each of the Directors and KMP; and
  (iii) succession planning;

- ensuring the remuneration policies and systems of the Group, as approved by the Board, support the Group's objectives and strategies, and are consistently administered and being adhered to within the Group;

- in the case of service contracts, reviewing the Company's obligations arising in the event of termination of an Executive Director or KMP's service contracts, to ensure that such service contracts contain fair and reasonable termination clauses which are not overly generous; and

- proposing, for adoption by the Board, appropriate and meaningful performance criteria to assist in the evaluation of the performance of the KMP, Directors and of the Board as a whole.

The RC shall also ensure that the level and structure of remuneration should be aligned with the long-term interest and risk policies of the Group and should be appropriate, to attract, retain and motivate (a) the Directors to provide good stewardship of the Group and (b) KMP to successfully manage the Group, as well as ensure accountability of the Group.

If a member of the RC has an interest in a matter being reviewed or considered by the RC, he will abstain from voting on that matter.

Remuneration Policy

The Group's remuneration policy is to provide competitive remuneration packages to reward, retain and motivate high levels of performance. In setting remuneration packages for employees including the Executive Director, CEO and KMP, the Company takes into consideration the remuneration and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of the individual.

Only the Executive Director and CEO have entered into service agreements with the Company. The service agreements do not have a fixed term and contain termination provisions, pursuant to which either party to the agreement may terminate his employment at any time by giving not less than six months' prior written notice. The RC reviews the service agreements of the Executive Director and CEO annually and any revisions are subject to its recommendation to the Board for approval.

Only the Non-Executive Directors receive directors' fees for their services as the Executive Director is remunerated as an executive employee. Directors' fees are set in accordance with a remuneration framework comprising basic fees and committee fees. In determining the quantum of such fees, factors such as frequency of meetings, time spent, responsibilities of Non-Executive Directors, and the need to be competitive in order to attract, motivate and retain these Directors are taken into account. Comparisons are made periodically against directors' fees of other listed companies with similar market capitalisation as the Company to ensure that the Directors' fees are within market norms and commensurate with responsibilities of the Non-Executive Directors. No Director is involved in deciding his own remuneration package. The Directors' fees will only be paid upon approval by the shareholders at the AGM. These measures serve to assure that the independence of the Non-Executive Directors is not compromised by their compensation.

The structure of the fees payable to the Non-Executive Directors for FY2024 is as follows:

	Per annum
Lead Independent Director	$5,000
ARC Chairman	$18,000
NC Chairman	$10,000
RC Chairman	$10,000
ARC member	$15,000
NC member	$8,000
RC member	$8,000
Base fee payable to all Non-Executive Directors	$30,000

Where necessary, the RC may seek external professional advice on remuneration matters of Directors, CEO and KMP. The RC did not engage any external remuneration consultant to assist in the review of compensation and remuneration for FY2024.

The remuneration mix of the Executive Director, CEO and KMP comprise fixed and variable components. The fixed component includes base salary, fixed allowances, compulsory employer contribution to the Central Provident Fund, and other benefits as applicable. The variable component includes annual bonus which is dependent on Company and individual performance. This is to align with the interests of shareholders and other stakeholders and promotes long-term success of the Group.

There are no contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Director, CEO and KMP in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company. The RC is of the view that such claw back provisions are not necessary because the variable components of their remuneration package are moderate.

Remuneration Disclosure

The breakdown of remuneration paid to or accrued to each Director and the CEO for FY2024 is as follows:

Directors and CEO	Salary# $	Fees $	Other Benefits $	Performance-related Income/Bonus $	Sub-total $	Share Based Remuneration $	Total $
Marcus Chu	720,000	–	12,360	1,081,175	1,813,535	912,733	2,726,268
Jack Chua	150,000	–	6,000	–	156,000	–	156,000
Wong Hin Sun, Eugene	–	68,000	–	–	68,000	–	68,000
Tan Poh Hong	–	63,000	–	–	63,000	–	63,000
Siew Peng Yim	–	64,000	–	–	64,000	–	64,000
Andrew Scobie Hawkyard*	–	–	–	–	–	–	–
Michael Yeh**	–	–	–	–	–	–	–

Refers to the basic salary including CPF contribution by the employee
* Resigned from the Board and as member of the ARC, NC and RC on 7 November 2024
** Appointed to the Board and as member of the ARC, NC and RC on 8 August 2024

The aggregate remuneration received by the top five KMP (who are not Directors or the CEO) for FY2024 was $3,150,495. The Company has not fully disclosed the remuneration of the KMP (who are not Directors or the CEO) in accordance with Provision 8.1(b) of the Code as the Board is of the view that it is not in the best interests of the Company and the employees of the Group to disclose such details due to the sensitive nature of such information as it may lead to the poaching of executives within a highly competitive industry. The various components of the remuneration of the KMP (who are not Directors or the CEO) in percentage terms are as follows:

Aggregate remuneration	No. of KMP	Salary %	Bonus %	Allowances and Other Benefits %	Share Based Remuneration %	Total %
$3,150,495	5	46	30	1	23	100

No employee of the Group was a substantial shareholder of the Company, or is an immediate family member of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds $100,000 during the year.

Performance Share Plan

In addition to existing bonus and incentives schemes, the Directors acknowledge that it is important to recognise, reward and retain the personnel, whose contributions are essential to the well-being and prosperity of the Group and who have contributed to the growth of the Group. On 20 April 2023, the shareholders of the Company approved and adopted the APAC Realty Performance Share Plan 2023 ("**Share Plan**"). Pursuant to the Share Plan, executive directors, management and certain agency leaders of the Group will be eligible to be awarded ordinary shares in the capital of the Company ("**Shares**") ("**Eligible Participants**"), subject to certain terms and conditions set out in the Share Plan. The non-executive directors of the Company are not eligible to participate in the Share Plan. The objectives of the Share Plan are to motivate Eligible Participants to strive for sustained growth and performance of the Group and to foster a "founders' mindset".

The Share Plan is administered by the RC and shall continue to be in force at the discretion of the RC, subject to a maximum period of 10 years commencing on the date on which the Share Plan is adopted by the Company. The RC may at its absolute discretion, grant the Shares to the Eligible Participants, at any time during the period when the Share Plan is in force. The number of Shares which are the subject of each award to be granted to an Eligible Participant in accordance with the Share Plan shall be determined at the discretion of the RC, which shall take into account the Eligible Participant's job performance, potential for future development and contribution to the success and development of the Group. The length of vesting period will be up to four years and will be determined by the RC, taking into account the relevant circumstances of the grant of award in question.

The Share Plan has clawback rights that allow the RC to cancel all or part of any award to the extent not yet released to the Eligible Participant and to exercise the right to clawback the monetary value of shares which has been released to the Eligible Participants, if certain exceptional circumstances occur in relation to that Eligible Participant. Such exceptional circumstances include (but are not limited to):

- the Eligible Participants having engaged in conduct which resulted in or contributed to any financial loss or reputational harm to the Group; and

- the Eligible Participants having engaged in misconduct or committed fraud or breach of trust of duty in relation to the Group.

Share awards granted under the Share Plan in FY2024 did not exceed 15% of the total number of issued shares of the Company (excluding treasury shares), which is the limit of the Share Plan. Please refer to page 71 of this Annual Report for the amount of share awards granted for the financial year under review.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.

The Board is responsible for the governance of risks and the overall internal control framework. It ensures that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets and determines the nature and extent of the significant risks which the Board is willing to take in achieving the Company's strategic objectives.

Management is responsible to the Board for the design, implementation and monitoring of the Company's risk management and internal control systems and to provide the Board with a basis to determine the Company's level of risk exposure, risk tolerance and risk policies.

The ARC reviews, with the external auditor as part of their statutory audit, the adequacy and effectiveness of the Company's internal controls relevant to the preparation of financial statements.

Annual Assurance

The Board had received written assurance from the CEO and CFO at the Board meeting on 27 February 2025 that:

- the financial records had been properly maintained and the financial statements give a true and fair view of the Group's financial condition, results of operations, cash flows and finances for the period covered by the report;

- the Group had established and maintained adequate and effective systems of internal controls (including financial, operational, compliance and information technology controls) and risk management for FY2024; and

- there was no other matter that the CEO and CFO were aware of which could lead them to believe that the financial statements for FY2024 are false or misleading or that the systems of internal controls and risk management are inadequate or ineffective.

Based on the internal control policies and procedures established and maintained by the Group, works performed by the external and internal auditors and reviews performed by Management as well as assurance from the CEO and CFO, the Board with the concurrence of the ARC, is of the view that the internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective as at 31 December 2024 to address the financial, operational, information technology and compliance risk which the Group considers relevant and material to its operations. The Board and the ARC did not identify any material weaknesses in the internal controls and risk management systems of the Group.

The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

Risk management system has become an essential part of the Group's business planning and monitoring process. On a bi-annual basis, Management submits an "Enterprise Risk Management Report" to the Board, detailing the Group's risk profile, evaluating their potential impact and proposing countermeasures to mitigate or to transfer identified risks so as to bring them to an acceptable level. As part of the Group's continuous efforts to ensure that its risk management systems and internal controls are adequate and effective, the Management is not only working towards strengthening the existing policies by conducting regular reviews to ensure that they remain relevant, but is also implementing new ones where necessary so as to meet challenges brought on by a changing business environment.

Audit and Risk Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

ARC Composition and Role

The ARC comprises four directors, all of whom are non-executive and the majority of whom, including the ARC Chairman, are independent:

Siew Peng Yim (Chairman)
Wong Hin Sun, Eugene
Tan Poh Hong
Michael Yeh

The ARC had convened four meetings during FY2024.

The Board is of the view that the ARC members have the relevant expertise to discharge the functions of an ARC. Collectively, the ARC members have extensive experience in the accounting, financial and investment fields. Reasonable resources have been made available to the ARC to enable them to discharge their duties. The ARC members also take measures to keep abreast of the changes to accounting standards and issues which have a direct impact on financial statements through attendance at trainings and updates by professionals and external auditor.

None of the ARC members was a former partner or director of the Company's existing external auditor, Ernst & Young LLP ("**EY**"), within the previous two years or has any financial interest in the firm.

Based on the written terms of reference, the principal functions of the ARC are:

- assisting the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, auditing, internal controls and financial practices of the Group;
- reviewing and recommending to the Board significant financial reporting issues and judgements to ensure the integrity of the financial statements and any announcements relating to financial performance;
- reviewing the scope and results of the external audit and its cost effectiveness, and the independence and objectivity of the external auditor;
- reviewing the external auditor's audit plan and audit reports, and the external auditor's evaluation of the system of internal accounting controls, with the external auditor, as well as the assistance given by Management to the external auditor;
- reviewing and reporting to the Board, at least annually, the adequacy and effectiveness of the risk management and internal control systems, including financial, operational, compliance and IT controls;
- monitoring and reviewing the implementation of the external auditor's recommendations for internal control weaknesses, if any;

- reviewing and approving all hedging policies and types of hedging instruments to be implemented by the Company, if any;
- reviewing any interested person transactions as defined in the Listing Manual;
- reviewing the scope and results of the internal audit procedures and Management's response and follow-up actions, and, at least annually, the adequacy and effectiveness of the Company's internal audit function;
- approving the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting/ auditing firm or corporation to which the internal audit function is outsourced;
- making recommendations to the Board on the proposals to shareholders on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- reviewing any actual or potential conflicts of interest that may involve the Directors as disclosed by them to the Board, exercising directors' fiduciary duties in this respect. Upon disclosure of an actual or potential conflict of interest by a Director, the ARC will consider whether a conflict of interest does in fact exist. A Director who is a member of the ARC will not participate in any proceedings of the ARC in relation to the review of a conflict of interest relating to him. The review will include an examination of the nature of the conflict and such relevant supporting data, as the ARC may deem reasonably necessary;
- reviewing and assessing from time to time whether additional processes are required to be put in place to manage any material conflicts of interest with the Company's controlling shareholders and propose, where appropriate, the relevant measures for the management of such conflicts; and
- reviewing and resolving all conflicts of interest matters referred to it.

The ARC keeps abreast of changes to accounting standards and issues which have a direct impact on financial statements through the report presented by the external auditor on the scope and results of the external audit, and through their discussions with the external auditor.

The ARC had met with the external and internal auditors, without the presence of Management, once in FY2024.

External Audit

The ARC has undertaken a review of the independence and objectivity of EY, through discussions with EY as well as review of the non-audit services that are provided by EY and is satisfied that the provision of such services did not affect the independence of EY in FY2024. The audit and non-audit fees charged to the Group by EY for FY2024 amounted to $245,000 and $13,000 respectively. The non-audit fees for FY2024 mainly consisted of the provision of tax compliance services.

EY confirmed that the firm and audit team members have complied with the independence requirements in the Code of Professional Conduct and Ethics of the Singapore Accountants (Public Accountants) Rules.

The ARC also has considered the adequacy of the resources, experience and competence of EY, and has taken into account the Audit Quality Indicators relating to EY at the firm level and on the audit engagement level. Consideration is also given to the experience of the engagement partner and key team members in handling the audit team's ability to work in a co-operative manner with Management whilst maintaining integrity and objectivity and to deliver their services professionally and within agreed timelines.

Based on the above bases, the ARC is of the opinion that EY is independent for the purpose of the Group's statutory audit and is satisfied with the standard and quality of work performed by EY. The ARC has recommended to the Board the nomination of EY for re-appointment as the Company's external auditor at the forthcoming AGM.

The Group has complied with Rules 712 and 715 of the Listing Manual on the appointment of audit firms for the Company and the entities in the Group.

Internal Audit

The Board recognises that it is responsible for maintaining a sound system of internal controls to safeguard shareholders' investments and the Group's business and assets. The Company's internal audit function has been outsourced to RSM Risk Advisory Pte Ltd. The internal auditor reports directly to the ARC. The ARC also reviews and approves the annual internal audit plans and resources to ensure that the internal auditor has adequate resources to perform their functions.

The annual internal audit plan is prepared in consultation with, but independent of Management, and submitted to the ARC for approval. The ARC ensures that the internal audit function has appropriate standing within the Company. The findings and recommendations made by the internal auditor have been adequately followed through and implemented by Management in the financial year. The ARC participates in and approves the hiring, removal, evaluation and compensation of the internal audit function. The internal auditor is given unfettered access to all company documents, records, properties and personnel, including access to the ARC.

The ARC reviews the adequacy and effectiveness of the internal audit function at least annually to, amongst others, ensure that (i) the majority of the identified risks are audited by cycle, (ii) the recommendations of the internal auditor are properly implemented, and (iii) the effectiveness and independence of the internal auditor. In doing so, the ARC takes into consideration the service level, attentiveness, professionalism and calibre of the assigned personnel who carried out the internal audit activities during the financial year. The ARC is satisfied that the internal audit function was independent, adequately resourced and effective in FY2024.

The ARC is satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the requisite experience and relevant skill sets to perform its function effectively and the internal auditor has met the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

Key Audit Matters

In the review of the financial statements, the ARC discussed with Management the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The ARC also considered the clarity of disclosures on significant matters in the financial statements. Among other matters, the following key audit matters as reported by the external auditor for FY2024 were reviewed and discussed by the ARC with Management and the external auditor:

- Impairment assessment of goodwill; and
- Impairment assessment of trade receivables.

Following the review and discussions, the ARC was satisfied with the approach and appropriateness of methodologies used by Management, as adopted and disclosed in the financial statements, and recommendation was made by the ARC to the Board to approve the financial statements.

Whistleblowing Policy

The Company has put in place a whistleblowing framework (the "**Whistleblowing Policy**") which was endorsed by the ARC where the employees of the Group or any other person may, in confidence, raise concerns about possible corporate improprieties on matters of financial reporting or other matters. A dedicated secured e-mail address has been set up to allow whistleblowers to contact the ARC Chairman directly.

Details of the Whistleblowing Policy are made available to all employees of the Group and can be found on the Company's intranet and website. The ARC ensures that independent investigations and appropriate follow-up actions are carried out.

Every effort will be made to protect the whistleblower's identity. The Company does not tolerate nor condone any retaliatory action taken against the whistleblower and may institute disciplinary action against any employee or person found to have taken such retaliatory action.

There was no whistleblowing report received in FY2024.

SHAREHOLDER RIGHTS AND RESPONSBILITIES

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Engagement with Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

MANAGING STAKEHOLDERS' RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

Disclosure of Information on Timely Basis

The Group's corporate governance practices promote fair and equitable treatment of all the Company's shareholders. To facilitate shareholders' ownership rights, the Company ensures that all material information is disclosed on a comprehensive and timely basis via SGXNET, in particular, information pertaining to the Group's business development and financial performance which could have a material impact on the share price of the Company, so as to enable shareholders to make informed decisions in respect of their investments in the Company.

The Company does not practise selective disclosure. Financial results and annual reports are announced or issued within the mandatory period. In addition, information deemed to be price-sensitive is disseminated without delay via announcements on SGXNET. The Company also maintains a corporate website at http://www.apacrealty.com.sg where the public can access investor-related information of the Group such as analysts' reports, sign up for e-mail alerts to receive announcements and press releases released by the Company on SGXNET.

Conduct of General Meetings

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements and press releases via SGXNET as well as through reports/circulars sent to all shareholders. They are given the opportunity to participate effectively and vote at general meetings of the Company. The Constitution allows each shareholder to appoint not more than two proxies to vote and attend general meetings on his behalf, with the exception that shareholders such as nominee companies which provide custodial services for securities are able to appoint more than two proxies.

All resolutions are voted by poll. Provision 11.4 of the Code provides that a company's constitution should allow for absentia voting at general meetings of shareholders (such as via mail, email or fax). As the authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia.

An independent scrutineer is also appointed to count and validate the votes cast at the general meetings. Shareholders and proxies in attendance at the general meetings are informed of the rules, including voting procedures, that govern general meetings. The detailed results showing the number of votes cast for and against each resolution and the respective percentages are announced via SGXNET.

Directors, including the chairman of the Board and Board Committees, and senior Management are present at the annual general meetings to answer shareholders' questions. The external auditor will also be present to assist the Directors in addressing any relevant queries by shareholders.

Every matter requiring approval is proposed as a separate resolution unless they are interdependent and linked, and the reasons and material implications are explained. The Company Secretary prepares the minutes of general meetings which include substantial and relevant comments or queries from shareholders and the corresponding responses from the Board and Management. Minutes of general meetings of shareholders are published on SGXNET and the Company's website within one month after such meetings.

The forthcoming AGM will be held physically at ERA APAC Centre, located at 450 Lorong 6 Toa Payoh Singapore 319394, on 25 April 2025 ("**AGM 2025**") and there will be no option for shareholders to participate by electronic means. Arrangements relating to attendance at AGM 2025, submission of questions in advance of, or at, the AGM 2025, and the voting at the AGM 2025 by shareholders or their appointed proxy(ies), are set out in the Notice of AGM 2025 which is separately released on SGXNET on 3 April 2025.

Investor Relations Practices

The Company holds briefings to present its financial results for the media and analysts, when requested. Outside of the financial announcement periods, when necessary and appropriate, Management will meet investors and analysts who like to seek a better understanding of the Group's business and operations. This also enables the Group to solicit feedback from the investment community on a range of strategic and topical issues which provide valuable insights to the Company on investors' views. When opportunities arise, the Company conducts media interviews to give its shareholders and the public a better perspective of the Group's business, operations and prospects.

Enquiries and/or views from the stakeholders such as shareholders, analysts and the press are handled by specifically designated members of senior Management together with Eleven Pte Ltd to assist the Company in all investor relations matters.

The Company had participated in the following investor relations activities:

No.	Activity	Date
1	Second half and full year 2023 results briefing with analysts	23 February 2024
2	APAC Realty Limited's FY2023 annual general meeting	22 April 2024
3	First half 2024 results briefing with analysts	8 August 2024
4	Second half and full-year 2024 results briefing with analysts	27 February 2025

Dividend Policy

The Board adopted a dividend policy which provided that the distribution of dividend shall be at between 50% to 80% of the Group's net profit after tax. In fixing a dividend for any year, the Board considers a number of factors, including current and forecast earnings, capital expenditure requirements, growth options and the Company's debt/equity position and the importance of balancing growth with prudent capital management.

The Company had declared and paid a first interim tax-exempt (one-tier) dividend of $0.009 per ordinary share for the financial period ended 30 June 2024. Including the proposed final tax-exempt (one-tier) dividend of $0.012 per ordinary share (if approved at the AGM 2025), the total dividends of $0.021 would represent a dividend payout of 78.7% based on the Company's FY2024 profit after tax and non-controlling interests but before performance share cost of $2.3 million.

DEALING IN SECURITIES

Rule 1207(19) of the Listing Manual

The Company has adopted a Code of Best Practices on Securities Transactions by the Company and its Officers (the "**Best Practices Guide**") to provide guidance to Officers (as defined in the Best Practices Guide) of the Group with regard to the dealing in securities based on the best practices recommendations of the SGX-ST. The internal compliance code set out a code of conduct to provide guidance for the Company and the Officers of the Group on their dealings with the Company's securities, as well as the implications of insider trading.

The Company has advised its Directors and all Officers not to deal in the Company's securities during the period commencing two weeks prior to the announcement of the Company's financial results for the first three quarters of the financial year, one month prior to the announcement of half-year and full-year results and ending on the date of the announcement of the results. The Company is also subject to the same dealing restrictions. The Company has also reminded its Directors and Officers not to deal in the Company's securities on short-term considerations.

Directors are required to report to the Company Secretary whenever they deal in the Company's shares. Thereafter, the Company Secretary updates the Register of Directors' Shareholdings and makes the necessary announcements on SGXNET.

In FY2024, the Company and its Directors and Officers had complied with the guidance in respect of the dealing in the Company's securities as set out in the Best Practices Guide.

INTERESTED PERSON TRANSACTIONS

No interested person transactions (within the meaning of the Listing Manual) of $100,000 or more in value were entered into in FY2024.

The Company has a policy that requires directors to refrain from participating in board discussions and decision-making on matters where they have a conflict of interest. This includes any interested person transactions that may arise in accordance with the Listing Manual.

For FY2024, no interested person transactions (within the meaning of the Listing Manual) of $100,000 or more in value were entered into. Additionally, the Company does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual.

MATERIAL CONTRACTS

Rule 1207(8) of the Listing Manual

Save for the service agreements between the Company and the Executive Director and the CEO, there were no material contracts entered into by the Company or any of its subsidiaries involving the interest of any Director, CEO or controlling shareholder of the Company which were still subsisting as at 31 December 2024.

USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING ("IPO")

Rule 1207(20) of the Listing Manual

The net proceeds from the IPO ("**Net Proceeds**") was approximately $27.0 million.

The following table sets out the breakdown of the use of Net Proceeds as at the date of this Annual Report:

Purpose	Allocation of Net Proceeds (as disclosed in the Prospectus) ($'000)	Revised Allocation of Net Proceeds ($'000)	Net Proceeds Utilised as at the date of this Annual Report ($'000)	Balance of Net Proceeds as at the date of this Annual Report ($'000)
Strengthening and expanding presence in Singapore	10,000	10,000	(10,000)	–
Expanding range of services and geographical presence in the Asia-Pacific region	10,000	10,000	(10,000)	–
Enhancing technological capabilities	5,000	5,750	(3,613)	2,137
Refurbishment of ERA APAC Centre	–	1,250	(1,250)	–
General corporate and working capital purposes	2,000	–	–	–
	27,000	27,000	(24,863)	2,137

The Company will continue to make announcements on the utilisation of the balance of the Net Proceeds as and when they are materially disbursed.

Directors' Statement

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of APAC Realty Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet of the Company for the financial year ended 31 December 2024.

OPINION OF THE DIRECTORS

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the balance sheet 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 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date; and

(ii) 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:

Chua Khee Hak
Wong Hin Sun, Eugene
Tan Poh Hong
Siew Peng Yim
Michael Yeh (appointed on 8 August 2024)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967, an interest in the shares of the Company and its ultimate holding company as stated below:

	Holdings registered in the name of director		Deemed interest	
Name of director	**At beginning of year or date of appointment**	**At end of the year**	**At beginning of year or date of appointment**	**At end of the year**
Company				
Chua Khee Hak	29,960,509	29,960,509	–	–

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

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

SHARE PLANS

The remuneration committee (RC) is responsible for administering the APAC Realty Performance Share Plan 2023 (Share Plan). The Share Plan was approved at the Company's Annual General Meeting held on 20 April 2023.

The RC members are Tan Poh Hong (Chairman), Michael Yeh, Wong Hin Sun, Eugene and Siew Peng Yim. The participants eligible to participate in the Share Plan are the executives and agency leaders of the Group. The non-executive directors and controlling shareholders of the Company are not eligible to participate in the Share Plan.

In relation to the Share Plan:

- no share awards have been granted to controlling shareholders of the Company or their associates;
- no participants have been awarded 5% or more of the total number of shares available under the Share Plan; and
- the persons to whom the share awards were granted have no right by virtue of these awards to participate in any share issue of any other company.

Except as disclosed in the Directors' Statement, there were no share awards granted by the Company to any person to take up unissued shares of the Company.

The Share Plan is established with the objective of motivating executives and agency leaders of the Group to strive for sustained long-term growth and performance of the Group. Performance share awards are granted at the discretion of the RC and there are no fixed periods for the grant of such awards. In considering an award to be granted to a participant, the RC may take into account the participant's grade, job performance, years of service, potential for future development and contribution to the success and development of the Group.

The share awards granted under the Share Plan will vest over a period of up to four years, subject to the RC's absolute discretion to determine that the performance target has been satisfied within the performance period, as defined in the Share Plan.

The Share Plan shall continue to be in force at the discretion of the RC, subject to a maximum period of 10 years commencing on the date on which the Share Plan is adopted by the Company.

Details of the awards granted under the Share Plan are as follows:

Participant	Share awards granted during the financial year under review	Aggregate share awards granted since commencement of the Share Plan to the end of the financial year under review	Aggregate share awards vested since commencement of the Share Plan to the end of the financial year under review	Aggregate share awards not vested as at the end of the financial year under review
Group executives (including the Chief Executive Officer)	11,200,000	11,200,000	2,800,000	8,400,000
Agency leaders	4,800,000	4,800,000	1,200,000	3,600,000
	16,000,000	16,000,000	4,000,000	12,000,000

No share awards have been granted to the employees and directors of the Company's parent company and its subsidiaries since commencement of the Share Plan to the end of the financial year under review.

Directors' Statement

AUDIT AND RISK COMMITTEE

The audit and risk committee (ARC) carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act 1967.

Details regarding the ARC are disclosed in the Corporate Governance Report.

AUDITORS

Ernst & Young LLP has expressed their willingness to accept reappointment as auditors.

On behalf of the board of directors,

Chua Khee Hak
Director

Michael Yeh
Director

Singapore
28 March 2025

Independent Auditor's Report

To the members of APAC Realty Limited
For the financial year ended 31 December 2024

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of APAC Realty Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2024, the consolidated income statement, consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial 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 and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Singapore 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 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group 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.

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 these matters. 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.

Key Audit Matters (cont'd)

Impairment assessment of goodwill

As at 31 December 2024, the carrying value of goodwill is $86.5 million, which represents 27% of the Group's total assets. The goodwill was allocated to the cash-generating units (CGUs) for impairment testing. The recoverable amounts of the CGUs were determined based on value-in-use calculations using the CGU's expected future cash flows. We considered the audit of these cash flow forecasts to be a key audit matter as the determination of the recoverable amounts involved significant management judgement and are based on assumptions that are affected by expected future market and economic conditions.

We evaluated management's cash flow forecasts and the process by which they were determined, including checking that the forecasts were consistent with the latest financial budget prepared by management. We checked the mathematical accuracy of the underlying calculations. We assessed the reasonableness of key assumptions used in determining the recoverable amounts of each CGU, in particular the forecast revenue, revenue growth rates, discount rates and terminal growth rates. We assessed the reasonableness of forecast revenue and revenue growth rates by comparing them to historical results and published industry research. We also involved our internal valuation specialists to assist us in assessing the reasonableness of the discount rates and terminal growth rates by comparing them to third party information, the Group's cost of capital and relevant risk factors. We reviewed management's analysis of the sensitivity of the value-in-use calculations to a reasonably possible change in the key assumptions. We also reviewed the adequacy of disclosures on goodwill in Note 6.

Impairment assessment of trade receivables

As at 31 December 2024, the gross balance of trade receivables amounted to $95.4 million, against which allowance for impairment amounted to $5.7 million. Trade receivable balances are significant to the Group as they represent 63% of the total current assets and 57% of net assets. Management assessed if these amounts can be recovered and estimated the amount of loss allowance required when recovery is doubtful. Management determined the expected credit losses of trade receivables by making debtor-specific assessment for long overdue debts and used a provision matrix that is based on the historical observed default rates, adjusted for current and forward-looking information. The assessment of the expected credit losses requires significant management estimates and judgement. There are also higher levels of judgement required due to the heightened level of estimation uncertainty associated with current market and economic conditions. As such, we considered this to be a key audit matter.

We assessed the Group's processes and controls for monitoring and identifying trade receivables with collection risks. We performed audit procedures, amongst others, requesting for trade receivable confirmations for selected debtors and checked for evidence of receipts from debtors after year end. We had discussions with management on the recoverability of long outstanding debts. We assessed the reasonableness of the loss allowance by comparing the actual loss trends against loss rate applied to the different age band. We assessed the reasonableness of the adjustments made to loss rates applied, to incorporate current conditions of the debtors. In addition, we assessed the adequacy of the Group's disclosures on the trade receivables in Note 9 and the related risks such as credit risk in Note 29(c).

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- 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.

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

Independent Auditor's Report

To the members of APAC Realty Limited
For the financial year ended 31 December 2024

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

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 Alvin Phua Chun Yen.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

28 March 2025

Balance Sheets

As at 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	4	70,364	72,472	–	–
Right-of-use assets	5	1,723	1,054	–	–
Intangible assets	6	109,505	111,189	1,157	1,393
Investment in subsidiaries	7	–	–	200,089	198,888
Investment in associates	8	147	–	–	193
Deferred tax assets	16	167	236	–	–
		181,906	184,951	201,246	200,474
Current assets					
Trade and other receivables	9	92,246	102,061	265	168
Unbilled receivables	9	7,561	8,388	–	–
Amounts due from subsidiaries	9	–	–	14,605	14,115
Tax recoverable		33	22	33	22
Prepaid operating expenses		1,778	3,196	14	14
Cash and bank balances	10	39,950	44,052	228	2,051
		141,568	157,719	15,145	16,370
Total assets		323,474	342,670	216,391	216,844
EQUITY AND LIABILITIES					
Current liabilities					
Trade payables and accruals	11	100,835	116,433	339	349
Other payables	11	13,806	13,213	96	–
Amount due to a subsidiary	11	–	–	78,934	81,212
Deferred income	12	1,526	1,607	–	–
Lease liabilities	13	361	628	–	–
Loan and borrowing	14	3,093	3,093	–	–
Provision for taxation		2,884	3,389	–	–
		122,505	138,363	79,369	81,561
Net current assets/(liabilities)		19,063	19,356	(64,224)	(65,191)
Non-current liabilities					
Lease liabilities	13	1,105	420	–	–
Loan and borrowing	14	37,039	40,133	–	–
Employee benefits	15	610	480	–	–
Deferred tax liabilities	16	4,315	4,493	33	11
		43,069	45,526	33	11
Net assets		157,900	158,781	136,989	135,272
Equity attributable to owners of the Company					
Share capital	17	101,275	98,946	101,275	98,946
Foreign currency translation reserve		(1,915)	(243)	–	–
Accumulated profits		58,688	59,682	35,714	36,326
		158,048	158,385	136,989	135,272
Non-controlling interests	19	(148)	396	–	–
Total equity		157,900	158,781	136,989	135,272

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

Consolidated Income Statement

For the financial year ended 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000
Revenue			
Real estate brokerage fees and related services	20	558,026	554,492
Other revenue	21	2,990	2,760
Total revenue		561,016	557,252
Items of expense			
Cost of services		510,887	502,231
Personnel costs	22	18,966	19,970
Marketing and promotion expenses		4,071	5,553
Depreciation of property, plant and equipment	4	2,807	2,745
Depreciation of right-of-use assets	5	525	825
Amortisation of intangible assets	6	1,158	1,079
Impairment losses on financial assets:			
– Trade receivables	9	2,888	2,209
Other operating expenses	21	6,731	7,007
Finance costs	23	1,941	2,126
		549,974	543,745
Operating profit		11,042	13,507
Other non-operating (expenses)/income	21	(2,329)	56
Share of results of associates		111	–
Profit before tax		8,824	13,563
Income tax expense	24	(2,306)	(2,962)
Profit for the year		6,518	10,601
Attributable to:			
Owners of the Company		7,212	11,775
Non-controlling interests		(694)	(1,174)
		6,518	10,601
Earnings per share attributable to owners of the Company (cents per share)			
Basic	25	2.02	3.32
Diluted	25	1.96	3.26

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

Consolidated Statement of Comprehensive Income

For financial year ended 31 December 2024

	Group	
	2024 $'000	2023 $'000
Profit for the year	6,518	10,601
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss:		
Foreign currency translation	(1,635)	65
Other comprehensive income for the year, net of tax	(1,635)	65
Total comprehensive income for the year	4,883	10,666
Total comprehensive income attributable to:		
Owners of the Company	5,540	11,848
Non-controlling interests	(657)	(1,182)
	4,883	10,666

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

Consolidated Statement of Changes in Equity

For the financial year ended 31 December 2024

Group	Attributable to owners of the Company						
	Share Capital (Note 17) $'000	Foreign currency translation reserve $'000	Accumulated profits $'000	Total reserves $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
2024							
Opening balance at 1 January 2024	98,946	(243)	59,682	59,439	158,385	396	158,781
Profit/(loss) for the year	–	–	7,212	7,212	7,212	(694)	6,518
Other comprehensive income							
– Foreign currency translation	–	(1,672)	–	(1,672)	(1,672)	37	(1,635)
Total comprehensive income for the year	–	(1,672)	7,212	5,540	5,540	(657)	4,883
Total contributions by and distributions to owners							
– Issue of ordinary shares pursuant to share plan	2,329	–	–	–	2,329	–	2,329
– Dividends on ordinary shares (Note 26)	–	–	(8,206)	(8,206)	(8,206)	–	(8,206)
Total changes in ownership interests in subsidiaries							
– Acquisition of subsidiaries with non-controlling interests	–	–	–	–	–	113	113
Closing balance at 31 December 2024	101,275	(1,915)	58,688	56,773	158,048	(148)	157,900

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

Consolidated Statement of Changes in Equity

For the financial year ended 31 December 2024

Group	Attributable to owners of the Company						
	Share Capital (Note 17) $'000	Foreign currency translation reserve $'000	Accumulated profits $'000	Total reserves $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
2023							
Opening balance at 1 January 2023	98,946	(316)	61,582	61,266	160,212	158	160,370
Profit/(loss) for the year	–	–	11,775	11,775	11,775	(1,174)	10,601
Other comprehensive income							
– Foreign currency translation	–	73	–	73	73	(8)	65
Total comprehensive income for the year	–	73	11,775	11,848	11,848	(1,182)	10,666
Total contributions by and distributions to owners – Dividends on ordinary shares (Note 26)	–	–	(13,675)	(13,675)	(13,675)	–	(13,675)
Total changes in ownership interests in subsidiaries							
– Acquisition of subsidiaries with non-controlling interests	–	–	–	–	–	1,420	1,420
Closing balance at 31 December 2023	98,946	(243)	59,682	59,439	158,385	396	158,781

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 31 December 2024

	Note	2024 $'000	2023 $'000
Cash flows from operating activities			
Profit before tax		8,824	13,563
Adjustments for:			
Depreciation of property, plant and equipment	4	2,807	2,745
Depreciation of right-of-use assets	5	525	825
Amortisation of intangible assets	6	1,158	1,079
Impairment losses on financial assets	9	2,888	2,209
Loss on disposal of plant and equipment	21	38	3
Impairment loss on goodwill	21	–	5,178
Write off of loan to associate	21	–	37
Performance share plan cost	21	2,329	–
Gain on remeasurement of equity interest previously held	21	–	(5,234)
Share of results of associates		(111)	–
Interest expense	23	1,941	2,126
Interest income	21	(503)	(322)
Operating cash flows before working capital changes		19,896	22,209
Changes in working capital			
Decrease in trade receivables, other receivables and unbilled receivables		8,727	45,285
Decrease in trade and other payables		(15,179)	(41,660)
Cash flows from operations		13,444	25,834
Interest income received		503	322
Interest paid		(1,866)	(2,036)
Income taxes paid		(2,923)	(6,817)
Net cash flows generated from operating activities		9,158	17,303
Cash flows from investing activities			
Purchase of plant and equipment		(726)	(1,346)
Proceeds from disposal of plant and equipment		1	–
Acquisition of subsidiary, net of cash acquired		(866)	(4,183)
Investment in associate		(38)	–
Net cash used in investing activities		(1,629)	(5,529)
Cash flows from financing activities			
Repayment of lease liabilities	14	(332)	(630)
Repayment of loan and borrowing	14	(3,093)	(2,691)
Payment of dividends	26	(8,206)	(13,675)
Net cash flows used in financing activities		(11,631)	(16,996)
Net decrease in cash and cash equivalents		(4,102)	(5,222)
Net cash and cash equivalents at beginning of year		44,052	49,274
Net cash and cash equivalents at end of year	10	39,950	44,052

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

1. CORPORATE INFORMATION

APAC Realty Limited (the "Company") is a public company limited by shares incorporated and domiciled in Singapore and is listed on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The immediate holding company is NHPEA Ace Realty Company Limited, an entity incorporated in Cayman Islands. The ultimate holding company of the Company is Morgan Stanley, an entity listed on the New York Stock Exchange.

The registered office of the Company and its principal place of business are located at 450 Lorong 6 Toa Payoh, #03-01 ERA APAC Centre, Singapore 319394.

The principal activities of the Company are those relating to investment holding, owning and operating the master franchise rights relating to the "ERA Real Estate" brand for sale and licensing to sub-franchisees in the Asia Pacific region. The principal activities of the subsidiaries are stated in Note 7 to the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet 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 *Changes in accounting policies and disclosures*

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2024:

Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*

Amendments to SFRS(I) 1-1: *Non-current Liabilities with Covenants*

Amendments to SFRS(I) 16: *Lease Liability in a Sale and Leaseback*

Amendments to SFRS(I) 1-7 and SFRS(I) 7: *Supplier Finance Arrangements*

Other than the below, the application of these amendments to accounting standards and interpretations does not have a material effect on the financial statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The Group has adopted *Classification of Liabilities as Current or Non-current (Amendments to SFRS(I) 1-1) and Non-current Liabilities with Covenants (Amendments to SFRS(I) 1-1)* from 1 January 2024. The amendments apply retrospectively. They clarify certain requirements for determining whether a liability should be classified as current or non-current and require new disclosures for non-current loan liabilities that are subject to covenants within 12 months after the reporting period (see Note 14).

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.3 *Standards issued but not yet effective*

A number of new accounting standards and amendments to standards are effective for annual periods beginning after 1 January 2024 and earlier application is permitted. However, the Group has not early adopted the new or amended accounting standards in preparing these financial statements.

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

SFRS(I) 18 will replace SFRS(I) 1-1 *Presentation of Financial Statements* and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the income statement, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.

- Management-defined performance measures ("MPM") are disclosed in a single note in the financial statements.

- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method. The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's income statement, the statement of cash flows and the additional disclosures required for the MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as other.

(ii) Other accounting standards

The following amendments to SFRS(I)s are not expected to have a significant impact on the Group's consolidated financial statements and the Company's balance sheet.

- Amendments to SFRS(I) 1-21: *Lack of Exchangeability*

- *Classification and Measurement of Financial Instruments (Amendments to SFRS(I) 9 and SFRS(I)7)*

- *Annual Improvements to SFRS(I)s – Volume 11*

2.4 *Basis of consolidation and business combinations*

(a) *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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.4 *Basis of consolidation and business combinations* (cont'd)

(b) *Business combinations and goodwill*

Business combinations are accounted for by applying the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is an asset or liability are recognised in profit or loss.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquire are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating unit to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.5 *Transactions with non-controlling interests*

Non-controlling interest represents the equity in 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 difference between the amount 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. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.6 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) *Transactions and balances*

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

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

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

2.7 *Property, plant and equipment*

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

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

Land and building	8 to 45 years (remaining lease period)
Computers	3 to 5 years
Furniture and fittings	5 years
Office equipment	5 years
Electrical installation and fittings	5 years
Renovation	5 years
Motor vehicles	7 years

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

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.8 *Intangible assets*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets include the ERA Regional Master franchise right for certain countries in the Asia Pacific region and the ERA Subfranchise right in Singapore arising from a business combination in 2013. The useful lives of these intangible assets are finite. They are stated at cost and amortised on a straight line method over their estimated useful lives of 15 to 37 years, representing the remaining period of the franchise agreement in which the Group was granted the exclusive right of use of the franchise brand names.

If the franchise agreement can be renewed, the useful life of the intangible asset include the renewal period only if there is evidence to support the renewal by the Group without significant cost. The amortisation period and the amortisation method are reviewed at the end of each financial year end.

The amortisation expense on intangible assets is recognised in the profit or loss.

The carrying values of intangible assets are reviewed for impairment whenever there is an indication that the intangible asset may be impaired.

2.9 *Impairment of non-financial assets*

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

An asset'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 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 recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset 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.

2.10 *Subsidiaries*

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment losses.

2.11 *Associates*

The Group accounts for its investments in associates using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.12 *Financial instruments*

(a) *Financial assets*

Initial recognition and measurement

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

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, 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.

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.

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 de-recognised or impaired, and through amortisation process.

Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

Investments 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 OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received is recognised in profit or loss.

(b) *Financial liabilities*

Initial recognition and measurement

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.12 *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 de-recognised, 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 de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.13 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. 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 expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

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

The Group considers a financial asset in default when contractual payments are 90 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 is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.14 *Cash and cash equivalents*

Cash and cash equivalents comprise of cash at bank and on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.15 *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic 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. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.16 *Employee benefits*

(a) *Defined contribution plan*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in 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.

(b) *Defined benefit plan*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit post-employment plans, is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised immediately as an expense in profit or loss. The Group recognises remeasurement gains or loss within the consolidated statement of comprehensive income in the period in which they occur. The Group determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/(asset), taking into account any changes in the net defined benefit liability/(asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

(c) *Share-based payment*

Employees of the Group receive remuneration in the form of share-based payments for services rendered. The cost of these equity-settled share-based payment transactions with employees is measured by reference to the fair value of the shares or the options at the date on which the shares or options are granted which takes into account market conditions and non-vesting conditions. The cost is recognised in profit or loss, with a corresponding increase in the capital reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of shares or options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in share-based payment expense.

2.17 *Leases*

The Group assesses 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.

(a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.17 *Leases* (cont'd)

(a) *As lessee* (cont'd)

Right-of-use assets

The Group recognises 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 depreciation 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 depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets – Office space of 5 years.

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, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to accounting policies on impairment on non-financial assets in Note 2.9.

Lease liabilities

At the commencement date of the lease, the Group recognises 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 in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its funding cost 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 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.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment (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.

(b) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.18(c). Contingent rents are recognised as revenue in the period in which they are earned.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.18 *Revenue*

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.

(a) *Real estate brokerage fees and related services*

Revenue from real estate brokerage services, property valuation, property management, training and related services is recognised when these services have been rendered.

(b) *Interest income*

Interest income is recognised using the effective interest method.

(c) *Other revenue*

Rental income from arising from operating leases on investment properties, workstations, lockers and furniture are recognised on a straight line basis over the lease period.

Incentives, referral, professional indemnity insurance and administration fees income, business conference income and miscellaneous income, are recognised over the period to which the contract relates.

2.19 *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 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 investment in subsidiaries and investments in associates, 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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.19 *Taxes* (cont'd)

(b) *Deferred 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 investment in subsidiaries and investment in associates, deferred income 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 and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

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 of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 *Judgement made in applying accounting policies*

Management is of the opinion that there is no significant judgement made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

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 reporting period 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.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (cont'd)

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

Impairment of goodwill

As disclosed in Note 6 to the financial statements, the recoverable amounts of the cash generating units which goodwill has been allocated to are determined based on value in use calculations. The value in use calculations are based on discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key assumptions applied in the determination of the value in use are disclosed and further explained in Note 6 to the financial statements.

The carrying amount of the goodwill as at 31 December 2024 is $86,536,000 (2023: $86,660,000).

Accounting for business combination

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Significant judgement is involved in the identification and measurement of the acquired assets and liabilities. Management used external valuation expert to perform the purchase price allocation. The details of the business combinations during the year are disclosed in Note 7 to the financial statements.

Allowance for expected credit losses of trade receivables

The Group uses an allowance matrix to calculate ECLs for trade receivables. The allowance rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The allowance 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. At every reporting date, historical default rates are updated and changes in the forward-looking estimates 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 information about the ECLs on the Group's trade receivables is disclosed in Note 29(c).

The carrying amount of trade receivables as at 31 December 2024 is $89,607,000 (2023: $99,495,000) net of allowance for expected credit losses of $5,754,000 (2023: $5,211,000).

4. PROPERTY, PLANT AND EQUIPMENT

Group	Land and building $'000	Computers $'000	Furniture and fittings $'000	Office equipment $'000	Electrical installation and fittings $'000	Renovation $'000	Motor vehicles $'000	Total $'000
Cost:								
At 1 January 2023	73,766	204	1,628	458	1,302	1,186	91	78,635
Additions	–	151	146	560	408	86	–	1,351
Acquired through business combinations	–	1	1	16	–	–	–	18
Disposal/write-off	–	(8)	–	–	–	–	–	(8)
Translation difference	–	–	(3)	(2)	–	(4)	–	(9)
At 31 December 2023 and 1 January 2024	73,766	348	1,772	1,032	1,710	1,268	91	79,987
Additions	–	299	64	330	43	9	–	745
Acquired through business combinations	–	–	–	14	–	–	–	14
Disposal/write-off	–	(15)	(22)	(37)	(26)	(15)	–	(115)
Translation difference	(9)	(4)	(18)	1	–	1	(2)	(31)
At 31 December 2024	73,757	628	1,796	1,340	1,727	1,263	89	80,600
Accumulated depreciation:								
At 1 January 2023	3,159	25	614	201	497	272	9	4,777
Charge for the year	1,597	108	339	163	281	236	21	2,745
Disposal/write-off	–	(5)	–	–	–	–	–	(5)
Translation difference	(1)	–	2	(1)	–	(1)	(1)	(2)
At 31 December 2023 and 1 January 2024	4,755	128	955	363	778	507	29	7,515
Charge for the year	1,592	119	321	208	314	233	20	2,807
Disposal/write-off	–	(14)	(12)	(21)	(26)	(4)	–	(77)
Translation difference	(1)	(4)	(6)	1	–	2	(1)	(9)
At 31 December 2024	6,346	229	1,258	551	1,066	738	48	10,236
Net carrying amount:								
At 31 December 2023	69,011	220	817	669	932	761	62	72,472
At 31 December 2024	67,411	399	538	789	661	525	41	70,364

Security

As at 31 December 2024, the property of the Group with carrying amount of $66,692,000 (2023: $68,188,000) is mortgaged to secure a bank loan (Note 14).

5. RIGHT-OF-USE ASSETS

The Group has a lease contract for the use of office space, with a remaining lease term of 1 – 5 years (2023: 1 – 4 years). The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group's leases also include restrictions on assigning and subleasing the leased assets.

The Group also has certain leases with lease terms of 12 months or less and leases with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below is the carrying amount of right-of-use assets recognised and the movements during the year:

Group	Office space $'000
Cost:	
At 1 January 2023	6,806
Additions	487
Acquired through business combinations	1,286
Written off	(6,708)
Remeasurement	(104)
Translation difference	(67)
At 31 December 2023 and 1 January 2024	1,700
Additions	1,670
Written off	(1,317)
Translation difference	40
At 31 December 2024	2,093
Accumulated amortisation:	
At 1 January 2023	6,576
Charge for the year	825
Written off	(6,708)
Remeasurement	(31)
Translation difference	(16)
At 31 December 2023 and 1 January 2024	646
Charge for the year	525
Written off	(803)
Translation difference	2
At 31 December 2024	370
Net carrying amount:	
At 31 December 2023	1,054
At 31 December 2024	1,723

The minimum lease payments recognised as an expense in the consolidated income statement for the financial years are reconciled as follows:

	Group 2024 $'000	Group 2023 $'000
Expense relating to leases of low-value assets and short-term leases (included in other operating expenses)	304	292
Interest expense on lease liabilities (included in finance costs)	75	91
Depreciation expense of right-of-use assets	525	825
Total amount recognised in consolidated income statement	904	1,208

The Group had total cash outflows of leases of $332,000 in 2024 (2023: $630,000).

6. INTANGIBLE ASSETS

Group	Goodwill $'000	Franchise rights $'000	Total $'000
Cost:			
At 1 January 2023	81,386	31,369	112,755
Additions (Note 7)	10,452	2,986	13,438
At 31 December 2023 and 1 January 2024	91,838	34,355	126,193
Additions (Note 7)	943	–	943
Translation difference	(1,430)	(410)	(1,840)
At 31 December 2024	91,351	33,945	125,296
Accumulated amortisation and impairment:			
At 1 January 2023	–	8,747	8,747
Charge for the year	–	1,079	1,079
Impairment loss (Note 21)	5,178	–	5,178
At 31 December 2023 and 1 January 2024	5,178	9,826	15,004
Charge for the year	–	1,158	1,158
Translation difference	(363)	(8)	(371)
At 31 December 2024	4,815	10,976	15,791
Net carrying amount:			
At 31 December 2023	86,660	24,529	111,189
At 31 December 2024	86,536	22,969	109,505

Company	Franchise rights $'000
Cost:	
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	3,816
Accumulated amortisation:	
At 1 January 2023	2,187
Charge for the year	236
At 31 December 2023 and 1 January 2024	2,423
Charge for the year	236
At 31 December 2024	2,659
Net carrying amount:	
At 31 December 2023	1,393
At 31 December 2024	1,157

6. INTANGIBLE ASSETS (cont'd)

Franchise rights

Franchise rights is held for the exclusive right of use of the brand name being "ERA".

The Group acquired exclusive ERA Regional Master franchise right for certain countries in the Asia Pacific region for an initial term of 30 years from 19 November 1999, which expires in 2029. The Group has the option to renew the regional master franchise agreements for an additional 30-year term upon expiry of the initial term subject to certain conditions. As at 31 December 2024, the carrying amount of the ERA franchise right in Asia Pacific region is $1,157,000 (2023: $1,393,000) and has remaining amortisation period of 5 years (2023: 6 years).

The Group also holds ERA Subfranchise right in Singapore for a term of 30 years from 1 July 2020, which expires in 2050. It includes a renewal clause for an additional successive 30 years, which the Group has renewed upon its expiry for additional 30 years with no additional cost in accordance to the franchise agreement. As at 31 December 2024, the carrying amount of the ERA Singapore Subfranchise right is $17,712,000 (2023: $18,407,000) and has remaining amortisation period of 26 years (2023: 27 years).

The Group owns a reacquired franchise right in Indonesia for an initial term of 25 years from 8 February 2019. It includes a renewal clause for an additional successive 30 years. As at 31 December 2024, the carrying amount of the reacquired franchise right is $1,502,000 (2023: $1,782,000) and has remaining amortisation period of 20 years (2023: 21 years).

The Group owns a reacquired franchise right in Vietnam for an initial term of 25 years from 12 May 2017. It includes a renewal clause for an additional successive 30 years. As at 31 December 2024, the carrying amount of the reacquired franchise right is $2,598,000 (2023: $2,947,000) and has remaining amortisation period of 18 years (2023: 19 years).

Amortisation expenses

The amortisation of intangible assets is disclosed as a separate line in the consolidated income statement.

Goodwill

Goodwill acquired through business combinations have been allocated to its cash-generating units ("CGU"), for impairment testing. The carrying amount of goodwill allocated to each CGU as follows:

	Group	
	2024 $'000	2023 $'000
Real estate brokerage income (Singapore)	61,345	61,345
Real estate brokerage income (Thailand)	231	231
Real estate brokerage income and master franchisee of ERA Indonesia	6,497	6,257
Real estate brokerage income and master franchisee of ERA Vietnam	9,630	10,357
Membership fee earned in relation to the master franchisee of ERA Singapore	10,311	10,311
Property management, valuation, consultancy, training and related services	3,337	3,337
	91,351	91,838
Less: Impairment losses	(4,815)	(5,178)
	86,536	86,660

6. INTANGIBLE ASSETS (cont'd)

Impairment testing for CGUs containing goodwill

The key assumptions used in impairment testing for CGUs containing goodwill are set out below. The values assigned to key assumptions represent management's assessment of future trends in the relevant industries and countries and have been based on historical data from both external and internal sources.

Singapore CGUs

Singapore CGUs comprise the following CGUs:
- Real estate brokerage income (Singapore)
- Membership fee earned in relation to the master franchisee of ERA Singapore
- Property management, valuation, consultancy, training and related services

The recoverable amounts of these CGUs have been determined based on value in use calculations using cash flow projections for the remaining useful life, including financial budgets approved by management covering a one-year period. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the one-year period are as follows:

	2024	2023
Growth rate	1.2% – 1.5%	1.2% – 1.7%
Discount rate	11.9% – 14.2%	11.4% – 13.3%

Other CGUs

Other CGUs mainly comprise CGUs relating to "Real estate brokerage income and master franchisee of ERA Indonesia" and "Real estate brokerage income and master franchisee of ERA Vietnam". The recoverable amounts of these CGUs have been determined based on value in use calculations using cash flow projections for the remaining useful life, including financial budgets approved by management covering a one-year period. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the one-year period are as follows:

	2024	2023
Average growth rate for 10-year period	5.0% – 87.5%	20.4% – 85.4%
Growth rate after 10-year period	2.0%	1.7% – 2.0%
Discount rate	16.0% – 17.6%	15.8% – 16.8%

Impairment losses

During the year ended 31 December 2023, the Group has assessed that the recoverable amount of goodwill relating to the "Real estate brokerage income and master franchisee of ERA Vietnam" was lower than its carrying amount and has recognised impairment loss of $5,178,000.

6. INTANGIBLE ASSETS (cont'd)

Key assumptions used in the value in use calculations

The calculations of value in use for both the CGUs are most sensitive to the following assumptions:

Market and market share assumptions – These assumptions are important because, as well as using industry data for market growth rates (as noted above), management assesses how the CGU's position, relative to its competitors, might change over the budget period. For Singapore CGUs, management expects the Group's share of the real estate brokerage and related services to be stable over the budget period. For Other CGUs, management expects the market share of real estate brokerage and related services of the Other CGUs to grow over time as the two countries, Indonesia and Vietnam, continue to experience economic growth and development. Management has considered the potential growth of these two markets as their infrastructure continues to improve and connectivity increases.

Growth rates – For Singapore CGUs, the forecasted revenue growth rates are based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the Singapore CGUs. For Other CGUs, the forecasted revenue growth rates for the first 10 years consider the expansion in market share in the two countries of which the CGUs operate in and their long-term growth rates do not exceed the long-term average growth rate for the industries relevant to them.

Pre-tax discount rates – Discount rates represent the current market assessment of the risks specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its CGU and derived from its weighted average cost of capital ("WACC"). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest bearing borrowings the Group is obliged to service. Segment–specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumptions

An increase in pre-tax discount rate by 1% (2023: 1%) in the Other CGU – "Real estate brokerage income and master franchisee of ERA Indonesia" (2023: Other CGUs), would result in an impairment of $613,000 (2023: $1,229,000). With regards to the assessment of value in use for the Group's Singapore CGUs and Other CGU – "Real estate brokerage income and master franchisee of ERA Vietnam", management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the units to materially exceed its recoverable amount.

7. INVESTMENT IN SUBSIDIARIES

	Company	
	2024 $'000	**2023 $'000**
Unquoted shares, at cost	201,703	201,702
Less: Impairment losses	(5,314)	(5,314)
	196,389	196,388
Add: Loan to a subsidiary	3,700	2,500
	200,089	198,888

Loan to a subsidiary is a loan of $3,700,000 (2023: $2,500,000) denominated in Singapore Dollar. The loan is unsecured, $1,000,000 bears interest of 1.5% per annum and the remaining $2,700,000 bears interest of 5.0% per annum (2023: $1,000,000 bore interest of 1.5% per annum and the remaining $1,500,000 bore interest of 5.0% per annum). The loan is to be settled in cash.

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Composition of the Group

Details of the subsidiaries at the end of the financial year are as follows:

Name	Effective interest 2024 %	Effective interest 2023 %	Principal activities (Place of business)	Cost of investments carried by the Company 2024 $'000	Cost of investments carried by the Company 2023 $'000
Held by the Company					
ERA Realty Network Pte Ltd	100	100	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Singapore)	99,420	99,420
ERA Singapore Pte Ltd	100	100	Master franchisee of the "ERA Real Estate" franchise for the territory of Singapore to grant membership of the "ERA" franchise to housing agents. (Singapore)	13,317	13,317
Realty International Associates Pte Ltd	100	100	Property management, valuation and consultancy services, conducting training courses, and the publication and distribution of real estate periodicals. (Singapore)	4,311	4,311
Electronic Realty Associates Pte Ltd	100	100	Real estate brokerage and related services. (Singapore)	136	136
APAC Investment Pte Ltd	100	100	Rental of investment property. (Singapore)	72,800	72,800
APAC Investment 2 Pte Ltd	100	100	Investment holding. (Singapore)	–#	–#
æ APAC Holding (Thailand) Co. Limited(1)	49	49	Investment holding. (Thailand)	42	42
æ ERA Holding (Thailand) Co. Limited(1)	49	49	Investment holding. (Thailand)	42	42
& ERA Vietnam Real Estate Joint Stock Company	60	60	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Vietnam)	11,534	11,534
& Eurocapital Joint Stock Company	60	60	Master franchisee of ERA Vietnam. (Vietnam)	100	100
+ ERA Realtor Group (Malaysia) Sdn Bhd	100	–	Investment holding. (Malaysia)	1	–
* ERA Real Estate Consulting (Shanghai) Co. Ltd	100	100	Inactive. (Shanghai, China)	–#	–#

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Composition of the Group (cont'd)

Name	Effective interest 2024 %	Effective interest 2023 %	Principal activities (Place of business)	Cost of investments carried by the Company 2024 $'000	Cost of investments carried by the Company 2023 $'000
Held by subsidiaries					
ß PT ERA Graharealty Tbk	91	91	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. Master franchisee of ERA Indonesia. (Indonesia)	–^	–^
ß PT ERA Pro Realty[2]	51	51	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–§
ß PT Kencana Sukses Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Maju Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Makmur Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Sejahtera Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Berkat Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Anugerah Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Abadi Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–
ß PT Kencana Gemilang Propertindo[2]	51	–	Real estate brokerage & consultancy services, real estate training to real estate agents and sale of marketing materials. (Indonesia)	–§	–

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Composition of the Group (cont'd)

Name	Effective interest		Principal activities (Place of business)	Cost of investments carried by the Company	
	2024 %	2023 %		2024 $'000	2023 $'000
Held by subsidiaries					
+ PT Realty Jaya Abadi	99	99	Investment holding. (Indonesia)	–^	–^
æ ERA Property Network Co., Ltd	49	49	Real estate brokerage and related services. (Thailand)	–‡	–‡
				201,703	201,702

Investment cost less than $1,000
^ Shares held by APAC Investment 2 Pte Ltd
‡ Shares held by ERA Holding (Thailand) Co. Limited
§ Shares held by PT ERA Graharealty Tbk
* Audited by Shanghai Xinyun Certified Public Accountants
æ Audited by Winplus Audit and Associate Company Limited
+ Not required to be audited
ß Audited by Nexia KPS
& Audited by member firms of Ernst & Young

All other subsidiaries are audited by Ernst & Young LLP, Singapore

(1) The Group holds 49% shareholding in the foreign subsidiary but has control based on the voting rights allocated under the Cooperation Agreement signed by all the shareholders of the foreign subsidiary.
(2) PT ERA Graharealty Tbk holds 51% shareholding in the company.

Acquisitions in 2024

In January 2024, PT ERA Graharealty Tbk, a subsidiary of the Group, acquired the following:

- 51% of PT Kencana Sukses Propertindo;
- 51% of PT Kencana Maju Propertindo;
- 51% of PT Kencana Makmur Propertindo;
- 51% of PT Kencana Sejahtera Propertindo;
- 51% of PT Kencana Berkat Propertindo;
- 51% of PT Kencana Anugerah Propertindo; and
- 51% of PT Kencana Abadi Propertindo.

(collectively known as "ERA Fiesta")

These companies are Indonesian member brokers and they were acquired through its subsidiary, PT ERA Graharealty Tbk ("PT ERA"). This acquisition is part of the Group's growth plans for its Indonesia operations.

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Acquisitions in 2024 (cont'd)

The Group has elected to measure NCI in the acquiree at the proportionate share of its interest in the acquiree's identifiable net assets. The fair value of the identifiable assets and liabilities of ERA Fiesta as of the date of acquisition were:

	Fair value recognised on acquisitions $'000
Assets	
Plant and equipment	12
Trade and other receivables	22
Cash and cash equivalents	93
Total assets	127
Liabilities	
Trade and other payables	(95)
Total liabilities	(95)
Total identifiable net assets at fair value	32
NCI, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	(16)
Goodwill arising on acquisition (Note 6)	943
Purchase consideration transferred, settled in cash	959

Acquisitions in 2023

In January 2023, the Group has acquired additional 22% interest in ERA Vietnam Real Estate Joint Stock Company ("ERA VN") and Eurocapital Joint Stock Company ("Eurocapital") for a purchase consideration of $4,900,000 and additional earn-out payments that are subject to certain earn-out conditions. Following the acquisition, the Group has 60% equity interest in both ERA VN and Eurocapital.The Group acquired ERA VN and Eurocapital because they are integral to the Group's overall growth plans to expand its presence in the Asia Pacific region.

In August 2023, the Group acquired 51% of PT ERA Pro Realty ("PT EPR"), an Indonesian member broker company, through its subsidiary, PT ERA Graharealty Tbk ("PT ERA"). This acquisition is part of the Group's growth plans for its Indonesia operations.

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Acquisitions in 2023 (cont'd)

The Group has elected to measure NCI in the acquiree at the proportionate share of its interest in the acquiree's identifiable net assets. The fair value of the identifiable assets and liabilities of ERA VN, Eurocapital and PT EPR as of the date of acquisition were:

	Fair value recognised on acquisitions $'000
Assets	
Plant and equipment	18
Right-of-use assets	1,286
Intangible assets	2,986
Deferred tax assets	164
Trade and other receivables	2,094
Cash and cash equivalents	935
Total assets	7,483
Liabilities	
Deferred tax liabilities	(664)
Lease liabilities	(1,147)
Trade and other payables	(2,177)
Total liabilities	(3,988)
Total identifiable net assets at fair value	3,495
NCI, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	(1,420)
Settlement of pre-existing balances	(1,000)
Previously held as associate	(1,175)
Gain on remeasurement of equity interest previously held	(5,234)
Goodwill on acquisition (Note 6)	10,452
Purchase consideration transferred, settled in cash	5,118

The transaction costs of $20,000 (2023: $283,000) in connection with the acquisitions has been expensed off and included in "other operating expenses".

From the date of acquisition, ERA Fiesta (2023: PT EPR, ERA VN and Eurocapital) contributed $1,675,000 (2023: $2,995,000) of revenue and $8,000 profit before tax (2023: $2,466,000 loss before tax) to the Group. If the acquisitions had taken place at the beginning of the year, revenue and profit before tax of the Group would have been $561,444,000 and $8,852,000 (2023: $557,410,000 and $13,581,000) respectively.

The goodwill of $943,000 (2023: $10,357,000 and $95,000) is attributable to the synergies expected to arise from the economies of scale in acquiring the member broker firms in Indonesia (2023: value of the distribution network in Vietnam and synergies expected to arise from the economies of scale in acquiring the member broker firm in Indonesia) and it is allocated as an addition to the "Real estate brokerage income and master franchisee of ERA Indonesia" CGU (2023: "Real estate brokerage income and master franchisee of ERA Vietnam" CGU and "Real estate brokerage income and master franchisee of ERA Indonesia" CGU respectively).

None of the goodwill recognised is expected to be deductible for tax purposes.

7. INVESTMENT IN SUBSIDIARIES (cont'd)

Acquisitions in 2023 (cont'd)

Analysis of cash flows on acquisitions:

	2024 $'000	2023 $'000
Transaction costs of the acquisitions (included in cash flows from operations)	(20)	(283)
Cash consideration for acquisition of ERA Fiesta (2023: ERA VN, Eurocapital and PT EPR) (included in cash flows from investing activities)	(959)	(5,118)
Net cash acquired with the subsidiaries (included in cash flows from investing activities)	93	935
Net cash flow on acquisitions	(886)	(4,466)

Impairment testing of investment in subsidiaries

The movement in impairment losses is as follows:

	Company	
	2024 $'000	2023 $'000
At beginning of year	5,314	1,095
Impairment losses recognised	–	5,178
Written off	–	(959)
At end of year	5,314	5,314

In 2023, management performed an impairment test for the investment in ERA VN due to the challenging market environment faced by the subsidiary. An impairment loss of $5,178,000 was recognised to impair the investment in ERA VN for the year ended 31 December 2023 to its recoverable amount. The recoverable amount of this investment has been determined based on the value in use calculations as described in Note 6.

8. INVESTMENT IN ASSOCIATES

The Group's and the Company's investment in associates are summarised below:

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Other associate	147	–	–	193

Aggregate information about the Group's investment in associates that are not individually material are as follows:

	Group	
	2024 $'000	2023 $'000
Profit after tax, representing total comprehensive income	111	–

9. TRADE RECEIVABLES, OTHER RECEIVABLES AND UNBILLED RECEIVABLES

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Trade receivables	89,607	99,495	36	51
Other receivables				
Deposits	663	979	–	–
Advances	1,167	1,115	–	–
Sundry receivables	809	472	229	117
	2,639	2,566	229	117
Trade and other receivables	92,246	102,061	265	168
Unbilled receivables	7,561	8,388	–	–
Add:				
Amounts due from subsidiaries	–	–	14,605	14,115
Total trade and other receivables	99,807	110,449	14,870	14,283
Less:				
Advances	(1,167)	(1,115)	–	–
Unbilled receivables	(7,561)	(8,388)	–	–
Add:				
Cash and bank balances (Note 10)	39,950	44,052	228	2,051
Total financial assets carried at amortised cost	131,029	144,998	15,098	16,334

Trade receivables

Trade receivables are non-interest bearing and are generally settled on 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition. These receivables are not secured by any collateral or credit enhancements.

Unbilled receivables

Unbilled receivables amounting to $7,561,000 (2023: $8,388,000) represent revenue earned but not yet invoiced to customers. Unbilled receivables are expected to be invoiced and collected within the next 12 months and are classified as current assets. Management assesses the recoverability of these receivables periodically, and as of the reporting date, no significant credit losses are expected.

Expected credit losses

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

	Group	
	2024 $'000	2023 $'000
Movement in allowance accounts:		
At beginning of year	5,211	5,572
Charge for the year	2,888	2,209
Written off	(2,342)	(2,557)
Translation difference	(3)	(13)
At end of year	5,754	5,211

9. TRADE RECEIVABLES, OTHER RECEIVABLES AND UNBILLED RECEIVABLES (cont'd)

Other receivables

Other receivables are non-interest bearing and are recognised at their original invoice amounts which represent their fair values on initial recognition.

Other receivables that are impaired

Other receivables that are impaired at the end of the reporting period and the movement of the allowance account used to record the impairment in other receivables are as follows:

	Group	
	2024 $'000	2023 $'000
Other receivables – nominal amount	12	12
Less: Allowance for impairment	(12)	(12)
	–	–

Other receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Deposits

These amounts relate to security deposits placed with lessors to secure commercial leases on certain properties.

Amounts due from subsidiaries

The amounts are non-trade in nature, unsecured, interest-free and repayable upon demand in cash.

10. CASH AND BANK BALANCES

Cash and bank balances, representing cash and cash equivalents in the consolidated statement of cash flows, comprise the following:

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Fixed deposits	18,000	12,000	–	–
Cash at banks and on hand	21,950	32,052	228	2,051
	39,950	44,052	228	2,051

As at 31 December 2024, the effective interest rate on fixed deposits of the Group was 2.65% to 3.30% per annum (2023: 3.76% to 3.78% per annum).

Cash at banks earns interest at floating rates based on daily bank deposit rates. The weighted average effective interest rates as at 31 December 2024 for the Group and the Company were 0.01% to 0.80% (2023: 0.01% to 0.80%) per annum.

11. TRADE AND OTHER PAYABLES

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Trade payables	33,883	54,737	–	–
Accruals	66,952	61,696	339	349
	100,835	116,433	339	349
Other payables				
Deposits	163	186	–	–
GST payable	10,143	10,444	3	–
Sundry payables	2,972	2,196	93	–
Amount due to non-controlling interest	528	387	–	–
	13,806	13,213	96	–
Amount due to a subsidiary	–	–	78,934	81,212
Total trade and other payables	114,641	129,646	79,369	81,561
Less: GST payable	(10,143)	(10,444)	(3)	–
Add: Loan and borrowing (Note 14)	40,132	43,226	–	–
Total financial liabilities carried at amortised cost	144,630	162,428	79,366	81,561

Trade payables/Other payables

These amounts are non-interest bearing. Trade and other payables are normally settled on 30-90 day terms.

Amount due to a subsidiary

The amount is non-trade in nature, unsecured, interest-free and repayable upon demand in cash. The Company is reasonably confident that the subsidiary will not demand payment unless the cashflow of the Company permits.

12. DEFERRED INCOME

Deferred income relates to amounts received for rental of properties, workstations, lockers and furniture, business conference, professional indemnity insurance and miscellaneous items and will be recognised in the consolidated income statement in accordance with the revenue recognition criteria set out in Note 2.18(c).

13. LEASE LIABILITIES

	Group	
	2024 $'000	2023 $'000
As at 1 January	1,048	137
Accretion of interest	75	91
Additions	1,364	208
Business combinations	–	1,286
Lease modifications	(627)	(63)
Foreign exchange (losses)/gains	(93)	154
Payments	(332)	(630)
Translation difference	31	(135)
As at 31 December	1,466	1,048
Representing:		
Current	361	628
Non-current	1,105	420

The maturity analysis of lease liabilities is disclosed in Note 29(b).

14. LOAN AND BORROWING

	Maturity	Group 2024 $'000	Group 2023 $'000
Current:			
SGD loan at Compounded SORA + 0.80% p.a. (2023: SORA + 0.80% p.a.)	2025	3,093	3,093
Non-current:			
SGD loan at Compounded SORA + 3.00% p.a.	2026 – 2028	37,039	40,133
Total		40,132	43,226

SGD bank loan at Compounded SORA + 0.80% per annum

The loan bears interest at the prevailing 3-month Compounded SORA plus 0.80% per annum for the first 2 years effective from 19 October 2023 and 3-month Compounded SORA plus 3.00% per annum thereafter. The loan is repayable over 59 equal monthly instalments of $257,778 per month with a final bullet principal payment of $28,532,745 on the final maturity date, 19 October 2028.

The loan is secured by way of a first legal mortgage over the Group's leasehold property at 450 Lorong 6 Toa Payoh, Singapore 319394 (Note 4) and a corporate guarantee from the Company. The secured loan contains a covenant that requires the Group to always maintain a "Net Worth" of not less than $50,000,000 where Net Worth is defined as the aggregate of the Group's paid-up capital, retained earnings and capital reserves. The Group complied with the covenant as at 31 December 2024 and management is certain that the Group will comply with this covenant for at least 12 months after the reporting period.

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

	1.1.2024 $'000	Cash flows $'000	Non-cash flows Reclassification $'000	Others $'000	31.12.2024 $'000
Interest bearing loan and borrowing					
– Current	3,093	(3,093)	3,093	–	3,093
– Non-current	40,133	–	(3,093)	(1)	37,039
Lease liabilities					
– Current	628	(332)	(685)	750	361
– Non-current	420	–	685	–	1,105
Total	44,274	(3,425)	–	749	41,598

	1.1.2023 $'000	Cash flows $'000	Non-cash flows Reclassification $'000	Others $'000	31.12.2023 $'000
Interest bearing loan and borrowing					
– Current	45,917	(2,691)	(40,133)	–	3,093
– Non-current	–	–	40,133	–	40,133
Lease liabilities					
– Current	118	(630)	(401)	1,541	628
– Non-current	19	–	401	–	420
Total	46,054	(3,321)	–	1,541	44,274

15. EMPLOYEE BENEFITS

The Group makes contributions to a pension scheme for its Indonesia employees. The contributions required are determined by an external qualified actuary using the projected credit method. The most recent valuation was carried out on 31 December 2024. The assumptions which have the most significant effect on the results of the valuations are those relating to discount rate and the rate of increase in salaries.

Actuarial Assumptions

	2024	2023
Discount rate	7.1%	6.6%
Salary increment age	7.0%	10.0%
Normal pension age	56 years old	56 years old
Mortality table	TMI IV*	TMI IV*
Disability rate	10% of TMI IV	10% of TMI IV
Number of entitled employees	31	30

* Indonesian Mortality Table IV published in 2019.

Net movement in defined benefit liability

	Group	
	2024 $'000	2023 $'000
As 1 January	480	343
Provision during the year	143	140
Translation differences on consolidation	(13)	(3)
Liabilities recognised in the balance sheet as at 31 December	610	480

Change in present value of the defined benefit obligations

	Group	
	2024 $'000	2023 $'000
As at beginning of the period	480	343
Current service costs	106	118
Interest costs	27	22
Actuarial gain on other long-term benefits	(9)	–
Actuarial loss/(gain) from:		
Experience adjustments	19	–
Translation differences on consolidation	(13)	(3)
Balance at the end of the reporting period	610	480

The expenses are included in “Personnel Cost”.

16. DEFERRED TAX ASSETS/(LIABILITIES)

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
The deferred tax assets are attributable to the following:				
Property, plant and equipment	–	5	–	–
Employee benefits	144	115	–	–
Others	23	116	–	–
	167	236	–	–
The deferred tax liabilities are attributable to the following:				
Property, plant and equipment	(1)	–	–	–
Intangible assets	(4,281)	(4,482)	–	–
Others	(33)	(11)	(33)	(11)
	(4,315)	(4,493)	(33)	(11)

17. SHARE CAPITAL

	Group and Company			
	2024		2023	
	No. of shares '000	$'000	No. of shares '000	$'000
Issued and fully paid ordinary shares:				
At 1 January	355,198	98,946	355,198	98,946
Issue of ordinary shares pursuant to share plan	4,000	2,329	–	–
At 31 December	359,198	101,275	355,198	98,946

The holder of ordinary shares is 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.

18. PERFORMANCE SHARE PLAN

Under the performance share plan, the Group, at its discretion, may grant share awards to eligible participants, including the executives and agency leaders of the Group. The fair value of the share awards is equal to the volume weighted average price ("VWAP") calculated based on the last 5 days before the grant date taking into account the terms and conditions on which the share awards were granted.

On 18 August 2023, the Company granted a total of 16 million share awards under the performance share plan. The share awards granted will vest over a period of up to four years, subject to the Remuneration Committee's absolute discretion to determine that the performance target has been satisfied within the performance period. There are no cash settlement alternatives for the participants. The Group does not have a past practice of cash settlement for these awards.

Movements during the year

The following table illustrates the movement in share awards during the year:

	Group and Company			
	2024		2023	
	No. of shares '000	$'000	No. of shares '000	$'000
Outstanding at 1 January	16,000	9,314	–	–
Granted during the year	–	–	16,000	9,314
Vested during the year	(4,000)	(2,329)	–	–
Outstanding at 31 December	12,000	6,985	16,000	9,314

There were no cancellation or modification to the awards in 2024 or 2023.

19. NON-CONTROLLING INTERESTS

	Group	
	2024 $'000	2023 $'000
Accumulated balances of non-controlling interests		
PT ERA	639	433
ERA VN and Eurocapital	(345)	217
Other foreign subsidiaries	(442)	(254)
	(148)	396

The following subsidiaries have non-controlling interests ("NCI") that are material to the Group.

Name	Principal places of business/ Country of incorporation	Operating segment	Ownership interests held by NCI 2024	Ownership interests held by NCI 2023
PT ERA	Indonesia	Real estate brokerage	9.4%	9.4%
ERA VN and Eurocapital	Vietnam	Real estate brokerage	40.0%	40.0%

19. NON-CONTROLLING INTERESTS (cont'd)

The following summarised financial information for the above subsidiaries are prepared in accordance with SFRS(I).

	PT ERA		ERA VN and ECC	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Summarised balance sheet				
Current assets	2,419	3,035	1,933	1,927
Non-current assets	3,802	3,071	4,437	3,746
Total assets	6,221	6,106	6,370	5,673
Current liabilities	(423)	(484)	(3,168)	(2,512)
Non-current liabilities	(1,079)	(977)	(4,052)	(2,632)
Total liabilities	(1,502)	(1,461)	(7,220)	(5,144)
Net assets/(liabilities)	4,719	4,645	(850)	529
Net assets/(liabilities) attributable to NCI	639	433	(345)	217
Summarised income statement				
Revenue	3,774	2,537	5,138	2,842
(Loss)/profit	(92)	109	(1,346)	(2,449)
OCI	(59)	–*	168	8
Total comprehensive income	(151)	109	(1,178)	(2,441)
Total comprehensive income attributable to NCI	(5)	–*	(562)	(1,077)
Summarised cash flows				
Net cash generated from/(used in) operating activities	265	466	(884)	(1,139)
Net cash used in investing activities	(999)	(385)	–	–
Net cash generated from financing activities	–	–	1,010	1,233
Net (decrease)/increase in cash and cash equivalents	(734)	81	126	94

* Less than $1,000

20. REAL ESTATE BROKERAGE FEES AND RELATED SERVICES

	Real estate brokerage income		Others		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Major product or service lines						
Brokerage fees from resale, rental and new home transactions	553,047	548,654	–	–	553,047	548,654
Others*	–	–	4,979	5,838	4,979	5,838
	553,047	548,654	4,979	5,838	558,026	554,492
Timing of transfer of goods or services						
At a point in time	553,047	548,654	4,139	4,878	557,186	553,532
Over time	–	–	840	960	840	960
	553,047	548,654	4,979	5,838	558,026	554,492

* Others pertains to course fee income, membership and royalty fees income

21. OTHER REVENUE, OTHER OPERATING EXPENSES AND OTHER NON-OPERATING EXPENSES/(INCOME)

Other revenue, other operating expenses and non-operating expenses/(income) included the following for the year ended 31 December:

	Group	
	2024 $'000	2023 $'000
Other revenue		
Rental of properties, workstations, lockers and furniture	760	887
Incentives, referral and administrative fees	677	708
Government grants	6	110
Interest income from cash at bank and fixed deposits	503	322
Excess receipt and amount unclaimed	132	83
Income from e-digital tools	219	174
Sundry income	693	476
	2,990	2,760
Other operating expenses		
Audit fees:		
– Auditors of the Company	245	246
– Other auditors	6	45
Non audit services:		
– Auditors of the Company	13	20
– Other auditors	32	6
Expense relating to leases of low-value assets and short-term leases	304	292
Electricity and water	232	196
Entertainment and F&B expenses	216	269
Legal and professional fees	337	598
Photocopy charges	79	85
Property tax	337	161
Printing and stationery	78	125
Secretarial services	75	81
Telephone charges	121	113
Travel and transport expenses	238	347
Upkeep of computers and office equipment	916	687
Upkeep of office space	21	21
Loss on disposal of plant and equipment	38	3
Write off of loan to associate	–	37
Donations	86	66
Repair and maintenance	326	289
External events	672	909
IT support	989	680
Merchant charges	42	69
Subscriptions	83	67
Insurance	37	36
Bank charges	93	77
Foreign exchange (gains)/losses	(104)	180
Other administrative expenses	1,219	1,302
	6,731	7,007
Other non-operating expenses/(income)		
Performance share plan cost	2,329	–
Gain on remeasurement of equity interest previously held	–	(5,234)
Impairment loss on goodwill	–	5,178
	2,329	(56)

22. PERSONNEL COSTS

	Group 2024 $'000	Group 2023 $'000
Directors:		
– Directors of the Company		
Directors' fees	195	195
– Directors of subsidiaries		
Salary, bonus and incentive	735	971
Central Provident Fund	40	40
	970	1,206
Staff:		
Salary and bonus	16,174	16,933
Central Provident Fund	1,622	1,527
Provision for leave entitlement	6	77
Grant income from Special Employment Credit	(41)	(5)
	18,731	19,738
Other related expenses	235	232
	18,966	19,970

23. FINANCE COSTS

	Group 2024 $'000	Group 2023 $'000
Interest expense on loan and borrowing	1,866	2,035
Interest on lease liabilities	75	91
	1,941	2,126

24. INCOME TAX EXPENSE

The major components of income tax expense for the year ended 31 December are:

	Group 2024 $'000	Group 2023 $'000
Tax expense recognised in respect of profit for the year		
Current tax	2,563	3,192
(Over)/under provision in respect of previous years	(146)	261
	2,417	3,453
Deferred tax provided		
Origination and reversal of temporary differences	(111)	(491)
Income tax expense	2,306	2,962

24. INCOME TAX EXPENSE (cont'd)

A reconciliation of the statutory tax rate of the Group's effective tax rates applicable to profit before taxation for the year ended 31 December are as follows:

	Group	
	2024 $'000	2023 $'000
Profit before tax	8,824	13,563
Tax at the domestic tax rates applicable to the profit in the countries where the Group operates	1,448	2,229
Adjustments:		
Non-deductible expenses	1,098	1,808
Effect of partial tax exemption and tax relief	(94)	(1,336)
(Over)/under provision in respect of previous years	(146)	261
Income tax expense	2,306	2,962

The reconciliation is prepared by aggregating separate reconciliations of each national jurisdiction.

The tax rates applicable to entities in Singapore, Indonesia, Vietnam and Thailand are 17%, 22%, 20% and 20% respectively.

25. EARNINGS PER SHARE

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

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share for the year ended 31 December:

	2024 $'000	2023 $'000
Profit for the year attributable to owners of the Company	7,212	11,775

	No. of shares '000	No. of shares '000
Weighted average number of ordinary shares for earnings per share computation (basic)	356,662	355,198
Effect of share awards on issue	12,000	5,918
Weighted average number of ordinary shares for earnings per share computation (diluted)	368,662	361,116

26. DIVIDENDS PAID

	Group and Company	
	2024	**2023**
	$'000	**$'000**
Declared and paid during the financial year:		
Dividends on ordinary shares:		
– Final exempt (one-tier) dividend for 2023: 1.4 cents per share (2022: 2.75 cents)	4,973	9,768
– Interim exempt (one-tier) dividend for 2024: 0.9 cents per share (2023: 1.1 cents)	3,233	3,907
	8,206	13,675
Proposed but not recognised as a liability as at 31 December:		
Dividend on ordinary shares, subject to shareholders' approval at the Annual General Meeting:		
– Final exempt (one-tier) dividend for 2024: 1.2 cents per share (2023: 1.4 cents)	4,310	4,973
	4,310	4,973

27. RELATED PARTY TRANSACTIONS

Significant transactions, in addition to those disclosed elsewhere in the financial statements, entered with intercompanies, related parties and interested parties and the effect of these transactions on the basis determined between the parties at arm's length are as follows:

(a) *Revenue and expenses*

	Company	
	2024	**2023**
	$'000	**$'000**
Subsidiaries		
Dividend income	10,000	4,000
Membership fees received	701	757

The Group provided brokerage services to one of its directors during the financial year:

	Group	
	2024	**2023**
	$'000	**$'000**
Real estate brokerage fees	2	1

The provision of brokerage services in connection with the sale, purchase and/or rental of residential properties to the director were on an arm's length basis and on normal commercial terms.

(b) *Compensation of key management personnel*

	Group	
	2024	**2023**
	$'000	**$'000**
Remuneration (including commission and incentives) of the 5 key management personnel (2023: 5 key management personnel)	2,433	2,983
Performance share plan cost	717	–
	3,150	2,983

28. COMMITMENTS

(a) *Operating lease commitments – as a lessor*

The Group has entered into commercial property leases on its leasehold property. These non-cancellable leases have remaining lease terms of between 12 months and 44 months. The rental rate is fixed for the duration of the lease terms.

Total rental received from the non-cancellable leases recognised as income in the consolidated income statement for the financial year ended 31 December 2024 amounted to $91,000 (2023: $39,000).

	Group	
	2024	**2023**
	$'000	**$'000**
Within one year	431	91
Later than one year but not later than five years	1,316	166
	1,747	257

(b) *Other commitments*

In 2017, one of the subsidiaries implemented a Loyalty Growth Dividend Scheme for their full-fledged Division Directors where they are entitled to a gratitude bonus based on 0.1% to 0.5% of the team's performance growth rate. The gratitude bonus is payable in 2 tranches: 50% is due after 1 year and the remaining amount is due 5 years later. The gratitude bonus will be forfeited if the person ceases to be a Division Director of the entity. The future minimum payments for gratitude bonus are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Later than one year but not later than five years	1,386	374
More than five years	795	927
	2,181	1,301

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks arising from the Group's financial instruments are interest rate risk, liquidity risk and credit risk. The Board continuously monitors the policies for managing each of these risks. It is, and has been throughout the financial year under review, the Group's policy that no trading in derivatives financial instrument shall be undertaken.

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

There have been no changes to the Group's exposure to these financial risks or the manner in which it manages or measures the risks.

(a) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to market risk for changes in interest rates relates primarily to the Group's and the Company's borrowings from financial institutions. The Group's and the Company's policy is to obtain the most favourable interest rates available for its borrowings.

Surplus funds are placed with reputable banks.

Information relating to the Group's and the Company's interest rate exposure is also disclosed in the notes on borrowings from a financial institution.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 25 (2023: 25) basis points lower/higher with all other variables held constant, the Group's profit before tax would have been $100,000 (2023: $108,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loan.

(b) *Liquidity risk*

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

In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows.

At the end of the reporting period approximately 7.7% (2023: 7.2%) of the Group's loan and borrowing will mature in less than one year based on the carrying amount reflected in the financial statements.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

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

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

Group	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
2024				
Financial assets				
Trade and other receivables (Note 9)*	91,079	–	–	91,079
Cash and bank balances (Note 10)	39,950	–	–	39,950
Total undiscounted financial assets	131,029	–	–	131,029
Financial liabilities				
Trade and other payables (Note 11)**	104,498	–	–	104,498
Lease liabilities	431	1,316	–	1,747
Loan and borrowing (Note 14)	5,054	43,998	–	49,052
Total undiscounted financial liabilities	109,983	45,314	–	155,297
Total net undiscounted financial assets/(liabilities)	21,046	(45,314)	–	(24,268)
2023				
Financial assets				
Trade and other receivables (Note 9)*	100,946	–	–	100,946
Cash and bank balances (Note 10)	44,052	–	–	44,052
Total undiscounted financial assets	144,998	–	–	144,998
Financial liabilities				
Trade and other payables (Note 11)**	119,202	–	–	119,202
Lease liabilities	646	532	–	1,178
Loan and borrowing (Note 14)	5,015	48,553	–	53,568
Total undiscounted financial liabilities	124,863	49,085	–	173,948
Total net undiscounted financial assets/(liabilities)	20,135	(49,085)	–	(28,950)

* Excluding advances and unbilled receivables.
** Excluding GST Payable.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

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

Company	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
2024				
Financial assets				
Trade and other receivables (Note 9)	14,870	–	–	14,870
Cash and bank balances (Note 10)	228	–	–	228
Total undiscounted financial assets	15,098	–	–	15,098
Financial liabilities				
Trade and other payables (Note 11)**	79,366	–	–	79,366
Total undiscounted financial liabilities	79,366	–	–	79,366
Total net undiscounted financial liabilities	(64,268)	–	–	(64,268)
2023				
Financial assets				
Trade and other receivables (Note 9)	14,283	–	–	14,283
Cash and bank balances (Note 10)	2,051	–	–	2,051
Total undiscounted financial assets	16,334	–	–	16,334
Financial liabilities				
Trade and other payables (Note 11)**	81,561	–	–	81,561
Total undiscounted financial liabilities	81,561	–	–	81,561
Total net undiscounted financial liabilities	(65,227)	–	–	(65,227)

** Excluding GST Payable.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(c) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The carrying amount of trade and other receivables, loan due from associates and cash and bank balances represent the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

(i) Financial assets at amortised cost

There are no significant changes to estimation techniques or assumptions made during the reporting period.

Group	Financial assets at amortised cost 2024 $'000	Financial assets at amortised cost 2023 $'000
Loss allowance measured at: Lifetime ECL		
As at 1 January	5,223	5,584
Trade amounts (Simplified approach)	543	(361)
As at 31 December	5,766	5,223

The gross carrying amount of financial assets at amortised cost is as follows:

Group		2024 $'000	2023 $'000
12-month ECL	Financial assets at amortised cost	12	12
Lifetime ECL	Financial assets at amortised cost	136,783	150,209
	Total	136,795	150,221

The gross carrying amount of trade and other receivables of the Group are disclosed in Note 9.

(ii) Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on similar loss pattern. The loss allowance provision as at 31 December 2024 and 2023 is determined as follows, the expected credit losses below also incorporate forward looking information based on specific economic data.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

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

(ii) Trade receivables (cont'd)

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix, grouped by the following:

	31 December 2024					
	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Brokerage income from real estate services:						
Gross carrying amount	73,168	4,481	6,514	6,891	4,048	95,102
Loss allowance provision	(104)	(78)	(97)	(1,642)	(3,833)	(5,754)
Rental income:						
Gross carrying amount	12	–	–	–	–	12
Loss allowance provision	–	–	–	–	–	–
Others:						
Gross carrying amount	244	3	–	–	–	247
Loss allowance provision	–	–	–	–	–	–

	31 December 2023					
	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Brokerage income from real estate services:						
Gross carrying amount	79,266	3,400	6,178	8,881	6,580	104,305
Loss allowance provision	(97)	(55)	(73)	(1,993)	(2,982)	(5,200)
Rental income:						
Gross carrying amount	16	–	–	–	–	16
Loss allowance provision	–	–	–	–	–	–
Others:						
Gross carrying amount	373	1	–	–	11	385
Loss allowance provision	–	–	–	–	(11)	(11)

Information regarding loss allowance movement of trade receivables are disclosed in Note 9.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

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

Credit risk concentration profile

At the end of the reporting period, almost all the Group's financial assets were due from customers located in Singapore.

The Group has no significant concentration of credit risk with any single customer.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents are placed with reputable financial institutions with high credit rating and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 9.

30. FAIR VALUES OF ASSETS AND LIABILITIES

(a) *Fair value hierarchy*

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

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

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

Level 3 – Unobservable inputs for the asset or liability.

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

(b) *Assets and liabilities measured at fair value*

As at 31 December 2024 and 31 December 2023, the Group and the Company has no assets and liabilities measured at fair value.

(c) *Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value*

Management has determined that the carrying amounts of cash and bank balances, trade and other receivables, trade and other payables and amounts due from/to subsidiaries based on their notional amounts, reasonably approximate their fair values due to their short-term nature.

Loan and borrowing carries interest which approximates market interest rate. Accordingly, their notional amounts approximate their fair value.

(d) *Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value*

Fair value information has not been disclosed for the Group's financial instruments not carried at fair value and whose carrying amounts are not reasonable approximation of fair values, because the fair values cannot be measured reliably.

31. SEGMENT INFORMATION

Analyses by segment

Management has identified the Group's operating segments as follows:

I. Real estate brokerage income – relates to commission and fee income from the brokerage of resale and rental of residential, commercial and industrial properties and new residential projects for sale by various developers.

II. Rental income – relates to rental income generated from properties, workstations, lockers and furniture.

III. Others – relate to incentives, referral, professional indemnity insurance and administration fees income, business conference income and miscellaneous income.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Group income taxes and finance costs are managed on a group basis and are not allocated to operating segments. The Group did not disclose operating segment assets and liabilities as such measures are not monitored.

Allocation basis and transfer pricing

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment accounting policies are the same as the policies described in Note 2. The Group generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

31. SEGMENT INFORMATION (cont'd)

	Real estate brokerage income $'000	Rental income $'000	Others $'000	Eliminations $'000	Total $'000
2024					
Revenue:					
Real estate brokerage fees and related services	553,047	2,545	4,888	(2,454)	558,026
Other revenue	–	–	2,990	–	2,990
Total revenue	**553,047**	**2,545**	**7,878**	**(2,454)**	**561,016**
Segment results	10,855	(275)	(429)	–	10,151
Share of results of associates					111
Interest income					503
Finance costs					(1,941)
Profit before tax					**8,824**
Income tax expense expense					(2,306)
Profit for the year					**6,518**
Others:					
Impairment losses on financial assets – trade	(2,928)	–	40	–	(2,888)
Depreciation and amortisation	(3,423)	(367)	(700)	–	(4,490)
2023					
Revenue:					
Real estate brokerage fees and related services	548,654	2,149	5,799	(2,110)	554,492
Other revenue	223	1	2,536	–	2,760
Total revenue	**548,877**	**2,150**	**8,335**	**(2,110)**	**557,252**
Segment results	16,181	(282)	(532)	–	15,367
Interest income					322
Finance costs					(2,126)
Profit before tax					**13,563**
Income tax expense expense					(2,962)
Profit for the year					**10,601**
Others:					
Impairment losses on financial assets – trade	(2,049)	–	(160)	–	(2,209)
Impairment loss on goodwill	(5,178)	–	–	–	(5,178)
Depreciation and amortisation	(3,630)	(321)	(698)	–	(4,649)

Geographical information

	Revenue		Non-current assets*	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Singapore	551,493	550,798	163,405	166,530
Indonesia	3,853	2,658	8,932	9,022
Vietnam	5,301	3,299	9,011	8,628
Others	369	497	391	251
	561,016	557,252	181,739	184,431

* Comprising property, plant and equipment, right-of-use assets, intangible assets and investment in associates

32. CAPITAL MANAGEMENT

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

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio below 50%. The Group includes within net debt, loan and borrowing, trade and other payables, less cash and bank balances. Capital includes equity attributable to the owners of the Company.

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

	2024 $'000	2023 $'000
Loan and borrowing (Note 14)	40,132	43,226
Trade and other payables (Note 11)	114,641	129,646
	154,773	172,872
Less: Cash and bank balances (Note 10)	(39,950)	(44,052)
	114,823	128,820
Equity attributable to the owners of the Company	158,048	158,385
Capital and net debt	272,871	287,205
Gearing ratio	42.1%	44.9%

33. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 28 March 2025.

Statistics of Shareholdings

As at 17 March 2025

SHARE CAPITAL

Issued and Fully Paid-Up Capital	:	$101,275,000
Class of Shares	:	Ordinary share
Number of issued and paid-up shares	:	359,197,700
Voting Rights	:	One vote per share

The Company does not hold any treasury shares or subsidiary holdings.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	3	0.14	52	0.00
100 – 1,000	183	8.66	133,747	0.04
1,001 – 10,000	1,092	51.65	5,932,900	1.65
10,001 – 1,000,000	820	38.79	48,959,742	13.63
1,000,001 and above	16	0.76	304,171,259	84.68
Total	**2,114**	**100.00**	**359,197,700**	**100.00**

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	KGI Securities (Singapore) Pte. Ltd	230,375,162	64.14
2	United Overseas Bank Nominees (Private) Limited	30,703,700	8.55
3	DBS Nominees (Private) Limited	11,883,300	3.31
4	Raffles Nominees (Pte.) Limited	8,629,400	2.40
5	Phillip Securities Pte Ltd	5,246,035	1.46
6	CGS International Securities Singapore Pte. Ltd.	4,020,600	1.12
7	Citibank Nominees Singapore Pte Ltd	1,827,151	0.51
8	ABN AMRO Clearing Bank N.V.	1,610,400	0.45
9	Maybank Securities Pte. Ltd.	1,469,100	0.41
10	HSBC (Singapore) Nominees Pte Ltd	1,410,483	0.39
11	OCBC Nominees Singapore Private Limited	1,372,400	0.38
12	Lim Tean Chay	1,282,400	0.36
13	Moomoo Financial Singapore Pte. Ltd.	1,170,100	0.33
14	Lim Tong Weng	1,080,628	0.30
15	Liew Yeow Weng	1,055,000	0.29
16	iFAST Financial Pte. Ltd.	1,035,400	0.29
17	Lee Yuen Shih	1,000,000	0.28
18	Ong Sioe Hong	1,000,000	0.28
19	Penelope Ann Binns	1,000,000	0.28
20	UOB Kay Hian Private Limited	982,800	0.27
	Total	**308,154,059**	**85.80**

Statistics of Shareholdings

As at 17 March 2025

SUBSTANTIAL SHAREHOLDERS

(Based on the Register of Substantial Shareholders)

Names of substantial shareholders	Direct Interest No. of Shares	Direct Interest %	Deemed Interest No. of Shares	Deemed Interest %
NHPEA Ace Realty Company Limited	230,263,662[1]	64.10	–	–
NHPEA Asia Realty Holding (HK) Limited	–	–	230,263,662[2]	64.10
Morgan Stanley Private Equity Asia V GP ONT, L.P.	–	–	230,263,662[3]	64.10
Morgan Stanley	–	–	230,276,766[4]	64.11
Mitsubishi UFJ Financial Group, Inc.	–	–	230,276,766[5]	64.11

1 All these Shares are held by NHPEA Ace Realty Company Limited through its nominee account maintained with KGI Securities (Singapore) Pte. Ltd.

2 NHPEA Asia Realty Holding (HK) Limited is deemed interested in all the Shares held by NHPEA Ace Realty Company Limited as it holds 100% of the Class A voting shares in NHPEA Ace Realty Company Limited.

3 Morgan Stanley Private Equity Asia V GP ONT, L.P. is deemed interested in all the Shares held by NHPEA Asia Realty Holding (HK) Limited because it is the general partner of North Haven Private Equity Asia V, L.P. and North Haven Private Equity Asia V Offshore, L.P. North Haven Private Equity Asia V, L.P. together with North Haven Private Equity Asia V Offshore, L.P. own 100% of the shares in North Haven Private Equity Asia V Holding ONT, L.P., which in turn holds 83.8% of the shares in NHPEA Asia Realty Holding (HK) Limited through a wholly-owned subsidiary, NHPEA V Holding (HK) Limited.

4 Morgan Stanley is deemed interested in all the Shares held by Morgan Stanley Private Equity Asia V GP ONT, L.P. as it owns 100% of the shares in MS Holdings Incorporated, which in turn holds 100% of the shares in Morgan Stanley Private Equity Asia V, Inc. Morgan Stanley Private Equity Asia V, Inc. is the general partner of Morgan Stanley Private Equity Asia V GP ONT, L.P.

5 Mitsubishi UFJ Financial Group, Inc. ("MUFG") holds more than 20% interest in the shares of Morgan Stanley. Accordingly, MUFG is deemed interested in the shareholding interests of Morgan Stanley in APAC Realty Limited.

PERCENTAGE OF SHAREHOLDING IN PUBLIC HANDS

Based on the information provided, to the best knowledge of the Directors of the Company, approximately 27.12% of the issued share capital of the Company was held by the public as at 17 March 2025. Accordingly, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited has been complied with.

Additional Information on Directors Seeking Re-Election

Ms Tan Poh Hong, Mr Siew Peng Yim and Mr Michael Yeh are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 25 April 2025 ("**AGM**") (collectively, the "**Retiring Directors**").

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), the information relating to the Retiring Directors as set out in Appendix 7.4.1 of the Listing Manual, is as set out below:

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
Date of appointment	1 October 2020	12 May 2023	8 August 2024
Date of last re-appointment	20 April 2023	22 April 2024	N/A
Age	66	56	35
Country of principal residence	Singapore	Singapore	Hong Kong
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The re-election of Ms Tan Poh Hong ("**Ms Tan**") as Independent and Non-Executive Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Ms Tan's qualifications, expertise, past experiences and overall contribution since she was appointed as a Director of the Company.	The re-election of Mr Siew Peng Yim ("**Mr Siew**") as Independent and Non-Executive Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Siew's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr Michael Yeh ("**Mr Yeh**") as Non-Independent and Non-Executive Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Yeh's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether the appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive	Non-executive
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	• Independent and Non-Executive Director • Chairman of the Remuneration Committee • Member of the Audit and Risk and Nominating Committees	• Independent and Non-Executive Director • Chairman of the Audit and Risk Committee • Member of the Nominating and Remuneration Committees	• Non-Independent and Non-Executive Director • Member of the Audit and Risk, Nominating and Remuneration Committees
Professional qualifications	• Bachelor of Science (Honours) in Estate Management, National University of Singapore • Master of Business Administration (with Distinction), New York University	• Bachelor of Accountancy, National University of Singapore • Fellow Chartered Accountant of Institute of Singapore Chartered Accountants	• B.Sc. in Finance, New York University
Working experience and occupation(s) during the past 10 years	2018 – Present: Retired 2009 – 2017: Chief Executive Officer, Agri-Food & Veterinary Authority of Singapore	2024 – Present: Managing Director of F&N Foods Pte Ltd 2022 – Present: Chief Executive Officer of Ice Cream Division, Fraser & Neave Limited 2014 – Present: Chief Executive Officer, Times Publishing Limited 2012 – 2014: Chief Operating Officer and Chief Financial Officer, Times Publishing Limited	Mr Yeh is an Executive Director of Morgan Stanley. Mr Yeh joined the firm in 2011 and focuses on the group's private equity transactions in Taiwan and Southeast Asia.

Additional Information on Directors Seeking Re-Election

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
Shareholding interest in the listed issuer and its subsidiaries	Refer to Directors' Statement on pages 70 to 72 of this Annual Report		
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	None	Mr Yeh is currently an Executive Director of Morgan Stanley, which is a substantial shareholder of the Company.
Conflict of interest (including any competing business)	None	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments* including Directorships# * *"Principal Commitments" has the same meaning as defined in the Code – "principal commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments* # *These fields are not applicable for announcement of appointments pursuant to Listing Rule 704(9)*	**Past (for the last 5 years)** Directorships • Barramundi Group Ltd Other Principal Commitments Nil **Present** Directorships • AnnAik Limited • Vicom Ltd • Centurion Corporation Limited • Jilin Food Zone Pte Ltd • Sheng Siong Group Ltd • Vanguard Healthcare Pte Ltd • OTS Holdings Limited Other Principal Commitments Nil	**Past (for the last 5 years)** Directorships • Educational Technologies Private Limited (struck off) • Times Graphics Private Limited (struck off) • Direct Educational Technologies Limited (India) (liquidated) Other Principal Commitments Nil **Present** Directorships • Marshall Cavendish International Private Limited • Marshall Cavendish Institute Pte Ltd • Times Printers Private Limited • Times Experience Pte Ltd • Marshall Cavendish Education Pte Ltd • Pansing Distribution Private Limited • Marshall Cavendish International (Asia) Private Limited • Print Lab Pte Ltd • Alliance Graphics Pte Ltd • Times Distribution Pte Ltd • Everbest Printing (Guangzhou) Company Limited • Everbest Printing Holdings Limited • Everbest Printing Investment Limited • Times Publishing (HK) Limited • Far East Publications Ltd • Marshall Cavendish Business Information Private Limited • Educational Technologies Limited	**Past (for the last 5 years)** Directorships Nil Other Principal Commitments Nil **Present** Directorships • Microlife Corporation • Morgan Stanley • Midas Company Limited • Midas Investment Co. Limited • NHPEA Asia Realty Holding (HK) Limited • North Haven Ambrosia Holding Company (HK) Limited • North Haven Private Equity Asia Midas Holding Limited • Procare Investments Pte. Ltd. • Microlife Manufacturing Holding Pte. Ltd. Other Principal Commitments • Executive Director, Morgan Stanley

Additional Information on Directors Seeking Re-Election

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
Other Principal Commitments including Directorships (cont'd)		**Present** (cont'd) Directorships • Marshall Cavendish (Malaysia) Sdn Bhd • STP Distributors (M) Sdn Bhd • Pansing Marketing Sdn Bhd • Pansing Distribution Sdn Bhd • Times Offset (Malaysia) Sdn Bhd • Times Distribution (M) Sdn Bhd • Marshall Cavendish Limited • Marshall Cavendish International Thailand Co. Ltd • Marshall Cavendish Corporation • Shanxi Xinhua Times Packaging Printing Co Ltd • F&N Creameries (M) Sdn Bhd • F&N Ice Cream Manufacturing (M) Sdn Bhd • F&N United Limited • Beverage Container Return Scheme (BCRS) Ltd • F&N Creameries (S) Pte Ltd • F&N Foods Pte Ltd • F&N Ventures Pte Ltd • Warburg Vending Pte Ltd • PT F&N Indonesia • Green Lab Eco Solutions Pte Ltd Other Principal Commitments • Chief Executive Officer of Ice Cream Division, Fraser & Neave Limited • Chief Executive Officer, Times Publishing Limited	

Additional Information on Directors Seeking Re-Election

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	Yes I was a Non-Executive Director of Fung Choi Media Group Limited ("**Fung Choi**") which was put under a provisional liquidation by the Supreme Court of Bermuda on 2 April 2015. On 25 November 2016, the Supreme Court of Bermuda ordered the wound up of Fung Choi. Fung Choi was delisted from SGX-ST on 24 July 2017.	No
(c) Whether there is any unsatisfied judgement against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

Additional Information on Directors Seeking Re-Election

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
(f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No

Additional Information on Directors Seeking Re-Election

	TAN POH HONG	SIEW PENG YIM	MICHAEL YEH
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (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 (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 (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, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

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fb.com/APACRealty
450 Lorong 6 Toa Payoh, ERA APAC Centre Singapore 319394
6226 2000