

# ADAPTING TO A DYNAMIC WORLD

ANNUAL REPORT 2024









## Strengthening Our Core for a Dynamic World

In an era of uncertainty and evolving challenges, Delfi remains on track by reinforcing our core: strong manufacturing, experienced management and a culture of innovation. These core strengths – built on leading brands, market expertise and operational excellence – enable us to adapt to change and seize new opportunities. With deep consumer connections, a robust distribution network and financial discipline that support sustainable growth, Delfi will move forward in today's dynamic world.

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**SILVERQUEEN**

 **Delfi**

**VAN HOUTEN**  
SINCE 1828

  
**CERES**  
FRESH QUALITY SINCE 1989

 **TOP**

 **CHACHA**

 **KNICK  
KNACKS**

*Goya*

  
Chocolate Tradition for Generations Since 1973  
**Selamat**  
ORIGINALS

 **Take-it**

**Twister**



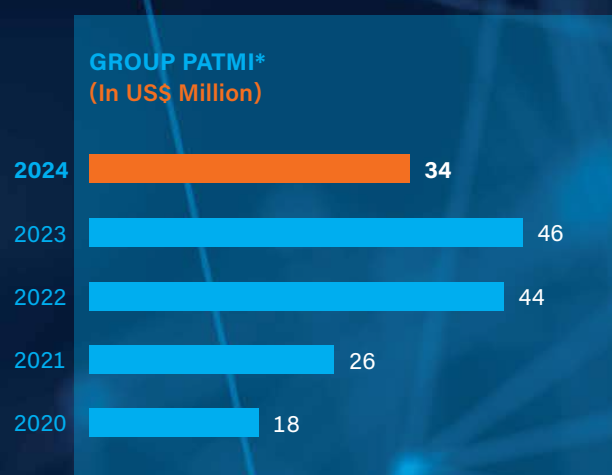
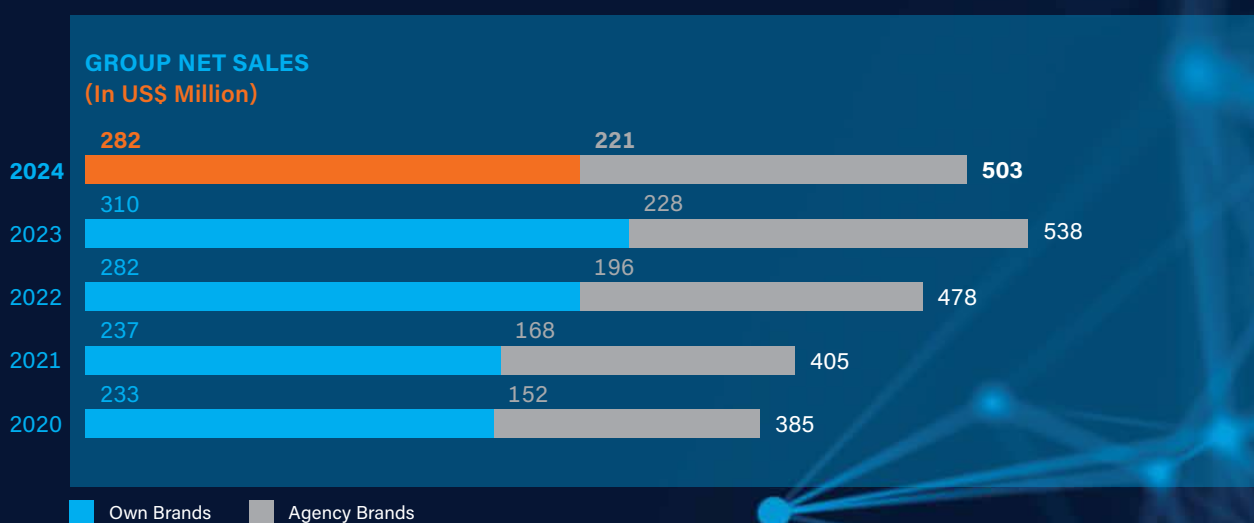


## Building on Solid Foundations to Navigate Challenges

At Delfi, our business is built on strong foundations, where our heritage brands, operational excellence and established market presence enable us to create sustainable value. By optimising our strengths, we continue improving production efficiency, distribution capabilities and consumer engagement. This ensures we are well-positioned to navigate challenges and unlock opportunities as a brand of choice.



## FIVE-YEAR FINANCIAL HIGHLIGHTS & REVIEW



\* Excludes Non-Recurring Items



## FIVE-YEAR FINANCIAL HIGHLIGHTS & REVIEW

### NET SALES

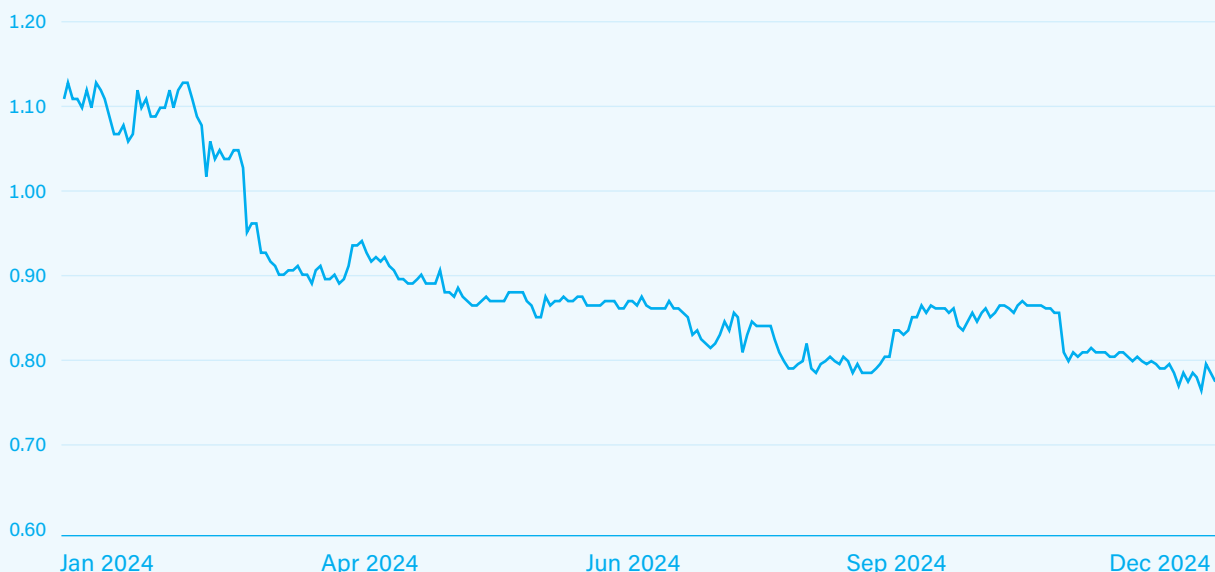
The challenging economic environment of 2024, marked by heightened geopolitical tensions and record-high cocoa prices created significant headwinds for our business. Net Sales declined 6.6% Y-o-Y to US\$502.7 million, impacted by weaker regional currencies against the US Dollar—particularly the Indonesian Rupiah—higher promotional investments to drive long-term growth of our brands and counter strong competition, and the termination of an agency brand in late 2023. We continue to invest in initiatives to build brands for products that we expect to show stronger future growth and to strengthen routes-to-market. These strategic investments are important for sustained long-term growth.

Net Sales reached US\$538.2 million in 2023, a record for our consumer business, reflecting a Y-o-Y increase of 12.7%, from sustained economic growth and buoyant consumer demand in our key markets, especially in the first half. Net Sales were driven by Y-o-Y growth of 11.2% and 15.6% in Indonesia and Regional Markets, respectively. Investments in our core brands with high growth potential, reinforced by improvements to our routes-to-market, especially in Indonesia, contributed to the strong growth for the year.

In 2022, we generated strong results as economies in our key markets were fully opened after the pandemic subsided, with governments easing restrictions by the middle of the second quarter. The end of the restrictions caused a release of pent-up consumer demand combined with a strong recovery in economic growth for our key markets. We achieved Net Sales in 2022 of US\$477.5 million (Y-o-Y increase of 17.9%), which surpassed the equivalent figure during 2019, signalling our first full-year recovery after COVID-19. The key drivers for the strong performance came from high growth in Own Brands of 18.7%, especially from Premium format products in Indonesia, and increased growth in Agency Brands of 16.7%, mainly from the snacking and healthcare categories in Malaysia.

Net Sales in 2020 and 2021 were significantly impacted by COVID-19 and government-imposed shutdowns in key markets. After a strong start in early 2020, Net Sales declined for the full year by 12.6% Y-o-Y to US\$385.1 million as 2Q disruptions kept consumers indoors, reducing spending. While some recovery occurred later in the year, it was not enough to offset the earlier losses. In 2021, Net Sales grew 5.2% Y-o-Y to US\$405.1 million, driven by a continued rebound and a strong start to the year. However, the delta variant in late 2Q caused renewed restrictions, that weakened consumer demand at supermarkets and other sales points. Despite these challenges, operational stability was maintained, with growth in both Own Brands (up 2.0% Y-o-Y) and Agency Brands (up 10.2% Y-o-Y).

### 2024 SHARE PRICE PERFORMANCE (S\$/Share)



Source: The Wall Street Journal

## FIVE-YEAR FINANCIAL HIGHLIGHTS & REVIEW

### GROSS PROFIT

In 2024, we achieved a Gross Profit of US\$137.8 million, a Y-o-Y decrease of 10.1%, which reflected the decrease in Net Sales, impact from the higher US Dollar on imported raw materials costs and higher trade promotions in 2H 2024. The resulting GPM was 27.4%, 110 basis points lower than the prior year's Gross Profit Margin.

In 2023, the Group achieved Gross Profit of US\$153.2 million, reflecting a 5.3% Y-o-Y increase. However, our GPM decreased to 28.5%, a reduction of 200 basis points compared to 2022. This decrease was mainly from higher promotional spending in 2023 in response to increased competition, along with strategic investments to further strengthen our core brands (particularly *SilverQueen*) with strong future growth potential. The impact of higher promotional spending was partially offset by sales growth in our Premium and Value format categories, higher sales volume achieved, and initiatives implemented to mitigate the impact of rising input costs.

In 2022, our Gross Profit reached US\$145.5 million, a Y-o-Y increase of 21.6% resulting in a GPM of 30.5%, 100 basis points over the prior year. The increase was driven mainly by strong growth of our Premium brands, higher sales volumes, and the implementation of timely cost mitigation initiatives, combined with tighter control of our ingredients and packaging costs.

The pandemic significantly impacted our Gross Profit in 2020, and despite a partial recovery in 2021, it remained below our pre-pandemic level in 2019. In 2020, Gross Profit declined 17.3% Y-o-Y to US\$110.1 million, with GPM falling to 28.6%, due to the reduced Net Sales and higher trade promotion expenses aimed at mitigating sales declines. In 2021, Gross Profit increased to US\$119.7 million as sales recovered, increasing GPM to 29.5% (up 90 basis points Y-o-Y), driven by higher product margins, reduced sales returns, and a greater contribution from our Premium brands.

### EBITDA

In 2024, we reported EBITDA of US\$60.3 million, a Y-o-Y decrease of 19.0%, reflecting lower Net Sales, the impact on imported raw materials costs from a stronger US Dollar, a reduced gross margin, and higher operating costs.

The Group generated EBITDA in 2023 of US\$74.5 million, supported by strong growth in Net Sales and higher Gross Profit, partially offset by higher selling and distribution costs and higher advertising and promotion expense to thwart increasing competition and to further strengthen our core brands.

In 2022, we matched our robust growth in Net Sales for the year with a strong improvement in EBITDA to US\$74.0 million, a Y-o-Y increase of 27.2%. This performance was driven by higher Net Sales and a strong GPM achieved during the year, combined with continued tight control of operating costs.

EBITDA in 2020 declined 26.4% Y-o-Y to US\$43.9 million, reflecting lower consumer demand, reduced Net Sales, and higher operating costs due to government restrictions. Expenses increased for protective equipment, safety measures, and COVID-19 testing to safeguard staff, while lower Net Sales also reduced overhead absorption. In 2021, EBITDA rebounded to US\$58.1 million, a 32.4% Y-o-Y increase, including a US\$4.1 million non-recurring gain from remeasurement of employee retirement obligations and asset disposals. Excluding these, EBITDA was US\$54.0 million, still up 23.0% from 2020, driven by stronger Net Sales, higher Gross Profit, and tighter cost management.



## FIVE-YEAR FINANCIAL HIGHLIGHTS & REVIEW

For The Year (In US\$ Million)	2024	2023	2022	2021	2020
Net Sales <sup>1</sup>	<b>502.7</b>	538.2	477.5	405.1	385.1
Gross Profit <sup>1</sup>	<b>137.8</b>	153.2	145.5	119.7	110.1
Gross Margin	27.4%	28.5%	30.5%	29.5%	28.6%
EBITDA	60.3	74.5	74.0	58.1	43.9
<b>Net Profit Attributable to Shareholders</b>	<b>33.9</b>	<b>46.3</b>	<b>43.9</b>	<b>26.0</b>	<b>17.5</b>
- Non-Recurring Items <sup>2</sup>	-	-	-	3.3	-
<b>Group</b>					
<b>Net Profit Attributable to Shareholders</b>	<b>33.9</b>	<b>46.3</b>	<b>43.9</b>	<b>29.3</b>	<b>17.5</b>

At Year End (In US\$ Million)					
Total Assets	428.2	420.9	395.1	363.9	382.4
Total Liabilities	(163.6)	(154.7)	(148.9)	(124.6)	(156.7)
<b>Total Shareholders' Equity</b>	<b>264.6</b>	<b>266.2</b>	<b>246.2</b>	<b>239.3</b>	<b>225.7</b>
Total Debt	(24.8)	(32.7)	(19.0)	(10.1)	(48.7)
Net Cash/(Debt)	19.0	26.6	58.1	76.2	16.8
Return on Equity (%)					
- Excludes Non-Recurring Items <sup>2</sup>	12.8	18.1	18.1	11.2	7.7
- Includes Non-Recurring Items <sup>2</sup>	12.8	18.1	18.1	12.6	7.7

Per Share Data					
<b>Dividend (US cents)</b>	<b>3.24</b>	<b>4.32</b>	<b>4.30</b>	<b>2.83</b>	<b>2.35</b>
- Normal	3.24	3.80	3.58	2.35	2.35
- Special	-	0.52	0.72	0.48	-
<b>Earnings (US cents) - Basic &amp; Fully Diluted</b>					
- Excludes Non-Recurring Items <sup>2</sup>	5.6	7.6	7.2	4.3	2.9
- Includes Non-Recurring Items <sup>2</sup>	5.6	7.6	7.2	4.8	2.9
<b>Net Tangible Assets (US cents)</b>	<b>40.3</b>	<b>40.5</b>	<b>37.3</b>	<b>36.0</b>	<b>33.5</b>

### Notes:

- 2022 Revenue and Gross Profits have been recomputed to conform to the financial statements where certain trade related promotion expenses were reclassified to net off against sales, and certain distribution related expenses have been reclassified from Selling and Distribution costs to Cost of Goods Sold. These reclassifications have no impact on EBITDA or Net Profit, the Balance Sheets of the Group or of the Company, or the Consolidated Cash Flow for all the financial years.
- Pertains to - Adjustments resulting in lower liabilities for employee retirement defined benefit obligations amounting to US\$2.9 million and net gain of US\$0.3 million from disposal of construction in-progress to Indonesia Government, in 2021.

## LETTER FROM OUR CHAIRMAN



“ In this challenging environment, Delfi will leverage its strengths, including product and operational innovation, strong heritage brands, expense management, production efficiency, and extensive distribution, to navigate uncertainty and drive long-term growth.

Dear Shareholders,

I am pleased to share my first *Letter from our Chairman* with you and deeply appreciate your support and trust. I would also like to extend my thanks to Mr. Pedro Mata, my predecessor, for his leadership and contributions over many years to Delfi's success.

The global economy and chocolate industry faced significant challenges in 2024, driven by heightened geopolitical tensions, macroeconomic uncertainty and an unprecedented surge in cocoa prices, a trend which is expected to persist. The most pressing challenge for our industry is the extreme volatility in cocoa prices. Supply constraints caused by extreme weather, crop disease, and production disruptions in key markets like Côte d'Ivoire and Ghana, have driven prices to record highs, with no immediate relief in sight. The industry has not experienced this level of disruption in decades, making it a critical concern for chocolate companies worldwide. These challenges have also led to shifts in consumer behaviour, as individuals adjust their spending habits and priorities in response to these uncertainties.

Despite these pressures, Delfi navigated the environment well by mitigating rising ingredients costs, improving operational efficiencies, enhancing brand equity and reinforcing our competitive position. Additionally, we benefited from economic growth in Indonesia and the Philippines, with Indonesia's economy expanding by 5.0% in 2024 and the Philippines by 5.6%\*.

The challenging global macroeconomic environment and higher cocoa prices impacted our 2024 results, with the Group reporting net sales of US\$502.7 million (6.6% Y-o-Y decrease) and PATMI of US\$33.9 million (26.6% Y-o-Y decrease), in our US Dollar reporting currency. The decline was mainly driven by the stronger US Dollar against weaker regional currencies, particularly the Indonesian Rupiah,

which impacted raw material costs, alongside higher promotional spending, and a termination of an agency brand in late 2023.

Notwithstanding the challenging global macroeconomic environment and higher cocoa prices, the Board has proposed a final dividend of 1.18 US cents per share. Combined with the interim dividend of 2.06 US cents per share paid earlier in 2024, the total dividend for the year amounts to 3.24 US cents per share. The combined interim and proposed final dividend announced would bring the total distributions to shareholders since the Group's listing on the Singapore Exchange in 2004 to US\$428.2 million, comprising of normal and special dividends, including the one-time capital reduction of US\$60.0 million in 2016.

Given the unprecedented uncertainty facing our industry in the short term, we have prioritised cash preservation and have therefore elected not to distribute a special dividend for 2024. However, our total dividend for the year is consistent with last year's figure, reflecting a payout ratio of 59% of PATMI for the year.

At Delfi, we remain committed to balancing sustainable value with profitability. In 2024, we took steps to strengthen business resilience against climate-related risks. As part of our ongoing sustainability initiatives, we have installed solar panels at our Indonesian factory, introduced Rainforest Alliance-certified *Van Houten* products to support a more sustainable cocoa industry meant to help improve farmer livelihoods, implemented rainwater harvesting systems, advanced the use of renewable and recyclable materials,

\* Source: Reuters





shifted to recycled packaging materials, and collaborated with suppliers on sustainable solutions in our supply chain. These initiatives reinforce our belief that sustainability and profitability can coexist to drive long-term value.

I am also pleased to share that Delfi was named a “Winner” in the *Most Transparent Company Award* for the consumer staples category at the SIAS Investors’ Choice Awards for the second consecutive year. This recognition reflects our commitment to strong corporate governance and transparent, timely disclosures to the investment community.

Delfi has an engaged and active Board of Directors that provides effective leadership and strategic guidance to Management through regular meetings. In 2024, the Board focused on key areas such as strategy, risk management, and sustainability, addressing challenges from record-high cocoa prices and macroeconomic uncertainties. The Board is supported by well-established independent committees—including the Audit, Nominating, Remuneration, Risk Management, and Sustainability committees—which provide direction, conduct independent reviews, and offer recommendations to management and the Board.

As part of our ongoing Board renewal process and in alignment with prevailing requirements, including the nine-year tenure limitation, we implemented changes to our Board in 2024. Following the Annual General Meeting in April 2024, Mr. Pedro Mata stepped down as Chairman but continues to serve as a Non-Executive Non-Independent Director, allowing us to continue benefitting from his experience and advice. Additionally, Mr. Davinder Singh, who served since 2001, retired. We extend our deepest appreciation to Davinder for his years of dedicated service and invaluable contributions.

In October 2024, we welcomed Mr. Chin Koon Yew (“Chin”) and Ms. Lim Seok Bee (“SB”) to the Board. Chin brings extensive experience in senior roles in finance and management in the chocolate and cocoa ingredients industries, while SB offers deep expertise in operations, quality assurance, sustainability and product development. Their insights will be instrumental as we set strategic goals to navigate increasing industry uncertainty. Please join me in welcoming them to the Board.

For further details on the Board, please refer to pages 52 to 58 of this Annual Report.

Amid ongoing geopolitical tensions and global economic uncertainties, we remain cautious for 2025. With cocoa supply constraints expected to persist, prices are likely to remain high, leading to increased retail chocolate prices that could impact consumer behaviour. In this challenging environment, Delfi will leverage its strengths—including product and operational innovation, strong heritage brands, expense management, production efficiency, and extensive distribution—to navigate uncertainty and drive long-term growth.

I sincerely thank our shareholders for their unwavering support and confidence in Delfi. My gratitude also goes to my fellow Board members for their dedication and invaluable contributions.

On behalf of the Board, I would like to express our sincere appreciation to our CEO, Mr. John Chuang, for his exceptional leadership and dedication in steering the Company through these challenging times. With his extensive experience in both the cocoa and chocolate industries, we remain confident as he leads us through the current uncertainties. I would also like to extend my gratitude to our management team and employees for their resilience and unwavering commitment. Their efforts are instrumental to Delfi’s continued success.

Finally, to our customers, partners, and other stakeholders—thank you for your trust and collaboration.

Sincerely,

**DORESWAMY NANDKISHORE**  
**(“NANDU”)**

**Chairman of the Board**  
**Delfi Limited**

25 March 2025

## LETTER FROM OUR CEO



“ In 2024, we managed pressures from the economic uncertainties and rising cocoa costs by improving production efficiency, developing innovative products, increasing prices when needed, investing in our strongest core brands, strengthening our distribution capabilities and reducing operating costs.

Dear Shareholders,

The world faced heightened global tensions and economic uncertainty going into 2024 causing a series of unprecedented challenges during the year for businesses and consumers alike, a trend expected to continue through 2025 and possibly beyond. The cocoa ingredients and chocolate industries also faced record-high cocoa bean prices combined with ongoing supply chain disruptions, persistent inflation, and currency volatility which has created a difficult environment for all companies, including Delfi. However, we managed pressures during the year from the economic uncertainties and rising cocoa costs by improving production efficiency, developing innovative products, increasing prices when needed, investing in our strongest core brands, strengthening our distribution capabilities and reducing operating costs.

While many multinational companies faced challenging economic conditions during 2024 in many of their international markets, we benefitted from Indonesia's economic growth of 5.0%, and 5.6% in the Philippines\*.

This growth helped support consumer income, confidence and spending. Additionally, our core strengths such as innovation, strong brand equity, deep cultural connection with local consumers, and an extensive distribution network played a vital role in sustaining our business throughout the year and will be even more critical as we navigate ongoing challenges.

We anticipate that challenges and uncertainty will persist into 2025, particularly with continued volatility in the cocoa market, which is likely to drive chocolate prices even higher at the retail level. Elevated cocoa bean costs, combined with broader economic pressures, could weigh on consumer sentiment as they adjust to higher prices, adding to the pressures in our markets. Despite these headwinds, we remain confident in our ability to navigate the year ahead by deepening engagement with customers and consumers, embracing innovation, maintaining strict cost discipline, and enhancing our production capabilities.



\* Source: Reuters



Despite the global economic uncertainty and record-high cocoa prices in 2024, we reported a satisfactory performance for the year. Our reported Net Sales reached US\$502.7 million, with PATMI of US\$33.9 million, reflecting year-on-year decreases of 6.6% and 26.6%, respectively, in our US Dollar reporting currency. Our performance reflected weaker regional currencies, particularly the depreciation of the Indonesian Rupiah against the US Dollar, higher promotional spend, highlighting our commitment to drive long-term growth of our Own Brands segment, and counter strong competition, especially in Indonesia. On a constant currency basis, the decrease in Net Sales and PATMI would have been 3.9% and 22.9%, respectively.

Our ability to generate free cash flow remains a keystone of our performance and financial resilience. In 2024, disciplined working capital management—particularly maintaining optimal inventory levels and tightly controlling receivables—enabled us to generate US\$52.6 million in cash from operations which was US\$27.3 million higher than in 2023. Our strong cash flow generation brought our end-2024 cash balance to US\$43.8 million. This strong financial position provides us with a buffer against potential uncertainties while also equipping us with resources to respond proactively to evolving market conditions.

In October 2024, we welcomed two new Independent Directors to our Board: Mr. Chin Koon Yew (“Chin”) and Ms. Lim Seok Bee (“SB”). Both bring over 40 years of experience in the cocoa ingredients and chocolate confectionery industries. Having previously worked with Delfi during our time in the cocoa ingredients business, they return with invaluable expertise and insights. Chin’s deep understanding of the complex cocoa market and SB’s expertise in manufacturing, quality assurance, and food safety, will strengthen our Board’s strategic direction and contribute to Delfi’s continued growth.

I am also pleased to highlight that Delfi was once again recognised as a “Winner” in the *Most Transparent Company Award* for the consumer staples sector at the SIAS Investors’ Choice Awards, underscoring our commitment to strong corporate governance. Additionally, we were honoured with a place on the inaugural *Fortune Southeast Asia 500* list and named in *Forbes Asia’s* prestigious *Best Under a Billion* list—recognitions that reflect our dedication to excellence, transparency, and long-term stakeholder value.

Our accomplishments in this challenging year were made possible by the dedication of our team and the trust of our customers and shareholders. I extend my sincere gratitude to my fellow Board members for their leadership, and to our management team and employees for their perseverance, innovation, and commitment to excellence. Your collective efforts have been essential in overcoming obstacles and delivering lasting value to all our stakeholders.



To our customers and business partners, thank you for your trust and collaboration. Your support is vital to our success, and we remain committed to strengthening these relationships. Finally, to our shareholders, I offer my deepest appreciation for your continued confidence in Delfi. Your support inspires us to remain focused on creating long-term value and sustainable growth.

Thank you once again for your unwavering support.

Sincerely,

**JOHN CHUANG**  
Group Chief Executive Officer  
25 March 2025



## Paving the Way Forward with People and Passion

People are the driving force behind our ability to adapt and grow. In a rapidly evolving world, one thing remains the same – a shared passion to deliver quality and excellence across our business. With our strong leadership and a collaborative culture, we continually find new avenues to strengthen partnerships with internal and external stakeholders for long-term growth.







## BOARD OF DIRECTORS

### Mr. Doreswamy Nandkishore ("Nandu"), 66

Chairman  
Independent Director  
INDIAN



Nandu was appointed as the Chairman of our Board with effect from the conclusion of the Annual General Meeting on 23 April 2024. He was originally appointed as an Independent Director of our Board on 3 January 2017. He has over 42 years of global experience in leadership roles across a diverse set of environments including both emerging and developed markets.

Nandu was an Executive Board member of Nestlé S.A. from 2010 until his retirement in 2015, responsible for Asia, Oceania, and Africa, and earlier as the global CEO for Nestlé Nutrition in charge of markets all over the world including the USA, Europe, and Latin America.

Nandu is currently a Professor at the Indian School of Business and a Guest Lecturer at the London Business School.

In addition to being Chairman of our Board, Nandu is currently the Chairman of the Remuneration Committee, and a member of the Audit Committee, the Nominating Committee, and the Sustainability Committee.

#### Date of First Appointment as Director

3 January 2017

#### Date of Last Re-Election

26 April 2022

#### Board Committee(s)

- Remuneration Committee (Chairman)
- Audit Committee (Member)
- Nominating Committee (Member)
- Sustainability Committee<sup>1</sup> (Member)

#### Educational & Professional Qualifications

- Bachelor's Degree in Engineering (B-Tech),  
The Indian Institute of Technology
- Post Graduate in Management and Business  
Administration (PGDM),  
The Indian Institute of Management
- Program for Executive Development, IMD Lausanne

#### Present Directorships

- Delfi Limited
- I & N Developmental Investments Ltd.
- Mayar Foods
- RA Consulting DWC-LLC
- Al Muhaidib Group
- Livinguard Technologies AG

#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Nil

<sup>1</sup> On 1 October 2024, the name of the Market, Sustainability and Strategy Committee was changed to the Sustainability Committee

## BOARD OF DIRECTORS



### Mr. John Chuang Tiong Choon ("John"), 76

Executive Director  
Group Chief Executive Officer  
SINGAPOREAN

John joined our Board on 1 November 1989. He is the Chief Executive Officer of the Group, responsible for overall strategic planning, management, and business development. He is also an Executive Director of our Board.

He has over 40 years of experience in the chocolate, confectionery, and cocoa industries. He started his career in 1974 in our predecessor businesses in Indonesia and Singapore. From 1979 to 1983, he undertook the appointments of Vice-Chairman of the Independence Bank of California and President of Wardley Development Inc., both located in California, USA.

In 1984, John relocated to Southeast Asia and established our predecessor Company, Petra Foods Limited (the Company's name was changed to Delfi Limited in 2016) and was subsequently appointed Group Chief Executive Officer.

With John as our Group CEO, in 2004 Petra Foods Limited was presented with the Enterprise Award by the then President of Singapore, the late S.R. Nathan. In 2011, under the Singapore Business Awards, John was awarded the title of Best CEO for that year. He was also recognised in 2012 as Businessman of the Year. In 2015, John was one of the recipients of the SG50 Outstanding Chinese Business Pioneers Awards.

John is currently the Chairman of the Executive Committee and a member on the Nominating Committee, and the Risk Management Committee.

#### Date of First Appointment as Director

1 November 1989

#### Date of Last Re-Election

25 April 2023

#### Board Committee(s)

- Executive Committee (Chairman)
- Nominating Committee (Member)
- Risk Management Committee (Member)

#### Educational & Professional Qualifications

- Bachelor of Engineering (Honours), University of Liverpool
- Master in Business Administration, Cranfield Business School

#### Present Directorships

- Delfi Limited
- Alsa Industries, Inc.
- Aerodrome International Limited
- Berlian Enterprises Limited
- Ceres Sime Confectionery Sdn. Bhd.
- Cocoa Specialties Inc.
- Delfi Marketing, Inc.
- Delfi Foods, Inc.
- McKeeson Investments Pte. Ltd.
- Ceres (International) Marketing Pte. Ltd.
- PT Sederhana Djaja
- PT Perusahaan Industri Ceres
- PT Nirwana Lestari
- PT General Food Industries
- Springbright Investments Limited

#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Delfi Singapore Pte. Ltd.

## BOARD OF DIRECTORS

### Mr. Graham Nicholas Lee ("Graham"), 68

Independent Director  
AUSTRALIAN



Graham was appointed as an Independent Director to our Board on 1 January 2023. Graham has had over 40 years of experience as a Public Accountant at PricewaterhouseCoopers ("PwC") in Australia, the United States, and most recently in Singapore where he was a partner for 20 years. At PwC, Graham provided professional services in both the Transaction Services and Audit streams of the firm's services. He retired from his position as an Assurance Partner at PwC Singapore on 30 June 2017.

Outside of the Accounting profession, Graham was a Board member of the Australian Chamber of Commerce, Singapore for 18 years and held office bearer roles for all that time including as President from 2010 to 2013.

Graham also served as a Council member for the Singapore Business Federation ("SBF") from 2012 to 2016. Currently, he is a Director of the Robert Connor Dawes Foundation which acts to fund research into the treatment of pediatric brain cancer and to support patients.

Graham qualified as a member of the Institute of Chartered Accountants in Australia and New Zealand and a Fellow of the Institute of Singapore Chartered Accountants.

Graham is currently Chairman of the Audit Committee.

#### Date of First Appointment as Director

1 January 2023

#### Date of Last Re-Election

25 April 2023

#### Board Committee(s)

- Audit Committee (Chairman)

#### Educational & Professional Qualifications

- Monash University, Australia, Bachelor of Economics (Acc)
- Chartered Accountants Australia and New Zealand
- Chartered Accountant – Institute of Singapore Chartered Accountants
- Accredited Director, Singapore Institute of Directors

#### Present Directorships

- Delfi Limited
- RCD Fund Pty. Ltd. (acting as trustee for the Robert Connor Dawes Foundation)
- OzSing Pty. Ltd. (acting as trustee of OzSing Family Superannuation Fund)

#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Nil



## BOARD OF DIRECTORS



**Mr. Lee Meng Tat**  
**("Meng Tat"), 61**  
Independent Director  
SINGAPOREAN

Meng Tat was appointed as an Independent Director to our Board on 1 June 2023. He has extensive experience in consumer-focused industries with over 34 years in several fields including banking, tourism, and beverages.

Meng Tat retired from the position of Chief Executive Officer, Non-Alcoholic Beverages ("NAB") of Fraser and Neave, Limited ("F&N"), in January 2022. At F&N, he was responsible for overseeing and driving the growth strategies of the NAB business, which has operations and investments in Indonesia, Malaysia, Myanmar, Singapore, Thailand and Vietnam.

Other positions that Meng Tat previously held include Chief Executive Officer of Wildlife Reserves Singapore and Chief Executive Officer of Heineken-APB (China).

Meng Tat is currently the Chairman of the Nominating Committee and a member of the Remuneration Committee, the Risk Management Committee, and the Sustainability Committee.

### Date of First Appointment as Director

1 June 2023

### Date of Last Re-Election

23 April 2024

### Board Committee(s)

- Nominating Committee (Chairman)
- Remuneration Committee (Member)
- Risk Management Committee (Member)
- Sustainability Committee (Member)

### Educational & Professional Qualifications

- Bachelor of Engineering (Mechanical), National University of Singapore
- Master of Business Administration, Imperial College, London
- Advanced Management Programme (AMP), Harvard Business School
- Certificate in Corporate Governance ("IDP-C"), International Directors Programme, INSEAD
- Senior Accredited Director, Singapore Institute of Directors

### Present Directorships

- Delfi Limited
- Vietnam Dairy Products Joint Stock Company (Vinamilk)
- Singapore Cancer Society (Chairman)
- Rotary Club of Singapore West

### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Fraser & Neave Holdings Bhd.

## BOARD OF DIRECTORS

### Mr. Chin Koon Yew ("Chin"), 69

Independent Director  
SINGAPOREAN



Chin was appointed as an Independent Director of our Board on 1 October 2024. He has over 40 years of experience in financial and general management in both MNC and Asian settings in the cocoa ingredients and chocolate confectionery industries.

He began his career in the industry in 1984 at De Zaan Far East Pte. Ltd. (Grace Cocoa) as its Chief Accountant. He was later transferred to W. R. Grace (Singapore) Pte. Ltd., and in 1998 he rose to the rank of Chief Financial Officer (Asia Pacific).

In 2001, Chin joined Petra Foods Limited (our predecessor Company) as its Chief Financial Officer and retired from the Company in 2013. He subsequently served on the Board of SGX-listed JB Foods Ltd as an Independent Director from 2014 to 2024, including as Non-Executive Chairman from 2023 to 2024.

Chin is currently the Chairman of the Risk Management Committee, and a member of the Audit Committee and the Nominating Committee.

#### Date of First Appointment as Director

1 October 2024

#### Date of Last Re-Election

NA

#### Board Committee(s)

- Risk Management Committee (Chairman)
- Audit Committee (Member)
- Nominating Committee (Member)

#### Educational & Professional Qualifications

- Henley-Brunel University, Master of Business Administration
- Association of Chartered Certified Accountant (ACCA), UK
- Program for Global Leadership (PGL), Harvard Business School
- Senior Accredited Director, Singapore Institute of Directors

#### Present Directorships

- Delfi Limited

#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- JB Foods Limited

## BOARD OF DIRECTORS



**Ms. Lim Seok Bee**  
**("SB"), 72**

Independent Director  
SINGAPOREAN

SB was appointed as an Independent Director of our Board on 1 October 2024. She has over 40 years of experience in the cocoa ingredients and chocolate confectionery industries and possesses in-depth knowledge and experience in quality assurance and quality development.

Since 2022, SB has been the Operations Director at Sinopac Consultant Services (S) Pte Ltd. She is also responsible for the manufacturing operations of Steenland Chocolate B.V. Since October 2023, SB has been an Executive Director of Steenland Chocolate B.V.

From 1991 to her retirement in 2021, SB worked at our Company as part of the original team of key executives who together built the Cocoa Ingredients Division into one of the world's largest cocoa ingredients suppliers before

its divestment in 2013. She originally joined the Company as the Director of Quality Assurance, Technology and Operations in 1991, working her way over the years to become the Chief Operation Officer in 2014. She retired from our Company on 30 June 2021.

Before originally joining us in 1991, SB worked for Chocolate Products (M) Sdn Bhd, in roles encompassing quality control and production, and in De Zaan Far East (S) Pte Ltd as Quality Assurance and Development Manager, and Vice President (Quality Assurance and External Project Development) in 1989.

SB is currently a member of the Nominating Committee, the Remuneration Committee and the Sustainability Committee.

### Date of First Appointment as Director

1 October 2024

### Date of Last Re-Election

NA

### Board Committee(s)

- Nominating Committee (Member)
- Remuneration Committee (Member)
- Sustainability Committee (Member)

### Educational & Professional Qualifications

- University of London, Bachelor of Science (Hons)

### Present Directorships

- Delfi Limited
- Steenland Chocolate B.V.

### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Nil



## BOARD OF DIRECTORS

### Mr. Pedro Mata-Bruckmann ("Pedro"), 80

Non-Executive Non-Independent Director  
AMERICAN



Pedro is a Non-Executive Non-Independent Director of our Board. He was originally appointed to our Board on 6 June 2001 as Chairman of the Board, and as an Independent Director on 12 June 2001. He was re-designated as Non-Executive Non-Independent Director after his re-election at the Annual General Meeting on 23 April 2024.

Pedro began his career at W.R. Grace & Co. in 1968, working there for 27 years until his retirement in 1995. During his tenure, he served as President and CEO of several divisions. Through a series of promotions, in 1989 he rose to the position of Chief Executive Officer of Grace Cocoa (subsequently sold to ADM and renamed ADM Cocoa), which at the time was the world's leading and premier supplier of cocoa ingredients to the confectionery, dairy, bakery and beverage industries around the world.

After leaving W.R. Grace & Co. in 1995, Pedro established MGS Mata Global Solution S.A., advising companies on strategic growth and joint ventures. Between 2000 and 2012, Pedro was a Senior Advisor to Quad-C (a USA based private equity fund). Between 2009 and 2012, he served as CEO of Classic Party Rentals, a Division of Quad-C and the leading party and event rental company in the USA at the time.

Pedro has served in several not-for-profit organisations including as a Trustee and Chairman of Zamorano University and as a Director of TransFair USA, a fair-trade organisation.

As a Non-Executive Non-Independent Director, Pedro currently is the Chairman of the Sustainability Committee, and a member on the Nominating Committee and the Risk Management Committee.

#### Date of First Appointment as Director

12 June 2001

#### Date of Last Re-Election

23 April 2024

#### Board Committee(s)

- Sustainability Committee (Chairman)
- Nominating Committee (Member)
- Risk Management Committee (Member)

#### Educational & Professional Qualifications

- Bachelor of Science & Master of Engineering, Cornell University, Ithaca, NY, USA

#### Present Directorships

- Delfi Limited
- Corporación LionCity – Development S.A.
- Grace Institute Foundation (New York)
- Mata Global Solutions, Inc.

#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- MGS Mata Global Solutions S.A.

## BOARD OF DIRECTORS



### Mr. Joseph Chuang Tiong Liep ("Joseph"), 73

Executive Director  
Group Chief Growth and Marketing Officer  
SINGAPOREAN

Joseph joined our Board on 2 March 1999. He is an Executive Director of our Board and is the Group Chief Growth and Marketing Officer. He has over 35 years of experience in senior management positions within the chocolate, confectionery, and cocoa industries.

Currently, Joseph is responsible for the overall management and business development of our branded business. As an integral part of his current role, Joseph mentors company staff who work in the business development, marketing, and sales areas.

From 1980 to 1983, he was appointed President of McCoa Inc. (Philippines). From 1983 to 1984, Joseph worked as a Personal Assistant to the President of Allied Foods Management (Singapore). In 1984, he was subsequently appointed as Chief Operating Officer for both PT Perusahaan Industri Ceres and PT General Food Industries. He has served in various senior executive positions within the Group since.

Joseph currently serves as a member of the Executive Committee.

#### Date of First Appointment as Director

2 March 1999

#### Date of Last Re-Election

26 April 2022

#### Board Committee(s)

- Executive Committee (Member)

#### Educational & Professional Qualifications

- GCE "A" Level Certification

#### Present Directorships

- Delfi Limited
- Brands of Hudsons Sdn. Bhd.
- Ceres Sime Confectionery Sdn. Bhd.
- Maplegold Assets Ltd.
- Pavilion View Holdings Limited
- Ceres (International) Marketing Pte. Ltd.
- PT Nirwana Lestari
- PT Citra Tunggal Lestari
- PT Freyabadi Indotama
- PT Perusahaan Industri Ceres
- Delfi-Orion Pte. Ltd.
- Delfi Yuraku Pte. Ltd.
- McKeeson Consultants Private Limited
- Freyabadi (Thailand) Co., Ltd.

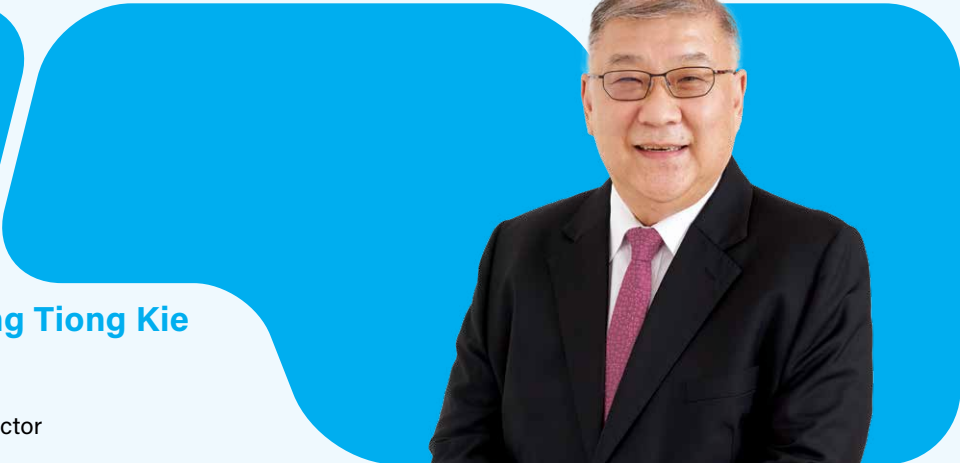
#### Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)

- Delfi Singapore Pte. Ltd.

BOARD OF  
DIRECTORS



**Mr. William Chuang Tiong Kie**  
**(“William”), 66**  
Executive Director  
Business Development Director  
SINGAPOREAN



William is an Executive Director of our Board and a Business Development Director of the Group. He was appointed to our Board on 31 May 2001.

William is based mainly at the Group’s corporate headquarters in Singapore and is responsible for the overall business expansion of our business. As an integral part of his role, he is responsible for our current joint ventures including Delfi-Orion Pte. Ltd., and Delfi Yuraku Pte. Ltd.

William has over 35 years of experience in senior management positions within the chocolate, confectionery, and cocoa industries.

William currently serves as a member of the Executive Committee.

**Date of First Appointment as Director**  
31 May 2001

**Date of Last Re-Election**  
26 April 2022

**Board Committee(s)**  
▪ Executive Committee (Member)

**Educational & Professional Qualifications**  
▪ Bachelor of Science, California State University, Long Beach, USA

**Present Directorships**  
▪ Delfi Limited  
▪ McKeeson Consultants Private Limited  
▪ McKeeson Investment 1 Pte. Ltd.  
▪ PT Delfi Yuraku Indonesia  
▪ PT Freyabadi Indotama  
▪ PT General Food Industries  
▪ Freyabadi (Thailand) Co., Ltd.  
▪ Delfi-Orion Pte. Ltd.  
▪ Delfi Yuraku Pte. Ltd.

**Past Directorships over the preceding three years (from 1 January 2022 to 31 December 2024)**  
▪ Nil



## CORPORATE INFORMATION

### CORPORATE INFORMATION

#### Registered Office

111 Somerset Road, #16-12  
TripleOne Somerset  
Singapore 238164

#### Website

www.delfilimited.com

#### Auditors

PricewaterhouseCoopers LLP  
7 Straits View  
Marina One, East Tower  
Level 12  
Singapore 018936

#### Partner-in-charge

Ms. Theresa Sim May Ling  
(since financial year ended  
31 December 2024)

#### Stock Codes

SGX: Delfi Ltd  
Bloomberg: Delfi SP  
Reuters: DELF.SI

#### Company Secretaries

Mr. Lee Wei Hsiung, ACS, ACG  
Ms. Cheok Hui Yee, ACS, ACG

### Principal Bankers

#### DBS Bank Ltd

Marina Bay Financial (Tower 3)  
12 Marina Boulevard  
Level 43  
Singapore 018982

#### Malayan Banking Berhad

Menara Maybank  
100 Jalan Tun Perak  
50050 Kuala Lumpur  
Malaysia

#### PT Bank Central Asia Tbk

Menara BCA Lt. 27  
Grand Indonesia  
Jl. M. H. Thamrin No. 1,  
Jakarta 10310  
Indonesia

#### United Overseas Bank Limited

80 Raffles Place  
UOB Plaza 1  
Singapore 048624

#### Banco De Oro

BDO Corporate Center  
7899 Makati Avenue  
Makati City 0726  
Philippines

### Registrar and Share Transfer Office

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

### LOCATIONS

#### Singapore

111 Somerset Road, #16-12  
TripleOne Somerset  
Singapore 238164

Investor Relations

Contact: Mr. Anthony Casale

Email: investor.relations@delfilimited.com

#### Indonesia

##### Bandung

Jl. Raya Dayeuhkolot No. 92  
Pesawahan Kabupaten  
Bandung 40256  
Indonesia

##### Bekasi

Jl. Siliwangi Km 7  
Bojong Menteng  
Bekasi 17117, Jawa Barat  
Indonesia

#### Tangerang Selatan, Banten

Ruko Spectra 23B-03 23C-03  
Jl. Jalur Sutera, Alam Sutera,  
Serpong, Tangerang Selatan,  
Banten 15143  
Indonesia

#### Malaysia

##### Kuala Lumpur

Level 6, Block A  
Sky Park One City  
Jalan USJ 25/1  
Subang Jaya  
47650 Selangor  
Malaysia

#### The Philippines

##### Metro Manila

No. 30 M. Tuazon St., Parang  
Marikina City 1809  
Philippines

### Financial Calendar

Annual General Meeting

29 April 2025

Announcement of Half Year Results

August 2025

## KEY MANAGEMENT

### **Richard Jeffrey Chung Ting Tshung ("Richard"), 60** Group Chief Financial Officer

Richard was appointed Group Chief Financial Officer ("CFO") in 2020. He has over three decades of experience in financial management, financial and business analysis, capital raising, investor relations, business development, mergers and acquisitions, joint ventures, risk management and other special projects. Richard has been working for almost twenty years with Delfi Limited. Immediately prior to joining the Group, as our Head of Corporate Planning, Richard was Director of Research for ABN AMRO Securities (Singapore).

#### Company & Group Responsibility

Richard is overall in charge of the Group's Finance, Taxation, Treasury, Investor Relations, and Corporate Planning functions as well as assisting the Group Chief Executive Officer on strategic and key business development matters for the Group.

#### Educational & Professional Qualifications

- Bachelor of Business (Majoring in Accounting), Deakin University, Australia

### **Tan Chay Kee ("Chay Kee"), 56** Group Chief Operating Officer

Chay Kee was appointed Group Chief Operating Officer in 2022. He has over 25 years of experience in a variety of business roles in engineering, executive compensation planning & advisory, corporate finance, strategic planning, and corporate development. Prior to joining Delfi, he was the Chief Operating Officer of Seabridge TFX Pte. Ltd. (a Fintech company), and Chief Financial Officer of JB Foods Ltd., a Mainboard SGX-listed cocoa ingredients manufacturer. Earlier in his career, he worked at our Company as the Financial Controller for the Cocoa Ingredients Division and on executive planning matters.

#### Company & Group Responsibility

Chay Kee reports to the Group Chief Executive Officer, Mr. John Chuang, assisting him in leading our operations in sourcing, manufacturing, supply chain, and food safety. He is tasked with overseeing our production operations which include manufacturing, engineering, chocolate technology and projects, sustainability, quality & assurance, supply chain functions and new product development initiatives.

#### Educational & Professional Qualifications

- Bachelor of Science, Cornell University – School of Electrical Engineering, USA
- Master of Engineering, Cornell University – School of Electrical Engineering, USA
- Master of Business Administration, Cornell University – Johnson School of Management, USA
- CPA Australia
- Chartered Financial Analyst (CFA)
- Graduate Diploma in Financial Management (GDFM)

## KEY MANAGEMENT

### Amos Moses Yang ("Amos"), 51

Director (Business Strategy)  
(CEO's Office)

Amos has been with our Company since 2012. He has over 30 years of experience in sales and marketing with a number of companies. He spent the majority of his career in the US and the last twelve years in Asia.

He has extensive FMCG experience across major multinational companies. He held various marketing and sales management positions in the US with Philip Morris USA, L'Oréal Paris, and Novartis Consumer Health.

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#### Company & Group Responsibility

Amos assists the Group Chief Executive Officer, Mr. John Chuang, in business strategy matters concerning the Group. He also assists Mr. Joseph Chuang, our Group Chief Growth and Marketing Officer, in the Group's sales and marketing initiatives.

#### Educational & Professional Qualifications

- Bachelor of Science in Marketing, Seton Hall University, USA

### Nancy Florencia ("Nancy"), 66

President Director  
PT Perusahaan Industri Ceres

Nancy joined our Company in 1991 and is currently the President Director of our subsidiary, PT Perusahaan Industri Ceres ("Ceres"), located in Indonesia, and has held this role since 2017. She has over 40 years of experience in finance, accounting, and management at companies in Indonesia.

In addition to her role as President Director of Ceres, she is also the Finance Director for Ceres.

Prior to joining our Group, Nancy had 10 years of experience in accounting and financial positions at companies in Indonesia including PT Indocement, PT Henocho Jaya, and the PT Kedaung Group.

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#### Company & Group Responsibility

Nancy is responsible for the operational, financial, and corporate matters of Ceres. As President Director, she works closely with the Board of Ceres as well as its key executives. She also works closely with managers of the Group's other entities in Indonesia. She assists the Group Chief Executive Officer and Group Chief Financial Officer on financial, managerial, commercial, and other diverse corporate matters for the Group's business in Indonesia.

#### Educational & Professional Qualifications

- Master of Business Administration, Pittsburgh State University, USA

### Ferry Haryanto ("Ferry"), 70

President Director  
PT Nirwana Lestari

Ferry is the President Director of our subsidiary PT Nirwana Lestari, located in Indonesia. He joined our Group in 1995 and has almost 40 years of experience in marketing, sales, and management.

Before joining our Group, Ferry spent more than 10 years in sales and marketing roles with PT Guinness Indonesia, San Miguel Brewery Indonesia, and PT Gunung Agung Trading. His latest position was Commercial Director.

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#### Company & Group Responsibility

Ferry's responsibilities include the operational and corporate matters of PT Nirwana Lestari. He works closely with the Board of PT Nirwana Lestari as well as with its key executives and managers. In addition, he spearheads PT Nirwana Lestari's efforts and initiatives in marketing, sales, and distribution of the Company's portfolio of Agency Brands in Indonesia.

#### Educational & Professional Qualifications

- Master of Business Administration, IEU (Indonesia European University), Jakarta, Indonesia (1991-1993)
- Bachelor of Economy, Akademi Pimpinan Perusahaan, Jakarta, Indonesia (1978-1981)





## Embracing Innovation to Drive Change

Innovation has always been at the heart of Delfi's growth journey. In today's shifting consumer landscape, driving change means understanding and anticipating trends, and refining our product portfolio. We embrace a mindset of continuous improvement and innovation to meet changing market demands, and craft solutions to benefit our stakeholders in multiple ways.







## BUSINESS PROFILE



With over seven decades of experience in the chocolate confectionery business, Delfi has weathered challenging macroeconomic conditions in the past like those prevailing today, by investing in our portfolio of iconic brands, implementing strategic cost-management initiatives, and developing strong distribution and route-to-market capabilities. Our ability to overcome past hurdles in the industry has strengthened our adaptability, positioning us well to manage current uncertainties.

### BUILDING A MARKET LEADER ON TIMELESS TRADITIONS

2025 marks our 75<sup>th</sup> year in Indonesia's chocolate confectionery industry, a journey defined by strong consumer focus, commitment to innovation, world-class manufacturing, and effective distribution. Our success over the years is a testament to the shared dedication by those who have shaped Delfi into what it is today: a leading chocolate manufacturer in Indonesia, with a growing presence in Southeast Asia, with a portfolio of iconic brands such as *SilverQueen*, *Ceres*, *Delfi*, *Cha Cha*, *Take-It*, *Van Houten*, *Top*, *Selamat*, *Goya*, and *Knick Knacks*, among others.

Since first starting our business, we have proudly upheld a rich heritage of crafting delectable and high-quality chocolate products, first in Indonesia and later across

Southeast Asia. Our dedication to excellence has been a cornerstone in building a legacy that continues to delight consumers across generations. Our business philosophy remains centred on heritage brands, continuous innovation, strategic brand management, world-class manufacturing, extensive distribution, strong teamwork, and a commitment to sustainable value creation.

### Crafting Indonesia's Most Beloved Brands

Since the inception of our business, we have manufactured our chocolate products in West Java, Indonesia - starting in Garut then moving to Bandung. We eventually consolidated operations in Bandung and continue manufacturing there today. In the 1950s, we introduced our heritage brands, *SilverQueen* and *Ceres* which have long resonated with Indonesian consumers.

*SilverQueen* is a uniquely Indonesian product made with high-quality ingredients, that blends a distinctive tasting milk chocolate with cashews. It quickly secured its place as the country's leading chocolate bar brand and over the years has become synonymous with affordable premium chocolate in Indonesia — a position it still holds today.

Despite its long heritage, the *SilverQueen* brand is focused not only on older generations of Indonesians who grew up with its classic flavour, but also on younger Indonesians, particularly Millennials and Gen-Zs, to whom we market

## BUSINESS PROFILE

recent product expansions that cater to their current tastes. To ensure *SilverQueen* retains its leading position, we continuously invest in, adapt, and evolve the brand to meet changing consumer demographics and preferences by introducing new flavours, product extensions, and product sizes.

*Ceres* is best known for its real-chocolate rice product, also called hagelslag (named after the Dutch word for hail), that has been widely embraced by Indonesians since its launch. First brought to Indonesia many years ago by the Dutch during the colonial period, hagelslag was developed as a breakfast staple in the Dutch tradition of sprinkling hagelslag on buttered bread. Today, *Ceres* holds the leading market share in the consumer chocolate rice category in Indonesia. We continue to develop the *Ceres* brand to meet changing consumer demographics and preferences by introducing new flavours, decorative chocolate hagelslag, and more recently extended the brand to include a variety of chocolate spreads.

In the 1970s, we launched *Selamat*, a chocolate biscuit brand in Indonesia, targeted at the growing market segment for snacking and biscuits. With its range of chocolate wafers, enrobed chocolate biscuits, and sandwich biscuits, *Selamat* became a familiar name among Indonesian consumers. Since its introduction, the brand has remained popular and today we adapt it to evolving consumer preferences by expanding its product offerings in the chocolate biscuit and wafer segments.

Over the following years, we expanded our product portfolio to include a diverse range of indulgent chocolate snacking products, catering to consumers seeking new delicious flavours and convenient packaging. These products



included dragées, chocolate-covered wafer bars, chocolate wafer sticks, chocolate-coated cookies, and enrobed wafers, marketed under many different brands, such as *Cha Cha*, *Top*, *Take-It*, *Twister*, *Treasures*, *Chic Choc* and *Briko*. Through this early period, each of these new products was developed separately as a brand, rather than under a single umbrella brand, allowing them to establish their own identities. Under their separate brands, they played a key role in our success in Indonesia, appealing to a broad consumer base due to their quality and variety.

In the mid-1980s, we introduced the *Delfi* brand—with its well-known skier logo—to launch premium European-style chocolate bars as a region-wide brand across Southeast Asia. *Delfi* was first introduced in Singapore before expanding to Indonesia and other Southeast Asian markets. In Indonesia, *Delfi* chocolate bars were positioned as a distinct alternative to our flagship *SilverQueen* bars, offering consumers European-inspired flavours and textures. This differentiation allowed us to provide consumers in Indonesia with a new chocolate experience while maintaining the trust and familiarity of our locally rooted company, and to counter competition from imported international brands.

Over time, *Delfi* became one of our master brands that eventually included many of our consumer chocolate confectionery products. Today, under the *Delfi* name, we market not only our premium moulded chocolate products, but also several of the individual confectionery sub-brands (like *Cha Cha* and *Top*). This master brand strategy strengthens brand loyalty and broadens our market presence as we offer a diverse range of products with various taste profiles and different price points to different segments of the chocolate market.





## BUSINESS PROFILE

### Expanding beyond Indonesia

With our business well established in Indonesia, we set our sights on expanding beyond the country. In addition to exporting our *Delfi* premium chocolate bars and a wide range of chocolate confectionery sub-brands to key markets across Southeast Asia, we accelerated regional growth through a series of strategic acquisitions starting in the early 2000s, where:

- **In 2005:** We acquired Sime Darby's well-established distribution networks in Malaysia and Singapore, providing us with existing distribution networks to expand the supply of our chocolate products across these countries. The acquisition included a portfolio of known Agency Brands mainly in the healthcare, snacking, and consumer sectors, enhancing our commercial relationships with local retailers. Eventually, we sold the Singapore company and today our products are imported and sold in Singapore through a third-party distributor.
- **In 2006:** We acquired Nestlé's chocolate confectionery business in the Philippines, including heritage brands *Goya* and *Knick Knacks*, along with the domestic manufacturing, sales and distribution operations. This acquisition gave us a strong entry point into Southeast Asia's second-largest chocolate market which has

attractive demographics. We invested in the newly acquired brands to revitalise them by developing new product categories and introducing additional high-quality chocolate products tailored to local consumer preferences.

Today, our products in the Philippines offer consumers a superior value-for-money indulgence, strengthening brand loyalty and improving our market position. We also export select Indonesian-manufactured products to sell in the Philippines that are appropriately branded under the local *Goya* brand, including *Goya Cha Cha* and *Goya Take-It*. Since acquiring the business, we have remained committed to our core business principles to build brand loyalty by delighting consumers with enjoyable tastes, superior product quality, and novel experiences.

- **In 2018:** We acquired the exclusive and perpetual rights to the *Van Houten* brand for consumer chocolate confectionery across Asia and Oceania. With a legacy in Asia dating back decades, *Van Houten* had built a reputation as a premium European-style chocolate brand widely recognised across the region. The acquisition was aligned with our strategy to expand our product portfolio with brands that complement our well-established ones in Indonesia and other key Southeast Asian markets.

With this acquisition, we strengthened our premium chocolate portfolio, developing *Van Houten* into a region-wide, high quality, premium brand that caters to chocolate lovers across Southeast Asia.

Through these strategic expansions, we reinforced our regional footprint, bringing high-quality chocolates to diverse markets while staying true to our core values of excellence and innovation.

Today, through the development of our domestic business in Indonesia and as a result of our regional expansion, we operate our business across two geographic segments, Indonesia and Regional Markets. Indonesia remains our largest market, while our presence in Regional Markets, particularly Malaysia and the Philippines, continues to grow. We also export our products to over 13 countries globally.

### THE STRENGTH OF OUR BUSINESS MODEL

#### Own Brands and Agency Brands Businesses

In both of our geographic segments we operate two distinct businesses - the manufacture and sale of our Own Brands of chocolate confectionery and the distribution of third-party Agency Brands, with each generating separate earnings streams. These businesses differ in their operational models, resource requirements, and strategic focus, necessitating separate dedicated management approaches.



## BUSINESS PROFILE



Own Brands involves end-to-end product development, from innovation and manufacturing to marketing and distribution. This requires significant investment in R&D, brand-building, production capabilities, and supply chain management to ensure product quality and continued consumer engagement.

In contrast, Agency Brands focuses on distributing third-party brands, leveraging our extensive distribution network, and market and category management expertise.

Our Own Brands and Agency Brands businesses are built on solid foundations that have been developed over decades enabling us to better understand consumer needs, enhance our brands, and improve our consumer offerings.

### Own Brands Strategy

In Indonesia, we benefit from the country's economic growth and favourable demographics including its large population of over 280 million, young demographic profile, growing middle-income class, and resilient consumer demand and spending. The Philippines also presents favourable growth opportunities, also driven by its economic growth, rising consumer demand, and increasing purchasing power.

Our strategy for Own Brands in our markets focuses mainly on growing our product portfolio by offering a diverse range of products in multiple formats, sizes, and price points, that cater to various consumer preferences, lifestyles, tastes, and occasions. By aligning with emerging consumption trends, we drive growth, foster loyalty, and enhance personal indulgence, as well as sharing and gifting experiences. We will continue investing in our strongest brands, particularly those with higher growth potential.

Another key aspect of our Own Brands strategy is collaborating with strategic partners to enter adjacent snacking categories. For example, we have a 50-50 joint venture with South Korea's Orion Corporation, established in 2016, to jointly develop, market, and distribute confectionery products in Indonesia, including the popular *Choco Pie*. We also collaborate with Orion on other exciting snacking products for the Indonesian market. Additionally, we have a 60-40 joint venture with Japan's Yuraku Confectionery Company Ltd., combining their product expertise with our market knowledge in Indonesia, to produce and market chocolate snacks such as *Big Thunder* and *Black Thunder* under the *Delfi Yuraku* brand, to target younger consumers.

We have also partnered with global entertainment companies such as *Disney* and *Universal* for promotional tie-ins in Southeast Asia for major movie franchises. Since 2019, when we first introduced novelty products under the *Delfi Cha Cha* brand, we have featured characters from films, such as *Frozen*, *Disney Princess*, *Toy Story*, *Jurassic World*, and *Minions*. We will continue exploring such partnerships to enhance our product range and leverage global brand synergies.



## BUSINESS PROFILE

### Agency Brands Strategy

Since first starting our business, we had developed our own distribution capabilities inside Indonesia to supply our products to retail points and consumers across the country. In 1987, we established our Agency Brands business to capitalise on our distribution capabilities at that time to provide distribution and other related services for third-party brands. Over the years, we have invested in growing our distribution network and routes-to-market capabilities to reach further across the country and provide more market access for our own products and those under Agency Brands.

Today, the Agency Brands business complements our Own Brands strategy in Indonesia, Malaysia and the Philippines by strengthening retailer relationships and enhancing consumer engagement. It also leverages our extensive distribution networks and brand-building expertise that reinforce our market presence in these countries. Overall, the Agency Brands business manages a diverse portfolio across the snacks, confectionery, breakfast, beverage, grocery, and healthcare sectors.

By leveraging our comprehensive distribution networks, we have become a trusted strategic partner for international brand owners, with many relying on us to introduce and grow their products and market presence.

### STRONG CULTURE OF INNOVATION

Innovation is central to our growth strategy and strengthens our position as a leading chocolate confectionery company. In a rapidly evolving industry, our commitment to innovation enhances competitiveness by aligning our products with emerging consumer trends.

With strong R&D capabilities, we develop high-quality, trend-driven products that attract new customers while retaining existing ones. We continuously refine our portfolio, introducing new product formats, distinctive flavours, and packaging designs to meet evolving consumer preferences.

Recent innovations focused on healthier offerings, including ingredients such as yogurt, matcha, chia seeds, oats, nuts, and fruits. We also reformulated products with higher cocoa content and reduced sugar and dairy. Notable launches include *SilverQueen Very Berry* (yogurt and berries), *SilverQueen Green Tea Matcha*, *Van Houten Dark Milk* (less sugar, more cocoa), and *Van Houten Vegan* chocolate bars. Our 7+ snacking bars feature oats, chia seeds, flaxseeds, and fruits, while *Take-It Yogurt Berry* combines yogurt and fruit in a wafer format. More products are in development.

Our distribution strength and routes-to-market capabilities enhance product visibility across all sales channels, particularly in Modern Trade, expanding shelf space and accessibility. By prioritising innovation in product development, packaging, and distribution, we reinforce our competitive edge in the markets we operate in.

### PROACTIVE PROCUREMENT AND SUPPLY CHAIN STRATEGY

Managing supply chain risk and efficiency is crucial to our operations. To mitigate price fluctuations of our ingredient costs, we use a forward cover strategy, providing visibility and flexibility for timely decision-making and operational adjustments to protect margins and maintain profitability. We also improve production efficiencies, secure cost-effective packaging materials, and optimise product formulations to balance costs while maintaining flavour and quality. These measures enable us to navigate cost pressures effectively, stay competitive and protect profitability.

Another key element of our procurement strategy is maintaining access to essential raw materials, especially during periods of supply chain uncertainty, to ensure we can reliably meet production volumes and supply retail partners. Over the years, we have built a strong track record in managing procurement operations, including sourcing, shipping, warehousing, and logistics.

Sustainability remains a priority in our supply chain and procurement operations. Our philosophy of "Sustainable Value Creation" underpins how we operate, emphasising the need to balance profit, planet, and people. We incorporate sustainable sourcing practices that align with environmental considerations while maintaining operational efficiency. By combining innovative practices, and strategic sourcing, we aim to prioritise sustainability while maintaining our competitive edge.

### STRENGTHENING MANUFACTURING IN A CHANGING WORLD

The global food manufacturing sector is evolving rapidly, shaped by fluctuating raw materials costs, supply chain disruptions, shifting consumer preferences, and a growing emphasis on sustainability. The chocolate confectionery industry is not immune to these challenges, especially as it faces record-high cocoa prices, reduced cocoa supply, evolving production demands and rising consumer expectations.



## BUSINESS PROFILE



To remain competitive, we continuously refine our manufacturing processes in Indonesia and the Philippines to enhance efficiency, improve production, optimise costs, integrate new technologies, and expand automation while upholding world-class food safety standards. By proactively addressing challenges, we position ourselves to seize new opportunities and reinforce our world-class manufacturing excellence.

Delfi takes a disciplined approach to capital investments, with capacity expansion pursued only when clear demand growth is evident while ensuring our machinery and equipment meet world-class standards for food safety, hygiene, efficiency, and employee safety.

In 2023 and 2024, our capex investments focused on capacity expansion, operational efficiency, food safety, cost optimisation, and sustainability initiatives. While committed to long-term growth, we carefully evaluate investments based on market conditions, focusing on productivity and cost optimisation. This balanced approach allows us to navigate market uncertainties while remaining poised for future growth.

Our employees are the cornerstone of our manufacturing excellence. Our production teams possess deep expertise and leverage proven techniques and proprietary technologies to manufacture our entire product portfolio. Our facilities are equipped to meet diverse consumer demands, which ensures we remain agile in responding to evolving consumer trends and preferences.

As a world-class food manufacturer, trust in food safety and compliance is paramount, particularly in an era shaped by heightened uncertainty and evolving consumer expectations. Our manufacturing processes strictly adhere to internationally accredited food safety standards, ensuring our retail and trade partners can rely on the safety, consistency, and reliability of our products.

To reinforce this trust, our production facilities undergo regular audits by external professional bodies and maintain certifications for compliance with global standards, including:

- FSSC 22000:2018 (Food Safety System Certification)<sup>1</sup>
- HALAL HAS 23000<sup>2</sup>
- ISO 45001:2018 (Occupational Health & Safety Management System)<sup>2</sup>
- ISO 14001:2015 (Environmental Management System)<sup>2</sup>
- SMETA (Sedex Members Ethical Trade Audit)<sup>2</sup>
- Rainforest Alliance (RA)<sup>3</sup>
- HALAL<sup>4</sup>
- PROPER Blue Rating<sup>5</sup>
- ISO 22000:2018 (Food Safety Management System)<sup>6</sup>
- SJPH (Halal Product Assurance System)<sup>6</sup>
- SMKPO (Food Processed Safety Management System from BPOM)<sup>6</sup>

#### Notes:

- 1 Applicable to our Indonesia and Philippines manufacturing facilities
- 2 Indicates certification for our Indonesian production facility
- 3 Refers to our Rainforest Alliance-Certified products under our *Van Houten* brand
- 4 Applicable to our production facility in the Philippines
- 5 PROPER refers to "Pollution Control, Evaluation, and Rating"
- 6 Indicates certifications for our Jakarta distribution facility.

## BUSINESS PROFILE



By upholding these rigorous standards and continuously optimising our processes, we ensure that our products consistently meet world-class expectations.

### EXTENSIVE DISTRIBUTION NETWORK AND ROUTES-TO-MARKET

As current consumer conditions evolve, strong distribution networks and efficient route-to-market capabilities become more critical than ever. We remain committed to optimising these areas, strengthening our presence across all channels, and adapting to shifting consumer demands. By doing so, we ensure our retail partners have reliable access to the products our consumers seek.

In our markets, we effectively manage multiple supply-chain channels, including Modern Trade, Modern Trade Independents, which is a growing segment within Modern Trade, and Traditional Trade (micro-retailers, kiosks, hawkers, open market traders and other informal retailers), which extends our reach, particularly in remote regions of the country where Modern Trade is less prevalent.

A key element of our supply chain strategy is ensuring that our Own Brands products in Indonesia and Regional Markets are highly visible and easily accessible at as many points-of-sale as possible. To achieve this, we invest significant resources in continuously improving our distribution and routes-to-market capabilities in order to enhance service levels for our retail customers and elevate the quality of our distribution execution. For example, in Indonesia, we have a direct shipment model for major mini-mart customers across Java Island and for Modern Trade customers outside Java, which has improved our responsiveness and service

levels. We also improved the management of key accounts by deploying dedicated sales teams and representatives to serve major Modern Trade accounts. These changes help us increase product availability at the retail level, improve speed to market, and ensure proper shelf space presence and product mix. Additionally, we leverage sales and operations planning to improve coordination and cost efficiency.

While Modern Trade is essential, Traditional Trade remains equally important for reaching value-focused consumers and expanding our coverage across underserved areas of the country. Selling through the Traditional Trade channel requires distinct product formats, sizes, price points, and promotions, many of which are different from those used for the Modern Trade channels. Due to Traditional Trade's distinctive characteristics, we rely more on distributors, sub-distributors, and wholesalers to ensure product availability, particularly in remote areas. Our Traditional Trade strategy has expanded our coverage across the country.

### SHAPING THE NEXT GENERATION OF TALENT

As a leading chocolate confectionery company operating across Southeast Asia, we deeply value the region's diverse values, cultures, and demographics. A diverse workforce, enriched with diverse backgrounds, perspectives, and experiences, is important to our business. Our people understand local customer behaviour, which when combined with a strong commitment to teamwork, diversity, and mutual respect, has been an important part of our operations, sales efforts, and customer engagement.

## BUSINESS PROFILE

At Delfi, a culture of continuous learning is important to the development of our employees. We are committed to creating opportunities for them to enhance their skills, encourage their pursuit of knowledge, and empower them to contribute to their fullest potential. Additionally, caring for our employees, customers, and stakeholders has always been an important priority at Delfi. This was particularly evident during the COVID-19 pandemic when we implemented a series of initiatives to protect the well-being and health of our employees. In the current post-pandemic period, we remain steadfast in our commitment to employee safety and well-being. Some of the precautionary measures and policies that were implemented during the pandemic, and which remain applicable in today's post-pandemic period for the safety of our staff, remain in place and continue to guide our actions to ensure a safe and supportive environment.

Remaining committed to the interests and safety of our employees, and developing their talent are strategic imperatives for Delfi. By embracing diversity, fostering inclusion, and cultivating a culture of continuous learning, we continuously build a workplace where employees thrive, grow, and contribute meaningfully to the organisation. At Delfi, we believe that investing in our employees is an investment in the long-term prosperity of both our staff and the Company.

### BALANCING SUSTAINABLE VALUE WITH PURPOSE AND PROFIT

Our commitment to balanced sustainability, through our philosophy of Sustainable Value Creation, remains a key pillar of our business strategy. With sustainability in the chocolate confectionery industry undergoing significant transformation from heightened environmental awareness and increasing demand for ethical practices, we strive to integrate sustainability practices across many facets of our business. Our Sustainability Policy, last updated in February 2024, undergoes regular reviews to ensure meaningful impact.

Balancing sustainability with profitability is an ongoing journey. For details on our enhanced Sustainability Policy and its implementation, refer to the summary excerpt of our 2024 Sustainability Report on pages 43 to 46 of this Annual Report, with the full 2024 Sustainability Report available on our website in due time. By integrating sustainable value creation with business performance, we contribute positively to the environment, employees, society, and future generations.





## OUR LEADING BRANDS

We aspire to elevate everyday moments with a diverse offering of delectable treats. Through a combination of timeless traditions and contemporary creations, our leading brands remain a favourite among consumers across generations.







## OPERATING & FINANCIAL REVIEW

**RICHARD CHUNG**  
Group Chief Financial Officer



### OVERVIEW

The Group recorded FY2024 Net Sales of US\$502.7 million and PATMI of US\$33.9 million. This represents a Y-o-Y decline of 6.6% and 26.6%, respectively, in the Group's US Dollar reporting currency. On a constant currency basis, the Net Sales and PATMI decline would have been 3.9% and 22.9%, respectively.

Several key factors contributed to the Group's performance:

- I. **Regional Currencies Weakness:** The Indonesian Rupiah depreciated by 3.9% against the US Dollar, impacting raw material costs and resulting in a 1.1% point decline in our FY2024 Gross Profit Margin. To offset the forex impact and the anticipated rise in raw

materials costs, we proactively implemented a price adjustment in the 2<sup>nd</sup> quarter for selected brands in Indonesia.

- II. To drive long-term growth of our brands and counter strong competition, we increased our promotional investments in the second half of 2024. This led to an increase in our market share in Indonesia, driven mainly by our *SilverQueen* and *Cha Cha* brands.
- III. **Agency Brands Performance:** Net Sales in FY2024 for Agency Brands declined by 3.4% Y-o-Y due to the termination of an agency brand in the 3<sup>rd</sup> quarter of 2023. On a comparable basis (i.e. excluding the terminated agency brand), Net Sales for Agency Brands grew by 4.9% Y-o-Y.

### AVERAGE FX RATES FOR FINANCIAL YEAR ENDED 31 DECEMBER 2024

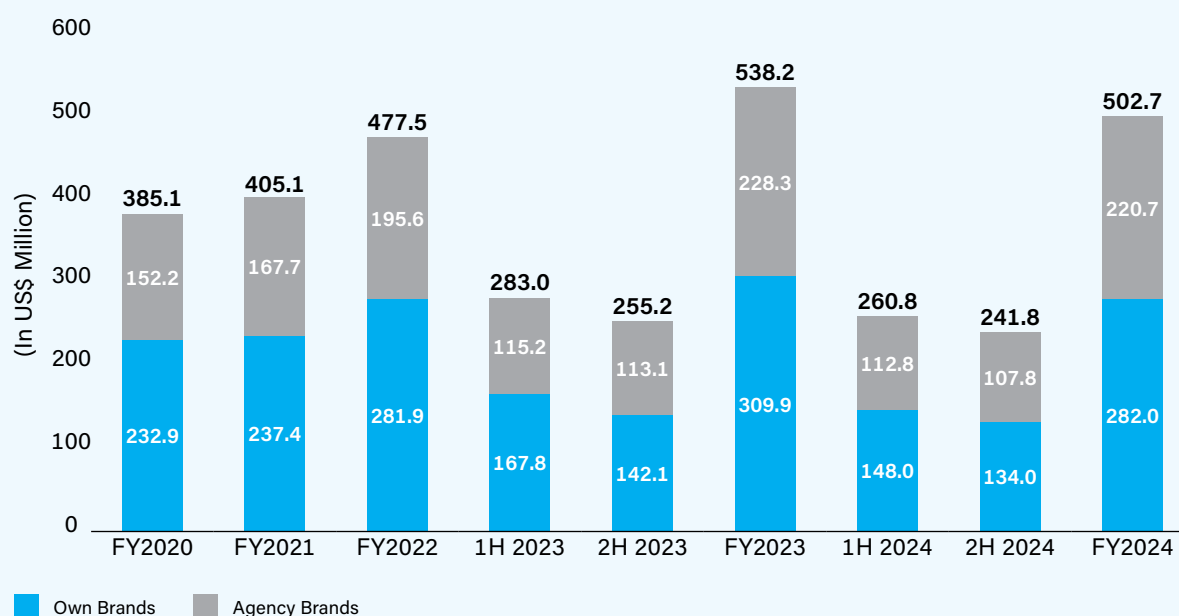
USD 1 to	Indonesian Rupiah (IDR)	Malaysian Ringgit (MYR)	Singapore Dollar (SGD)	Philippines Peso (PHP)
FY2024	15,844	4.571	1.335	57.277
FY2023	15,245	4.549	1.344	55.709
<i>Strengthened/(Weakened) Y-o-Y</i>	<i>(3.93%)</i>	<i>(0.48%)</i>	<i>0.68%</i>	<i>(2.81%)</i>

## OPERATING & FINANCIAL REVIEW

### KEY FINANCIAL HIGHLIGHTS

(In US\$ Million)	FY2024	FY2023	Change Y-o-Y	Change Y-o-Y at Constant Exch Rates*
Indonesia	314.3	353.1	(11.0%)	(7.5%)
Regional Markets	188.4	185.1	1.8%	2.9%
<b>Total Net Sales</b>	<b>502.7</b>	<b>538.2</b>	<b>(6.6%)</b>	<b>(3.9%)</b>
Gross Profit Margin (%)	27.4%	28.5%	(1.1% pt)	(1.0% pt)
<b>EBITDA</b>	<b>60.3</b>	<b>74.5</b>	<b>(19.0%)</b>	<b>(15.4%)</b>
EBITDA Margin (%)	12.0%	13.8%	(1.8% pt)	(1.6% pt)
<b>PATMI</b>	<b>33.9</b>	<b>46.3</b>	<b>(26.6%)</b>	<b>(22.9%)</b>
Note:				
* For comparative purposes only - This shows the effect of using the respective exchange rates of the regional currencies in FY2023 in translating the FY2024 results.				

### OWN BRANDS & AGENCY BRANDS NET SALES PERFORMANCE (Half Year and Full Year)



Note: The half yearly sales performance may vary depending on the timing of holiday festivities.



# OPERATING & FINANCIAL REVIEW

From a cash flow perspective, we are pleased to report that through continued tight management of our working capital, the Group generated net cash from operating activities of US\$52.6 million in 2024. The generated cash was primarily utilised to fund our ongoing capital expenditure programme for capacity expansion, initiated in 2023, and to enhance operational efficiencies.

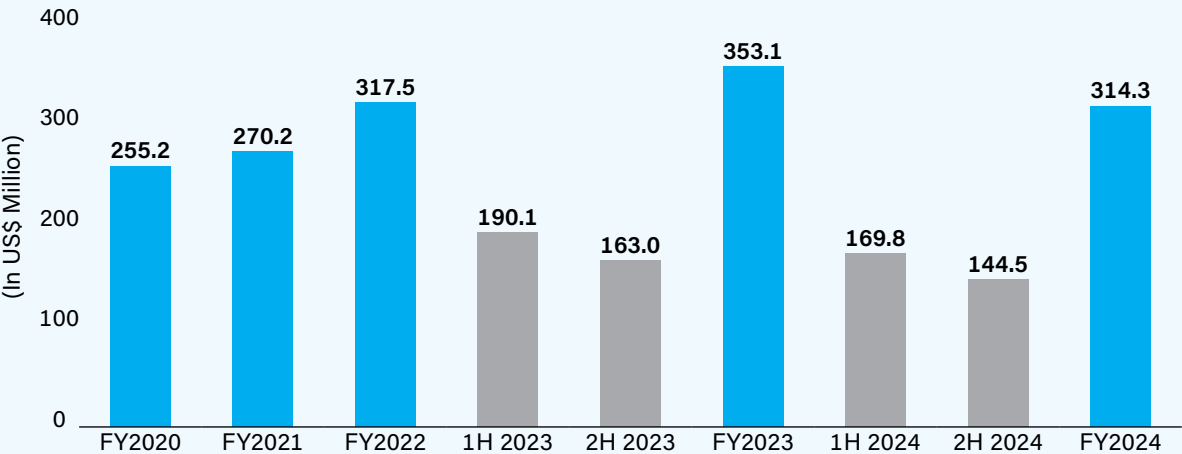
As of 31 December 2024, our cash balance stood at US\$43.8 million, after dividend payments totalling US\$26.5 million to shareholders and capital expenditures of US\$28.6 million. We remain confident in our financial position.

## PERFORMANCE REVIEW BY MARKETS

### Indonesia

Our business in Indonesia recorded Net Sales of US\$314.3 million for the year, reflecting a 11.0% Y-o-Y decline. This was primarily due to a 10.4% Y-o-Y decrease in Own Brands and a 12.5% Y-o-Y decline in Agency Brands. The decline in Agency Brands was mainly due to the termination of an agency brand in 2023. Excluding this impact, Agency Brands for Indonesia would have recorded Y-o-Y growth of 5.5%.

INDONESIA'S NET SALES PERFORMANCE  
(Half Year and Full Year)



Note: The half yearly sales performance may vary depending on the timing of holiday festivities.



## OPERATING & FINANCIAL REVIEW

### The Regional Markets

For Regional Markets, FY2024 Net Sales reached US\$188.4 million, reflecting a 1.8% increase compared to FY2023. The increase was from growth in Agency Brands, particularly in Malaysia and the Philippines.

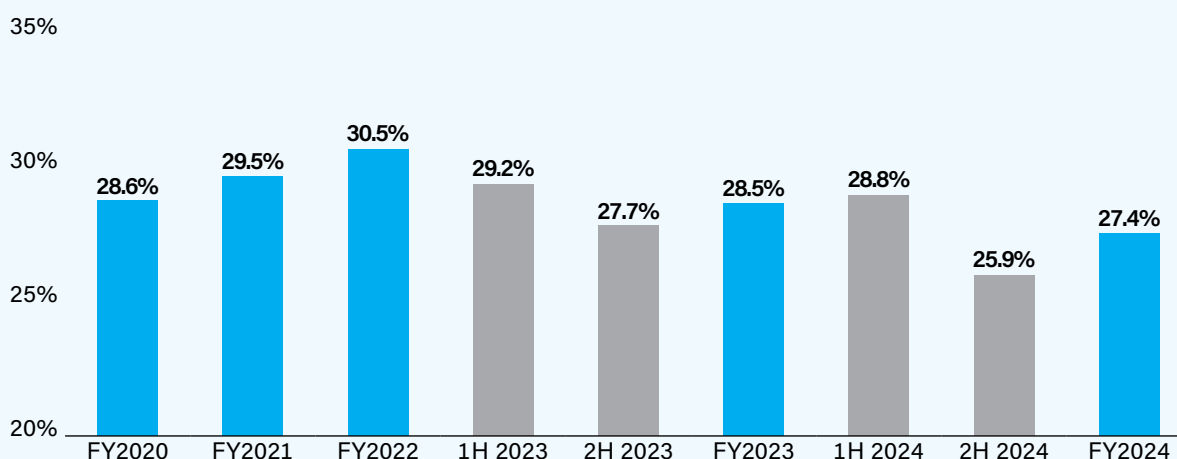
### REVIEW OF PROFITABILITY

Our overall GPM was 25.9% in the 2H 2024 and 27.4% for FY2024, representing a Y-o-Y decrease of 1.8% points and 1.1% points respectively. This reduction was primarily driven by the depreciation of regional currencies, particularly a 3.9% decline in the Indonesian Rupiah against the US

Dollar, which negatively impacted our raw material costs. To mitigate the effects of currency weakness and anticipated increases in raw material costs, we had proactively implemented a price adjustment in May for selected key brands in Indonesia.

The Group reported EBITDA of US\$27.5 million in 2H 2024 and US\$60.3 million for FY2024, reflecting a Y-o-Y decline of 20.2% and 19.0% respectively. This decline was mainly attributed to lower Net Sales, reduced GPM, and higher operating costs. As a result, the EBITDA margin was 11.4% for 2H 2024 and 12.0% for FY2024.

#### GROSS PROFIT MARGIN (Half Year and Full Year)



Note: It should be highlighted that margins achieved may vary depending on composition of sales mix, both within Own Brands and Agency Brands.

### REVIEW OF FINANCIAL POSITION AND CASH FLOW

Balance Sheet as at	31-Dec-24 US\$'000	31-Dec-23 US\$'000	Change US\$'000
Cash and Cash Equivalents	43,785	59,377	(15,592)
Working Capital <sup>1</sup>	160,659	159,615	1,044
Total Assets	428,228	420,944	7,284
Borrowings	24,776	32,735	(7,959)
Foreign Currency Translation Reserves	(34,391)	(24,903)	(9,488)
Shareholders' Equity	264,585	266,220	(1,635)

<sup>1</sup> Working capital is equal to accounts receivable plus inventory less accounts payable.

## OPERATING & FINANCIAL REVIEW

### CASH FLOW AND CAPITAL EXPENDITURE

Our cash flow from operations, remains our primary source for funding both operational needs and capital expenditure. For the year, operating cash flow before working capital changes was US\$60.3 million. This is lower than the previous year, primarily due to reduced profitability.

However, through disciplined working capital management, we generated US\$52.6 million in net cash from operations, representing a Y-o-Y increase of US\$27.3 million. We allocated US\$28.6 million of this towards capital expenditures, primarily to support our capacity expansion programme initiated in 2023 and enhance overall efficiency.

This programme is subject to ongoing monitoring and reassessment, and may be adjusted in response to market conditions.

### BALANCE SHEET

Total assets reached US\$428.2 million, reflecting a US\$7.3 million increase from the previous year. Property, plant, and equipment stood at US\$109.4 million as of 31 December 2024, representing a US\$11.7 million increase from the 2023 year-end balance, primarily due to higher capital expenditure during the year.

Our inventories as of 31 December 2024 increased by US\$15.9 million Y-o-Y primarily driven by higher inventories in anticipation of stronger sales for Valentine's Day and Lebaran festivities in the first quarter of 2025, as well as increases in property, plant, and equipment.

Despite persistent inflation and supply chain challenges in the region, we remain vigilant in managing inventory levels to ensure a stable supply of raw materials and essential inputs. We also remain committed to maintaining stringent working capital controls.

The Group's cash and bank deposits totalled US\$43.8 million at the end of the year. This reflects a decrease of US\$15.6 million compared to the previous year-end, after the US\$26.5 million in dividend payments to shareholders during the year. Our strong balance sheet continues to provide us with resilience allowing us to navigate potential challenges and capitalise on growth opportunities in the rapidly expanding regional consumer markets.

Shareholders' equity decreased by US\$1.6 million due to lower retained earnings, a higher foreign currency translation loss, and the impact of the US\$26.5 million dividend payment.

### OUTLOOK

The global environment is expected to remain challenging. Geopolitical tensions, increased trade wars, and macroeconomic headwinds like currency volatility and inflation pressures are expected to persist from last year through 2025. For chocolate manufacturers globally, the biggest headwind is the significant increase in cocoa bean prices which will pressure earnings.

Despite these challenges, we have achieved a good start to 2025, with sales momentum from the second half of 2024 carrying forward. This reflects the strength of our brands, especially our iconic *SilverQueen*, and our investments in their growth. In addition, we continued to strengthen our collaborations with retail partners to further boost consumer engagement.

Given the sustained increase in cocoa prices since last year, our teams have been proactively developing initiatives to mitigate the impact of higher input costs. These strategies include price adjustments, as well as improvements to operational efficiency across our supply chain. During this period, our innovation strength has enabled us to optimise cost savings without compromising the quality and taste profile of our products.

The current environment, along with the rising cocoa and chocolate prices, will present challenges in both demand and cost, potentially affecting profitability. Nonetheless, we remain focused on the long-term success of our business as we work through these hurdles.

Our solid business foundation, which includes deep expertise in the cocoa and chocolate sector, well-established brands in our markets, a culture of innovation, strong distribution networks, a healthy balance sheet, and consistent cash flow, will continue to play an important role in navigating the present landscape.

While the future remains uncertain, we will continue to closely monitor the situation and make any necessary adjustments to stay on track.

## DELIVERING WITH PURPOSE

In FY2024, we remained committed to our “Sustainable Value Creation” philosophy, focusing our efforts to minimise any negative impacts in our business activities and supply chain while delivering long-term value for our stakeholders. Our commitment to supporting sustainable development is reflected in our Sustainability Policy, with our focus covering the four Sustainable Value Creation Pillars: Environmental, Economic, Social and Governance (“EESG”).

Our Board ensures that sustainability is embedded within our overall strategy, with regular reviews of our targets and performance on the sustainability topics most material to Delfi. The Board is supported by our Sustainability Committee (“SC”), which is responsible for overseeing our Sustainability Policy and driving Delfi’s sustainability efforts, including the management of climate-related risks and opportunities.

### MATERIALITY REASSESSMENT:

This year, Delfi reviewed our material EESG matters to ensure the continued relevance and effectiveness of our sustainability strategy. Our ten material matters remain of utmost importance to Delfi and our stakeholders, while the two matters of ongoing importance continue to underpin all aspects of Delfi’s operations.

## MATERIAL MATTERS



### ENVIRONMENTAL

Climate Change  
Energy Management  
Water Management  
Waste Management  
Packaging Management  
Supply Chain Management



### SOCIAL

Occupational Health and Safety  
Employment Practices  
Product Labelling and Product  
Quality & Safety



### GOVERNANCE

Business Ethics and  
Compliance



## MATTERS OF ONGOING IMPORTANCE

### ECONOMIC



Innovation  
Sustainable Value Creation

## DELIVERING WITH PURPOSE

Outlined below are the key sustainability initiatives for 2024, which reflect our dedication to responsible business conduct and sustainable value creation across our entities. More details on our sustainability approach and progress can be found in our upcoming "Sustainability Report 2024".

### ENVIRONMENTAL PILLAR: RESPONSIBLE CONSUMPTION

#### CLIMATE CHANGE:

The impacts of climate change are becoming increasingly apparent. According to scientists, the year 2024 surpassed 2023 as the warmest year on record<sup>1</sup>. This corresponded to an increase in cocoa prices due to climate-change induced droughts, which have disrupted business operations and global cocoa supply chains. Additionally, regulations around the reporting of climate-related risks have also intensified. In Singapore, new IFRS S1 and S2 reporting requirements around climate-related disclosures have been announced for listed and large non-listed companies. In 2024, Delfi conducted a review of our climate-related disclosures against the IFRS S1 and S2 standards and developed a roadmap towards full compliance with these requirements in accordance with SGX's requisite timeline.



During the year, we continued to make steady progress in managing our climate-related impacts through our increased adoption of renewable energy. Our solar panel project commenced operations in September 2024, yielding a projected annual savings of US\$35,800 and contributing to a 6.6% reduction in Scope 2 GHG emissions each year. Furthermore, our retail energy supplier provides 100% renewable hydroelectric power to our Philippines manufacturing site, evidenced by Renewable Energy Certificates ("RECs"). This has reduced our market-based emissions by approximately 12.4%.

#### ENERGY MANAGEMENT:

Effective energy management is crucial in reducing our carbon footprint and improving operational efficiency. Phase 1 of our flash steam recovery project, implemented in October 2023, has reduced energy usage by approximately 551 MWh/year while Phase 2, implemented in October 2024, delivered an additional reduction of approximately 325 MWh/year. We also continued to closely monitor our energy consumption, implementing measures such as optimising production schedules to minimise product changeovers, enhancing HVAC system efficiency during non-production periods, and properly scheduling the shutdown of Air Handling Units (AHUs). These combined efforts have resulted in an overall year-on-year drop of 7.6% in our energy usage.



#### WATER MANAGEMENT:

The growing concern on the diminishing global fresh water resources, coupled with the reliance on water in our food manufacturing operations, has heightened the need for improved water management practices. Under the Ceres Rainwater Harvesting programme, 364m<sup>3</sup> of rainwater was collected for cleaning, gardening and other uses, reducing our water withdrawal by approximately 0.2%. The amount of rainwater collected varies each year depending on annual rainfall patterns in Bandung. Additionally, we have also implemented new technologies, such as the Reverse Osmosis recycle tank to further reduce water consumption and improve process efficiency. Since its implementation in August 2024, an additional reduction of 1,507m<sup>3</sup> (0.9%) in water usage has been achieved. Our total water withdrawal decreased by roughly 10.5% compared to FY2023.



<sup>1</sup> World Meteorological Organisation, 2025



## DELIVERING WITH PURPOSE

### ENVIRONMENTAL PILLAR: RESPONSIBLE CONSUMPTION

#### WASTE MANAGEMENT:

We recognise that effective waste management is essential to preserving the environment and the health and well-being of the surrounding community. Our waste management initiatives focus on reducing waste generation, conserving resources, and fostering a culture of sustainability among employees. In 2024, we achieved an 8.2% reduction in total waste generated relative to the prior year. This achievement was a result of various initiatives, including reducing paper usage, running an awareness programme through educational videos and newsletters; and ongoing efforts to reduce operational plastic waste, particularly in our manufacturing facilities.



#### PACKAGING MANAGEMENT:

As a confectionery manufacturer, product packaging constitutes a significant portion of our plastic usage. Amidst growing concerns over pollution from single-use plastics, we continue to seek innovative ways to reduce the volume and improve the recyclability of our packaging. We actively engage with our suppliers to collaborate on potential packaging solutions. To further enhance our sustainability efforts, we introduced 9,800 pieces of reusable pallet covers at PT Nirwana Lestari, our distribution center in Bekasi, Indonesia. At the same time, we optimised our shrink wrap usage by reducing the number of layers from four to two. These efforts have resulted in a 58% reduction in plastic waste generated at PT Nirwana Lestari, compared to the prior year, along with cost savings of approximately US\$37,040.



#### SUPPLY CHAIN MANAGEMENT:

Beyond focusing on sustainability in our direct operations, we are working towards embedding sustainability throughout our supply chain. Delfi's current efforts target improving our existing procurement practices and minimising potential supply chain ESG risks. Guided by our supply chain findings from the FY2023 assessment, we are in the process of refining the procurement policies that dictate Delfi's commitments and approach to establishing a sustainable supply chain.



Across our operations, we have also maintained the proportion of recycled material into our packaging, which remains at approximately 75%. Our ongoing efforts also include reducing packaging usage, exploring more recyclable materials, increasing recycled content in paper packaging and eliminating unnecessary packaging layers. As a result, total material usage for packaging has decreased by 9.3% compared to FY2023.

### SOCIAL PILLAR: CARING FOR PEOPLE

#### EMPLOYMENT PRACTICES:

We strive to cultivate a supportive and inclusive work environment that promotes professional development and enhances workforce productivity. Our workforce maintains a male-to-female ratio of 3:2, and turnover rates continue to remain stable. In 2024, our average permanent staff length across the group is at 10.8 years. Delfi's employees enjoy a range of benefits, including life insurance, medical care, and retirement provisions. In 2024, Delfi held employee events, such as team bonding outings and mental well-being workshops to promote employee well-being and improve team cohesion. New leadership training programmes were also launched for supervisors and managers at PT Ceres, to enhance the leadership skills of employees in management positions.



## DELIVERING WITH PURPOSE

### SOCIAL PILLAR: CARING FOR PEOPLE

#### OCCUPATIONAL HEALTH AND SAFETY:

At Delfi, we uphold stringent occupational health and safety practices in our day-to-day operations, making it a top priority to maintain an accident-free workplace for our employees. We have a robust Occupational Health and Safety Management System and a "4 Steps of Safety Culture Program" in our various facilities. Any past incidents are reviewed, and corrective actions are implemented to avoid any repeat of similar incidents. As a result, we have maintained zero work-related fatalities and non-occupational illness in our workforce, and kept the number of work-related injuries to three cases. Furthermore, at our PT Ceres facility, the number of reports on near miss incidents and employee grievances on health and safety have decreased from 57 to 14 and 41 to 8, representing a reduction of 75% and 80% respectively.



#### PRODUCT LABELLING AND PRODUCT QUALITY & SAFETY:

We place a high priority on consumer well-being by ensuring that our food safety systems, and practices are in line with regulatory requirements, whilst maintaining transparent disclosure of ingredient information to allow consumers to make informed choices. Delfi also continuously innovates to develop new and more nutritious product offerings that promote consumer health. In 2024, there were zero incidents of material non-compliance with consumer health and safety laws, product information and labelling, or marketing communication requirements. Additionally, at our PT Nirwana Lestari facility, Delfi has also implemented the Halal Management System for logistics.



### GOVERNANCE:

#### BUSINESS ETHICS AND COMPLIANCE:

We are committed to upholding the highest standards of ethics and integrity, ensuring accountability to our stakeholders and operating as a responsible business. Our Prescribed Standards and Code of Conduct clearly outline the expected values and behaviour of our Board of Directors, management team and employees. Both internal and external stakeholders have access to whistleblowing and incident reporting channels to report on any unethical or inappropriate behaviour, without fear of reprisal. There were no critical concerns escalated to the Board in 2024. Anti-corruption policies and procedures are communicated to employees annually. Additionally, fraud awareness training was conducted for employees identified as being at potentially higher risk of exposure to fraud and unlawful activities. No incidents of corruption were recorded within Delfi this year.



### MATTERS OF ONGOING IMPORTANCE (Innovation and Sustainable Value Creation):

Delfi recognises that innovation can serve as a useful tool in addressing sustainability challenges and meeting the evolving needs of consumers. This year, we implemented a new environmental data management system to better track and manage our greenhouse gas emissions. Furthermore, we launched the 'Healthy Snack, Healthy You' campaign for our 7+ product, which features superfoods with fewer than 100 calories per bar.

Our robust economic performance allows us to generate positive value for our shareholders, contribute to the local economy, and create and sustain jobs in our areas of operation. We deploy robust business strategies to maintain our leading brands in Indonesia and Regional Markets, by proactively enhancing our distribution networks and optimising supply chain strategies.

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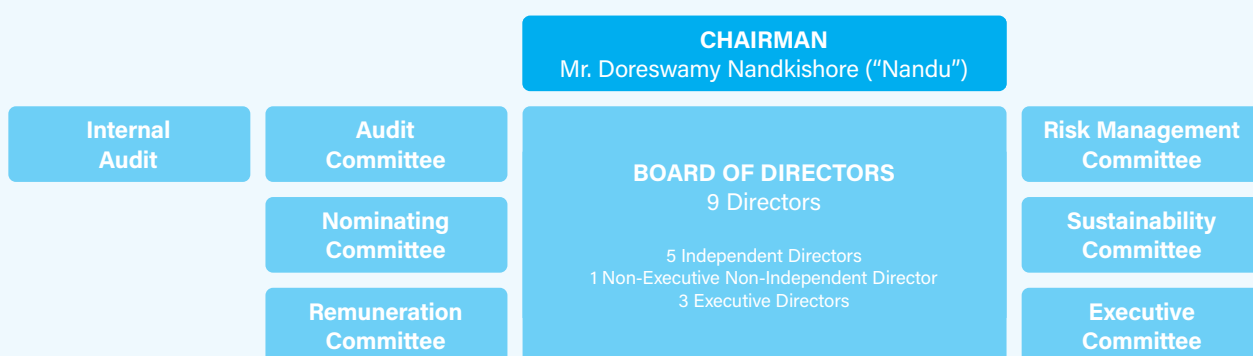


## CORPORATE GOVERNANCE REPORT

Delfi Limited's<sup>1</sup> core values remain grounded in integrity, excellence, and commitment.

These values guide us as we seek to enhance the Group's development, performance, and growth. To achieve this, we seek to ensure that our business practices remain aligned with our core values. This means embedding good corporate governance coupled with an emphasis on sustainability, as integral parts of our ethos, people, business, systems, processes, and operations. To this end, Delfi has a set of well-defined policies and procedures in place to enhance corporate performance and accountability and protect the interests of our stakeholders.

The graphic below depicts Delfi's Governance Framework as of the date of this report.



The terms of reference that define our Board and Board Committees, combined with our Human Resource & Administration Manual ("HR Manual"), our Prescribed Standards<sup>2</sup> and our Code of Conduct<sup>3</sup>, document and elaborate on Delfi's core values and corporate culture as the central foundation of our modus operandi. We believe that this focus on our core values has been instrumental in delivering our achievements to date and will underpin our continuing focus on creating balanced sustainable value.

We pride ourselves on having a well-defined corporate culture that is imbued with the following attributes:

- Responsible, committed, and passionate employees who are ready and willing to go the extra mile in providing our customers with superior products and service;
- A positive mind-set capable of motivating others;
- Sensitivity to others;
- Respect for the individual; and,
- Frugality.

The Board and Key Management of Delfi Limited firmly believe that a genuine commitment to good corporate governance is essential to the sustainability of the Group's businesses and performance, and Directors and Key Management must at all times act objectively in the best interests of the Company. We are committed to upholding the Code of Corporate Governance<sup>4</sup> (the "Code") and the format of our report below reflects the Principles laid out in the Code and the Guidance on the Code of Corporate Governance for listed companies<sup>5</sup> ("the Practice Guidance"). Our annual corporate governance practices review is conducted in the recognition that our values and practices help us create long term value for our shareholders, not only because it is the right thing to do, but also because it reduces risk and enhances returns over the long term.

We remain confident that we have fulfilled not only the letter of the Code but more importantly the spirit of the Code. We always seek to be compliant with the Code and if there are any instances which may be interpreted or seen as exceptions, we would explain why our position may be appropriate and consistent with the philosophy of the relevant principles of the Code.

<sup>1</sup> All references to Delfi, Delfi Limited, the Company or the Group refer to Delfi Limited and its subsidiaries.

<sup>2</sup> Refers to Delfi's internal document entitled Prescribed Standards, Requirements & Practices for the Environment, Social & Working Conditions – Management of Resources, Products, Materials & Services

<sup>3</sup> Refers to Delfi's internal document entitled Corporate Culture Statement and Code of Conduct

<sup>4</sup> Issued by the Monetary Authority of Singapore (the "MAS")

<sup>5</sup> Issued by the MAS under the recommendations made by the Corporate Governance Advisory Committee ("CGAC")

## CORPORATE GOVERNANCE REPORT

That said and done, it is the resilience, experience, expertise and commitment of the Board, Key Management and staff who drive and steer governance, the business and our operations to ensure effective direction, regulatory compliance, and operational achievement.

The following table may help guide the reader as to where to find further details on specific topics within the overall framework of the Code:

Principle	Includes
<b>I. BOARD MATTERS</b>	
<p><b>Principle 1 – The Board’s Conduct of Affairs:</b> The Company is headed by an effective Board which is collectively responsible and works with Key Management for the long-term success of the Company.</p> <p>See page 52</p>	<ul style="list-style-type: none"> <li>• Leading, Managing and Supervising</li> <li>• Board Membership Changes in 2024</li> <li>• Role of the Board</li> <li>• Independent Judgement</li> <li>• Delegation by the Board - Board Committees</li> <li>• Changes to Composition of Board Committees in 2024</li> <li>• Key Board Processes</li> <li>• Adequate and Timely Information</li> <li>• Board Approvals</li> <li>• The Executive Committee</li> <li>• Composition of the Executive Committee</li> <li>• Role of the Executive Committee</li> <li>• Sustainability</li> <li>• Establishment of the Sustainability Committee</li> <li>• Composition of the Sustainability Committee</li> <li>• Role and Responsibility of the Sustainability Committee</li> <li>• Sustainability Committee Terms of Reference</li> <li>• Avenues of Communication for Sustainability</li> </ul>
<p><b>Principle 2 – Board Composition and Guidance:</b> 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.</p> <p>See page 62</p>	<ul style="list-style-type: none"> <li>• Director Independence</li> <li>• Board Diversity</li> <li>• Director Meetings Without Key Management</li> </ul>
<p><b>Principle 3 – Chairman and Chief Executive Officer:</b> There is a clear division of responsibilities between the leadership of the Board and Key Management, and no one individual has unfettered powers of decision making.</p> <p>See page 63</p>	<ul style="list-style-type: none"> <li>• Separation of Chairman and CEO</li> <li>• Division of Responsibilities Between Chairman and CEO</li> </ul>
<p><b>Principle 4 – Board Membership:</b> 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.</p> <p>See page 63</p>	<ul style="list-style-type: none"> <li>• Establishment of the Nominating Committee</li> <li>• Role and Responsibility of the Nominating Committee</li> <li>• Composition of the Nominating Committee</li> <li>• Nominating Committee Terms of Reference</li> <li>• Disclosure of Selection Process</li> <li>• Continuous Review of Director Independence</li> </ul>
<p><b>Principle 5 – Board Performance:</b> The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual Directors.</p> <p>See page 66</p>	<ul style="list-style-type: none"> <li>• Board Approval of Objective Performance</li> <li>• Board Evaluation Process and Performance Criteria</li> <li>• Limitation on Directorships</li> <li>• Awareness of Director Duties and Obligations</li> </ul>

## CORPORATE GOVERNANCE REPORT

Principle	Includes
<b>II. REMUNERATION MATTERS</b>	
<p><b>Principle 6 – Procedures for Developing Remuneration Policies:</b> 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.</p> <p><b>Principle 7 – Level and Mix of Remuneration:</b> 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.</p> <p>See page 67</p>	<ul style="list-style-type: none"> <li>• Establishment of the Remuneration Committee</li> <li>• Composition of the Remuneration Committee</li> <li>• Remuneration Committee Terms of Reference</li> <li>• Aspects of Remuneration</li> <li>• Engagement of Remuneration Consultants</li> <li>• Company's Philosophy on Culture and Talent</li> <li>• Performance Based Compensation</li> <li>• Policy on Non-Executive Director Fees</li> <li>• Policy on Remuneration of Executive Directors and Key Management Personnel</li> </ul>
<p><b>Principle 8 – Disclosure on Remuneration:</b> 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.</p> <p>See page 70</p>	<ul style="list-style-type: none"> <li>• Disclosure of Remuneration Criteria</li> <li>• Disclosure on Remuneration of Directors and Key Management Personnel</li> <li>• Substantial Shareholders and Immediate Family Members</li> <li>• Disclosure on Remuneration</li> </ul>
Principle	Includes
<b>III. ACCOUNTABILITY, RISK AND AUDIT</b>	
<p><b>Principle 9 – Risk Management and Internal Controls:</b> The Board is responsible for the governance of risk and ensures that Key Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.</p> <p>See page 70</p>	<ul style="list-style-type: none"> <li>• Determination of Risk</li> <li>• Assurance from CEO and CFO</li> <li>• Establishment of the Risk Management Committee</li> <li>• Composition of the Risk Management Committee</li> <li>• Risk Management Committee Terms of Reference</li> <li>• Risk Management Practice</li> <li>• Business Continuity Risk</li> <li>• Whistle Blower Protection Mechanism</li> </ul>
<p><b>Principle 10 – Audit Committee:</b> The Board has an Audit Committee which discharges its duties objectively.</p> <p>See page 73</p>	<ul style="list-style-type: none"> <li>• Establishment of the Audit Committee</li> <li>• Composition of the Audit Committee</li> <li>• Duties of the Audit Committee</li> <li>• Audit Committee Terms of Reference</li> <li>• Key Audit Matters</li> <li>• Interested Person Transactions</li> <li>• Engagement with External and Internal Auditors</li> <li>• Sustainability Reporting</li> </ul>



# CORPORATE GOVERNANCE REPORT

Principle	Includes
IV. SHAREHOLDER RIGHTS AND ENGAGEMENT	
<p><b>Principle 11 – Shareholder Rights and Conduct of General Meetings:</b></p> <p>The Company treats all shareholders fairly and equitably in order to enable them to exercise their 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.</p> <p>See page 78</p>	<ul style="list-style-type: none"><li>• Responsibility to Shareholders</li><li>• Appropriate Disclosure of Material Information</li><li>• Dividends</li></ul>
<p><b>Principle 12 – Engagement with Shareholders:</b></p> <p>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.</p>	<ul style="list-style-type: none"><li>• Avenues of Communication</li><li>• Annual General Meeting</li><li>• Publishing of Minutes of Annual General Meeting</li></ul>
<p><b>Principle 13 – Engagement with Stakeholders:</b></p> <p>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.</p> <p>See page 79</p>	

# CORPORATE GOVERNANCE REPORT

Our corporate governance practices are given below with specific references to the Code.

## I. BOARD MATTERS

### Principle 1 – The Board’s Conduct of Affairs:

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

### Leading, Managing and Supervising

The Board of Directors of Delfi (the “Board”) comprises a well-balanced and diverse mix of entrepreneurs, professionals, and corporate industry experts, who act objectively in the best interests of the Company and hold Key Management accountable for performance. As a group, the Directors provide a diverse range of skills, knowledge, and experience. Furthermore, there is a clear separation of the role of the Chief Executive Officer (“CEO”) and the Chairman of the Board. One of our three Executive Directors serves as CEO.

As at the date of this Corporate Governance Report, the Board comprises:

#### Chairman

Mr. Doreswamy Nandkishore (“Nandu”), who is an Independent Director<sup>6</sup>

#### Executive Directors<sup>7</sup>

Mr. John Chuang Tiong Choon (“John”), who is the CEO;  
Mr. Joseph Chuang Tiong Liep (“Joseph”);  
Mr. William Chuang Tiong Kie (“William”)

#### Independent Directors

Mr. Graham Nicholas Lee (“Graham”);  
Mr. Lee Meng Tat (“Meng Tat”);  
Mr. Chin Koon Yew (“Chin”)<sup>8</sup>;  
Ms. Lim Seok Bee (“SB”)<sup>9</sup>

#### Non-Executive Non-Independent Director

Mr. Pedro Mata-Bruckmann (“Pedro”)<sup>10</sup>

Profiles of all the Directors listed above are found on pages 14 to 22 of this Annual Report.

## Board Membership Changes in 2024

Nandu was appointed as Chairman of the Board at the conclusion of the Annual General Meeting (“AGM”) on 23 April 2024.

In keeping with the nine-year tenure limitation, at the conclusion of the AGM on 23 April 2024, Pedro stepped down from his role as Chairman and he currently serves on the Board as a Non-Executive Non-Independent Director.

Mr. Davinder Singh (“Davinder”) was first appointed on 12 June 2001. He did not seek re-election pursuant to Regulation 104 of the Company’s Constitution and retired from the Board at the conclusion of the AGM on 23 April 2024. Upon his retirement as Non-Executive Non-Independent Director, he relinquished his position as member of the Nominating Committee and the Remuneration Committee.

On 1 October 2024, Chin and SB were appointed as Independent Directors. The appointments of Chin and SB, with their respective fields of expertise in the chocolate confectionery and cocoa ingredients industries, will add further depth and diversity, as well as enhance the overall bench strength of the Board.

## Role of the Board

The Board meets regularly and is provided with timely updates and information. As and when there are urgent commercial or other corporate matters, Board meetings are convened to seek guidance from the Board or to elicit a decision. All Directors are expected to act in good faith, and to apply their individual skills, knowledge and experience while acting in the interests of our Group, shareholders and all other stakeholders.

The Board takes the lead by focusing on three key areas, namely:

- (i) Setting corporate strategy and direction;
- (ii) Ensuring that there is effective entrepreneurial leadership and management; and,
- (iii) Providing oversight of the operations and governance of the Group.

<sup>6</sup> At the conclusion of the Annual General Meeting on 23 April 2024, Mr. Doreswamy Nandkishore assumed the role of Chairman (please see page 14 for further details)

<sup>7</sup> All of whom are non-independent

<sup>8</sup> On 1 October 2024, Mr. Chin Koon Yew was appointed as an Independent Director of the Board (please see page 18 for further details)

<sup>9</sup> On 1 October 2024, Ms. Lim Seok Bee was appointed as an Independent Director of the Board (please see page 19 for further details)

<sup>10</sup> At the Annual General Meeting on 23 April 2024, Mr. Pedro Mata-Bruckmann was re-elected to the Board and was re-designated from Independent Director to Non-Executive Non-Independent Director (please see page 20 for further details)

## CORPORATE GOVERNANCE REPORT

The Board's focus on the key areas mentioned above encompasses a diverse range of issues including profitability, financing, corporate planning, financial reporting, human resources, operations, stakeholder matters, sustainability and environmental impact, capital expenditure, organisational development, risk management, business continuity, information technology, innovation, and internal controls.

The strategic policies of the Group and significant business transactions and projects are reviewed and deliberated on by the Board. Discussions and approvals from the Board's deliberations will be communicated to Key Management and are recorded by way of minutes of Board meetings or resolutions in writing of the Directors. The Board approves the annual budget, reviews the performance of the business, and approves the release of the financial results, or Business Update, at the end of each quarter and for the half and full financial year, at its regular Board meetings. As part of this process, the Board reviews the financial and human resources of Delfi and assesses (i) whether changes to these are needed; and (ii) whether the proposed strategy can be realistically executed with existing or planned increased resources.

### Independent Judgement

All our Directors exercise due diligence and independent judgment and make decisions objectively in the best interests of the Company. The Board has also carried out its annual evaluation of the independence of each of its Independent Directors, considering the relevant provisions of the Code, namely, whether the Directors are independent in character and judgment and free from relationships or circumstances which are likely to affect, or could appear to affect, their judgment. In the event of any conflict of interest, the relevant Director will recuse himself or herself from discussions and decisions involving the relevant issue. The Board has concluded that all current Independent Directors are independent in fact, and that no one individual or one group exerts an undue influence on others.

In line with the Nominating Committee's policies and procedures, each Director has the option of accepting or rejecting another Director's declaration regarding his or her independence. The Board accepts a Director's declaration of independence only if the Board is of the unanimous opinion that a Director is indeed independent.

During the evaluation in 2024, the confirmations of independence, which had been signed by the respective Independent Directors were tabled. The Nominating Committee resolved that the following Non-Executive Directors of the Company were considered Independent Directors for 2024:

- i. Doreswamy Nandkishore;
- ii. Graham Nicholas Lee;
- iii. Lee Meng Tat;
- iv. Chin Koon Yew; and,
- v. Lim Seok Bee.

The Board has considered and deliberated on its own composition and is conscious that this is an on-going process. The Board is of the view that its leadership mix, collective skillset, broad experience and in-depth knowledge of the industry and the Group itself, put it in a position to chart and implement the strategies necessary to maximise shareholder value as well as manage any future crises that may arise. It is also of the view that its individual members are all of strong character, capable of sound independent judgment and capable of contributing to the strategy and direction of the Group, individually and collectively.

In conjunction with the continual review of the composition of the Board to meet the evolving aspects of the Company's business and to remain in compliance with existing and any newly released regulations and guidelines, Pedro notified the Company that he would relinquish his roles as Chairman of the Board and Independent Director at the conclusion of the Company's AGM on 23 April 2024. In addition, at that time, he stepped down as Chairman of the Nominating Committee and the Remuneration Committee, and as a member of the Audit Committee and the Risk Management Committee.

He was re-elected as a Director at the AGM on 23 April 2024, remaining on the Board as a Non-Executive Non-Independent<sup>11</sup> Director and as a member of the Nominating Committee and the Sustainability Committee. Subsequently, on 1 October 2024, Pedro assumed the role of Chairman of the Sustainability Committee and was appointed as a member of the Risk Management Committee.

Please see page 56 of this report for more details regarding the changes that took place to the composition of the Board and Board Committees during 2024.

Further information regarding Director independence can be found in the sections "Director Independence" of Principle 2 on page 62 and "Continuous Review of Director Independence" of Principle 4 on page 65.

<sup>11</sup> Pedro was deemed a Non-Independent Director due to the application of the nine-year rule as part of the requirement of refreshing the Board

## CORPORATE GOVERNANCE REPORT

### Delegation by the Board - Board Committees

The Board has delegated specific responsibilities to certain committees namely:

- (a) the Audit Committee ("AC");
- (b) the Nominating Committee ("NC");
- (c) the Remuneration Committee ("RC");
- (d) the Risk Management Committee ("RMC");
- (e) the Sustainability Committee ("SC")<sup>12</sup>; and,
- (f) the Executive Committee ("EC").

Except for the EC and the SC, all Board Committees are chaired by Independent Directors.

From time to time, Board Committees or sub-committees may be formed to address specific areas as and when the need arises. Leadership of the Board Committees is based on the notion of fair distribution of responsibilities and drawing on the relevant expertise and experience of the Directors.

On the understanding that the Board Committees under the Board may revise and/or supplement their responsibilities with the consent of the Board, the broad responsibilities of the Board Committees are to:

- i. Work with the Board, CEO, and Key Management to oversee the priorities and objectives set out in their respective terms of reference for the Group's business development, risk management, financial reporting, sustainability, growth, and talent management; and
- ii. Provide feedback, advice and/or input to the Board, CEO, and Key Management.

The section below summarises the composition and other important aspects of each of the Board Committees:

#### Audit Committee

- Shall comprise at least three Directors
- All members of AC shall be Non-Executive Directors
- Majority shall be Independent Directors
- Chairman of the AC must be an Independent Director
- Chairman of the AC shall not be Chairman of the Board
- At least two members of the AC, including the Chairman of the AC, shall have recent and relevant accounting/related financial management expertise/experience

#### Nominating Committee

- Shall comprise at least three Directors
- Majority shall be Independent Directors
- Chairman of the NC must be an Independent Director

#### Remuneration Committee

- Shall comprise at least three Non-Executive Directors
- Majority shall be Independent Directors
- Chairman of the RC must be an Independent Director

#### Risk Management Committee

- Shall comprise at least three Directors
- Shall comprise a combination of Non-Executive and Executive Directors
- Majority shall be Non-Executive Directors
- Chairman of the RMC must be an Independent Director

#### Sustainability Committee

- The name was changed to the Sustainability Committee
- Shall comprise at least three Directors
- A majority of the SC shall comprise Independent Directors

#### Executive Committee

- Shall comprise at least three Executive Directors
- Board shall have the power to appoint any Executive Director to be a member of the EC, or remove any Executive Director

Each Board Committee has a written terms of reference ("ToR") that sets out the duties and responsibilities delegated to it by the Board. Such ToRs may be updated or varied from time to time.

The Board Committees may draw upon the expertise of Key Management and, where necessary, work with external advisors and professional consultants at the Company's expense. Except for Delfi's engagement with In.Corp Corporate Services Pte. Ltd. ("In.Corp") on the administrative compilation of the performance assessment, which is confidential in nature, the Board did not engage an external facilitator for the Board assessment in 2024.

The Board accepts that while these Board Committees have been mandated to examine specific areas or issues, and make decisions or recommendations, related to responsibilities within their remit, ultimate authority, and responsibility on all matters, rests with the Board.

<sup>12</sup> On 1 October 2024, the Market, Sustainability and Strategy Committee was renamed the Sustainability Committee ("SC") (please see page 57 for further details)



## CORPORATE GOVERNANCE REPORT

The table below summarises the structure of the Board Committees as of the date of this report and their key objectives.

Board Committee	Structure	Key Objective
<b>Audit Committee</b>	Chairman <sup>13</sup> <b>Graham Nicholas Lee</b> <sup>14</sup> • 3 Independent Directors	Focus on financial reporting, financial-related risks, risk management and internal controls for financial reporting and financial risks, overseeing the internal review of the Group's Sustainability Report and the internal and external audits and overseeing the Group's whistleblower arrangements, which enhances the standard of the Company's corporate governance.
<b>Nominating Committee</b>	Chairman <b>Lee Meng Tat</b> <sup>15</sup> • 4 Independent Directors • 2 Non-Independent Directors	Ensure the building of a strong and independent Board which is able to exercise objective independent judgment on the affairs of the Company. Ensure a formal, independent and transparent process for the appointment of new Directors and that 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.
<b>Remuneration Committee</b>	Chairman <b>Doreswamy Nandkishore</b> <sup>16</sup> • 3 Independent Directors	Employ 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. Ensure, through its review, that the level and structure of remuneration for Directors and Key Management Personnel is appropriate and proportionate to the sustained performance and value creation of the Company, considering the strategic objectives of the Company.
<b>Risk Management Committee</b>	Chairman <b>Chin Koon Yew</b> <sup>17</sup> • 2 Independent Directors • 2 Non-Independent Directors	Assist the Board in fulfilling its responsibility for determining the type and level of business risks the Company undertakes, on an integrated basis, to achieve its business strategy. Responsible for directing the governance of risk, and for ensuring Key Management maintains a sound system of risk management and internal controls.
<b>Sustainability Committee</b>	Chairman <b>Pedro Mata-Bruckmann</b> <sup>18</sup> • 3 Independent Directors • 1 Non-Independent Director	Assist the Board in fulfilling its priorities and responsibilities by promoting, developing, and advancing sustainability. Ensure that sustainability is applied to our business including strategy setting, implementation, operations, and finance, with a particular focus on climate-related risks, opportunities, and associated trade-offs. It is also responsible for developing and publishing the Group's annual Sustainability Report.
<b>Executive Committee</b>	Chairman <b>John Chuang Tiong Choon</b> • 3 Non-Independent Directors	Enable the Board to delegate some of its own powers and functions regarding the governing of the affairs of the Company to the Executive Committee to ensure a smooth operating environment and to facilitate decision-making processes within such limits as determined by the Board.

<sup>13</sup> All those shown in this table as Chairman are serving in their role at the date of this report (please see page 58 for further details)

<sup>14</sup> Graham became Chairman of the AC at the conclusion of the AGM on 25 April 2023. On 1 October 2024 he relinquished his roles as Chairman of the RMC and as a member on the NC, RC, and SC (please see page 57 for further details)

<sup>15</sup> Meng Tat became Chairman of the NC and the RC at the conclusion of the AGM on 23 April 2024. On 1 October 2024, he relinquished his role as Chairman of the RC and became a member of that committee. He also relinquished his role as a member on the AC (please see page 57 for further details)

<sup>16</sup> Nandu converted his role on the RC from member to Chairman on 1 October 2024, and relinquished his role as Chairman of the SC, becoming a member of that committee (please see page 57 for further details)

<sup>17</sup> Chin was appointed to the Board on 1 October 2024 and was appointed Chairman of the RMC and a member of the AC and the NC (please see page 57 for further details)

<sup>18</sup> Pedro was appointed Chairman of the SC on 1 October 2024. At the conclusion of the AGM on 23 April 2024, he had relinquished his roles as Chairman of the NC and RC and his role as a member of the AC (please see page 57 for further details)

## CORPORATE GOVERNANCE REPORT

The members of the Board Committees may resolve matters by resolutions in writing, a copy of which, signed by a majority of the Board Committee's members, shall be as valid and effectual as if it had been passed at a duly convened and held meeting of the Board Committee. Such resolutions in writing may consist of several documents each signed by one or more of the Board Committee members in counterparts.

### Changes to Composition of Board Committees in 2024

In light of the nine-year tenure limits for Independent Directors, and in conjunction with the continual review of the composition of the Board to meet the evolving aspects of the Company's business, there were a number of changes made to the Board and the Board Committees during 2024.

This section describes the evolution of the composition of the Board Committees during the year:

#### 1. The table below shows the composition of the Board and the Board Committees as at 1 January 2024:

	Board	AC	NC	RC	RMC	SC <sup>19</sup>	EC
Pedro Mata-Bruckmann	Chairman & ID	Member	Chairman	Chairman	Member	Member	NA
John Chuang Tiong Choon	CEO & ED	NA	Member	NA	Member	Member	Chairman
Doreswamy Nandkishore	ID	Member	Member	Member	Member	Chairman	NA
Graham Nicholas Lee	ID	Chairman	Member	NA	Chairman	Member	NA
Lee Meng Tat	ID	NA	Member	Member	Member	Member	NA
Davinder Singh	NE-NID	NA	Member	Member	NA	NA	NA
Joseph Chuang Tiong Liep	ED	NA	NA	NA	NA	Member	Member
William Chuang Tiong Kie	ED	NA	NA	NA	NA	NA	Member
Notes:							
ID – Independent Director							
CEO – Chief Executive Officer							
ED – Executive Director							
NE-NID – Non-Executive Non-Independent Director							
NA – Not Applicable							

#### 2. On 5 April 2024, changes with effect from 23 April 2024 were announced related to the Board and the Board Committees.

The announcement can be found on the SGXNet and the Delfi website at <https://delfilimited.listedcompany.com/news.html/id/2486692>.

The changes are listed below:

- Pedro stepped down as the Chairman of the Board upon the conclusion of the AGM. This was in light of the requirements announced by SGX RegCo<sup>20</sup> imposing a nine-year tenure hard limit for Independent Directors.
- Pedro also stepped down from his roles as the Chairman of the Nominating Committee, Chairman of the Remuneration Committee, and a member of the Audit Committee, and the Risk Management Committee.
- Upon stepping down as Chairman of the Board, Pedro was re-elected as a Director of the Company at the AGM and re-designated as a Non-Executive Non-Independent Director, and a member of the Nominating Committee and the Sustainability Committee.

<sup>19</sup> On 1 January 2024, this committee was named Market, Sustainability and Strategy Committee (MSSC). As of 1 October 2024, the name was changed to the Sustainability Committee (SC)

<sup>20</sup> On 11 January 2023, the Singapore Exchange Regulation ("SGX RegCo") announced changes to the Listing Rules to limit the tenure of Independent Directors serving on the boards of listed companies to nine years

## CORPORATE GOVERNANCE REPORT

- Nandu, as an Independent Director, was appointed as the Chairman of the Board with effect from the conclusion of the AGM on 23 April 2024.
- Davinder did not seek re-election at the Company's AGM and retired at the conclusion of that meeting.
- Graham was appointed a member of the Remuneration Committee on 23 April 2024.
- Meng Tat was appointed as Chairman of the Nominating Committee and the Remuneration Committee and appointed as a member of the Audit Committee on 23 April 2024.

The table below shows the composition of the Board and the Board Committees as at the conclusion of the AGM on 23 April 2024.

	Board	AC	NC	RC	RMC	SC <sup>21</sup>	EC
Doreswamy Nandkishore	Chairman & ID	Member	Member	Member	Member	Chairman	NA
John Chuang Tiong Choon	CEO & ED	NA	Member	NA	Member	Member	Chairman
Graham Nicholas Lee	ID	Chairman	Member	Member	Chairman	Member	NA
Lee Meng Tat	ID	Member	Chairman	Chairman	Member	Member	NA
Pedro Mata-Bruckmann	NE-NID	NA	Member	NA	NA	Member	NA
Joseph Chuang Tiong Liep	ED	NA	NA	NA	NA	Member	Member
William Chuang Tiong Kie	ED	NA	NA	NA	NA	NA	Member

### 3. On 1 October 2024, further changes were announced related to the Board and the Board Committees

The announcements can be found on the SGXNet and the Delfi website at <https://delfilimited.listedcompany.com/news.html/id/2512658>. The changes are listed here below:

- Chin was appointed as an Independent Director and was appointed as Chairman of the Risk Management Committee, and a member of the Audit Committee and the Nominating Committee.
- SB was appointed as an Independent Director and was appointed as a member of the Nominating Committee, the Remuneration Committee and the Sustainability Committee.
- The Market, Sustainability & Strategy Committee was renamed the Sustainability Committee in recognition of its focus on sustainability issues. Market and strategy matters are the responsibilities of the Executive Committee and the full Board.
- Nandu was appointed Chairman of the Remuneration Committee, relinquished his role as a member of the Risk Management Committee and his role on the Sustainability Committee changed from Chairman to member.
- John relinquished his role as a member of the Sustainability Committee.
- Graham relinquished his roles as Chairman of the Risk Management Committee and as a member of the Nominating Committee, the Remuneration Committee and the Sustainability Committee.
- Meng Tat has remained as Chairman of the Nominating Committee, however his role changed from Chairman of the Remuneration Committee to a member of that committee, and he relinquished his role as a member of the Audit Committee.
- Pedro was appointed as Chairman of the Sustainability Committee and a member of the Risk Management Committee.
- Joseph relinquished his role as a member of the Sustainability Committee.

<sup>21</sup> On 23 April 2024, this committee had been named the Market, Sustainability and Strategy Committee (MSSC), subsequently, as of 1 October 2024, the name was changed to the Sustainability Committee (SC)

## CORPORATE GOVERNANCE REPORT

**4. The table immediately below shows the composition of the Board and the Board Committees as of 1 October 2024 and at the date of this report.**

	Board	AC	NC	RC	RMC	SC	EC
Doreswamy Nandkishore	Chairman, ID	Member	Member	Chairman	NA	Member	NA
John Chuang Tiong Choon	CEO & ED	NA	Member	NA	Member	NA	Chairman
Graham Nicholas Lee	ID	Chairman	NA	NA	NA	NA	NA
Lee Meng Tat	ID	NA	Chairman	Member	Member	Member	NA
Chin Koon Yew	ID	Member	Member	NA	Chairman	NA	NA
Lim Seok Bee	ID	NA	Member	Member	NA	Member	NA
Pedro Mata-Bruckmann	NE-NID	NA	Member	NA	Member	Chairman	NA
Joseph Chuang Tiong Liep	ED	NA	NA	NA	NA	NA	Member
William Chuang Tiong Kie	ED	NA	NA	NA	NA	NA	Member

Given the number of changes to the Board composition and Board Committees during 2024, the Group revised the disclosure format for Board and Board Committee meeting attendance in this report. This adjustment was made to enhance clarity and accuracy in representing the Directors' attendance.

The attendance at the Board and Board Committee meetings during 2024 is given in the table below. The table discloses the number of meetings each Director attended compared to the total number of meetings held while the Director was a member of the Board or the respective committees. The table below should be read in conjunction with the accompanying notes for proper interpretation.

	Number of meetings attended in 2024											
	Board		AC		NC		RC		RMC		SC	
	Attended	Total	Attended	Total	Attended	Total	Attended	Total	Attended	Total	Attended	Total
Doreswamy Nandkishore <sup>1</sup>	6	6	5	6	1	1	1	1	1	1*	4	4
John Chuang Tiong Choon <sup>2</sup>	6	6	NA	NA	1	1	NA	NA	2	2	1	3*
Graham Nicholas Lee <sup>3</sup>	5	6	6	6	1	1	0	0*	1	1*	3	3*
Lee Meng Tat <sup>4</sup>	6	6	2	2*	1	1	1	1	2	2	4	4
Chin Koon Yew <sup>5</sup>	1	1*	1	1*	0	0*	NA	NA	1	1*	NA	NA
Lim Seok Bee <sup>6</sup>	0	1*	NA	NA	0	0*	0	0*	NA	NA	0	1*
Pedro Mata-Bruckmann <sup>7</sup>	5	6	3	3*	1	1	1	1	1	1	3	4
Joseph Chuang Tiong Liep <sup>8</sup>	6	6	NA	NA	NA	NA	NA	NA	NA	NA	3	3*
William Chuang Tiong Kie	6	6	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Davinder Singh <sup>9</sup>	1	2*	NA	NA	1	1	1	1	NA	NA	NA	NA
<b>Total meetings held in 2024</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>2</b>	<b>4</b>		

Notes:

NA – Not applicable

\* – This reflects the number of meetings held during the Director's tenure and the composition of Board Committees at the relevant time.

1. Mr Doreswamy Nandkishore was appointed as Chairman the RC. He relinquished his role as a member of the RMC and changed his role on the SC from Chairman to member effective on 1 October 2024

2. Mr John Chuang relinquished his role as a member of the SC on 1 October 2024

3. Mr Graham Nicholas Lee was appointed a member of the RC on 23 April 2024. He relinquished his roles as Chairman of the RMC, and as a member of the NC, the RC, and the SC on 1 October 2024

4. Mr Lee Meng Tat was appointed as Chairman of the NC and the RC and was appointed as a member of AC effective on 23 April 2024. His role as Chairman of the RC was changed to a member, and he relinquished his role as a member of the AC on 1 October 2024

5. On 1 October 2024, Mr Chin Koon Yew was appointed as an Independent Director of the Board. He was also appointed as Chairman of the RMC, and a member of the AC and the NC. Although he was a member of the NC since October, there was no meeting during his tenure in 2024

6. On 1 October 2024, Ms Lim Seok Bee was appointed as an Independent Director of the Board. She was also appointed as a member of the NC, the RC, and the SC. Although she was a member of the NC and the RC since October, there were no meetings during her tenure in 2024

7. Mr Pedro Mata-Bruckmann was re-designated as a Non-Executive Non-Independent Director

8. Mr Joseph Chuang relinquished his role as a member of the SC on 1 October 2024

9. Mr Davinder Singh retired from the Board at the conclusion of the AGM on 23 April 2024



## CORPORATE GOVERNANCE REPORT

### Key Board Processes

The Company conducts regular Board meetings enabling the Board to provide direction, guidance, and advice to Key Management. Board meetings may be called at short notice to deal with matters as the need arises. Attendance at Board meetings via audio and visual means are provided for in our Company Constitution and Directors who are not able to be physically present can attend through telephonic or video conferencing.

The Board's responsiveness has allowed Delfi's Key Management to manage business and corporate matters effectively in an increasingly competitive business environment. Individual Directors make themselves available and accessible to Key Management for discussion and consultation outside the formal framework of Board and Board Committee meetings.

Key Management provides Directors with complete, adequate, appropriate, and timely information prior to meetings. Meeting papers and materials will be circulated to Directors prior to meetings, to facilitate discussion during the meetings. The Board is also regularly provided with information and updates on the Company's policies and procedures as well as updates on any issues pertaining to governance, changes in applicable regulations, laws and reporting standards which may have an impact on the Annual Report, the Financial Statements, the Sustainability Report and other reporting obligations, as well as disclosure of interests in securities and restrictions on disclosure of price sensitive information, so as to enable Directors to properly discharge their duties and responsibilities as Board or Board Committee members.

The Board has reviewed the arrangements for information flow and decision-making and has satisfied itself that they remain suitable for the Group, and that Key Management has given timely and regular updates to the Board on the Group's business and financial position. Where relevant, important, and/or critical information has been highlighted promptly.

The Company conducts a programme to familiarise new Directors with its business, operations, and governance practices (the "New Director Programme"). The New Director Programme is conducted by the CEO and Key Management. The programme allows a new Director to become acquainted with Key Management, to help pave the way for Board interaction and direct access to Key Management.

The programme involves several meetings where a new Director has the opportunity to interact with and get to know fellow members of the Board and Key Management. In addition, Key Management will conduct formal sessions where the new Director is briefed on different aspects of the Company's business, operations, and governance practices, including site visits to key locations. Thereafter, and on an on-going basis, Directors are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense. These could include in-house talks by invited speakers, online courses, or training and seminars conducted by external parties, including the Singapore Institute of Directors ("SID").

For newly appointed Directors who do not have prior experience as a Director of a public listed company in Singapore, pursuant to Rule 210(5)(a) of the Listing Manual of the SGX-ST, the Company will arrange participation at the SGX-ST's prescribed training courses ("Mandatory Training") organised by the SID on the roles and responsibilities of a Director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, as appropriate, in connection with their duties.

Chin, who prior to becoming a newly appointed Independent Director of the Company on 1 October 2024, had previously been an Independent Director of a listed company on the SGX-ST and as such had already completed the New Director Programme and Mandatory Training.

SB, as a newly appointed Independent Director on 1 October 2024, has been enrolled in appropriately organised and prepared training programmes, including the New Director Programme and Mandatory Training described above.

The Company has clearly communicated to the Directors its expectations regarding what it expects from them and specifically what are their roles, duties, obligations, and responsibilities.

### Adequate and Timely Information

The Board has full and free access to Key Management, the Company Secretary and information in the Company. Key Management understands the importance of responding to Directors' requests for information. The Board takes independent advice from external advisers at the Company's expense, if necessary, to enable it to better discharge its responsibilities and duties.

The Board is furnished with timely, comprehensive, and relevant information on matters which require its attention and decision. This is done in response to specific requests, by way of regular updates and at Board and Board Committee meetings.

## CORPORATE GOVERNANCE REPORT

To give Directors enough time to prepare for Board and Board Committee meetings, the agenda and Board papers including background, supporting materials, copies of disclosure documents, budget forecasts, and financial statements are, as a general rule, sent to them seven days in advance.

Material variances between projections and/or budget and actual results are disclosed and explained to Directors. The Board is always kept updated on any significant developments on projects, business initiatives, industry developments, regulatory updates and press or analysts' commentaries. The Directors have the names and contact details of Key Management to facilitate direct and swift access when needed.

On 30 September 2024, the Board announced the appointment of Mr Lee Wei Hsiung ("Wei Hsiung") and Ms Cheok Hui Yee ("Hui Yee") as Company Secretaries, in place of Ms Siau Kuei Lian who resigned. Both Wei Hsiung and Hui Yee are part of In.Corp, the corporate secretarial agent of Delfi. The Board reviewed and approved the appointment process to ensure these individuals are suitably qualified to fulfil the Company's statutory and governance responsibilities.

The Board has full and free access to the Company Secretary for information, advice and consultation, and the appointment or removal of the Company Secretary is a matter for consideration and approval of the Board as a whole. At least one of the appointed Company Secretaries and/or their representative(s) attend all Board and Board Committee meetings and helps oversee compliance as well as follow up on matters arising from Board and Board Committee meetings.

### Board Approvals

The Board has delegated certain of the day-to-day operating and governance decision making of the Group's operations to an Executive Committee. The Executive Committee comprises three Executive Directors, one of whom is the CEO who has day-to-day operating responsibilities with the Group. It makes strategic and operational decisions on a day-to-day basis, based on the timely reports, information, updates, and data presented by Key Management.

The Board has reserved certain decision-making powers for itself including matters such as:

- (a) Appointment of Directors or Company Secretary;
- (b) Removal of CEO;
- (c) Establishing Committees;
- (d) Entering into leases, tenders, and/or contracts not in the ordinary course of business;
- (e) Approval of material acquisitions or disposals;
- (f) Approving the annual business plan and/or budget;

- (g) Approving capital expenditure which is not budgeted in or in excess of that budgeted in the approved annual business plan, and such amount or excess amount is in excess of US\$3,000,000;
- (h) Accepting bank facilities that are in excess of US\$20,000,000;
- (i) Accepting loans or approving guarantees that are in excess of US\$20,000,000 for the purpose of financing projects;
- (j) Approving announcements in relation to the Group's financial results or announcements on matters that are deemed to be price sensitive;
- (k) Initiating or settling litigation involving amounts in excess of US\$1,000,000;
- (l) Allotting new shares or debentures of any class;
- (m) Acting to reduce paid-up capital; and,
- (n) Declaring dividends and/or other returns to shareholders.

### The Executive Committee

The EC facilitates an efficient decision-making process within limits as determined by the Board. These limits are set out in prescribed written guidelines which include the EC's written terms of reference and the Company's Constitution.

### Composition of the Executive Committee

The composition of the EC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above.

### Role of the Executive Committee

The EC escalates to, and involves, the Chairman and the Board in updates and/or discussion and deliberation on all key matters, and as and when there is a matter for urgent attention, deliberation, and decision. The EC works closely with Key Management and is instrumental in rallying Key Management and staff into action, as they guide and direct the Company and the Group. No member of the EC participates in any deliberation or decision if he is personally directly/indirectly conflicted and interested in the matter in question.

### Sustainability

At Delfi, we are committed to championing our strategic mission to create sustainable value through our philosophy of Sustainable Value Creation. Through this initiative, we seek to: (i) act in the best interests of our stakeholders; and (ii) care for the environment.

# CORPORATE GOVERNANCE REPORT

## Establishment of the Sustainability Committee

Delfi has long championed the need for sustainability and in 2017 established the Board level Market, Sustainability and Strategy Committee to have oversight responsibility for the environmental, social and governance ("ESG") actions of the Group. Subsequently, on 1 October 2024, it was renamed the Sustainability Committee.

While ensuring the Group meets its reporting obligations on sustainability, the SC works with Key Management on supervision and oversight of the initiatives and action taken by the Group to build a business that positively impacts people, planet and performance while creating long term value for all of our stakeholders.

## Composition of the Sustainability Committee

The composition of the SC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above.

## Role and Responsibility of the Sustainability Committee

The SC works with the Board, the CEO and Key Management to oversee the priorities and objectives for sustainability and growth in the Company's best interests whilst recognising the interests of its various stakeholders. The SC works to ensure sustainability is applied in all aspects of our business.

Additionally, the SC reviews opportunities, risks and threats of sustainability strategies as assessed by the Company. The SC is also responsible for overseeing sustainability target setting and monitoring the progress towards those targets. It provides feedback, advice and/or input to the Board, CEO and Key Management. It oversees, reviews, and makes recommendations to the Board or any committee on any sustainability decisions.

The SC is supported by the Sustainability Task Force (comprising the HQ Steering Committee and HQ Working Committee which are made up of key management representatives in HQ and business units), as well as external advisors and professional consultants to drive, implement and enhance Delfi's sustainability strategy, material ESG issues, work plans, performance targets and sustainability reporting.

## Sustainability Committee Terms of Reference

The SC operates under a written terms of reference (the "SC ToR").

A summary of the SC ToR is as follows:

1. Promote, develop and advance sustainability initiatives;

2. Ensure that the concept of sustainability is applied in all aspects of our business, including strategy setting, implementation, operations, and finance with the overall objective of increasing our focus on climate-related risks and opportunities, including any associated trade-offs, and embed environmental and social factors more deeply into the fabric of our business;
3. Benchmarking the priorities and responsibilities outlined in (1) and (2) above;
4. The SC may from time to time, raise any issue or matter, or make any recommendations, which have an impact on, or address, the Company's sustainability strategy or initiatives;
5. The definition of "sustainability" is "*the ability to meet the needs of the present without compromising the ability of future generations to meet their own needs*" and this should be reflected in the way that Delfi conducts its business especially considering how it impacts the environment, community, or society as a whole;
6. The SC may work with the Board, the CEO and Key Management to oversee priorities and objectives for sustainability in the Company's best interests whilst recognising the interests of its various stakeholders;
7. The SC may review opportunities, risks and threats of sustainability strategies as identified by the Company's assessment, and the potential impact of any emerging or evolving developments, activities, or threats, including oversight of climate-related risks, opportunities, priorities, objectives, goals, and initiatives that drive climate mitigation and adaptation strategies.

## Avenues of Communication for Sustainability

Delfi champions corporate social responsibility by embracing its ESG priorities, caring for the environment and acting in stakeholders' interests, objectives, goals and efforts of the Group. The actions we take in this area are an important aspect of our Sustainable Value Creation.

A synopsis of our Sustainable Value Creation action steps is summarised in the four-page excerpt from our 2024 Sustainability Report that can be found on pages 43 to 46 of this Annual Report.

Our 8th Sustainability Report will be published on our company website shortly.

## CORPORATE GOVERNANCE REPORT

### Principle 2 - Board Composition and Guidance:

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.

#### Director Independence

The criterion for a Director's independence is based on the definition set out in the Code and in the Practice Guidance, and takes into consideration whether the Director falls under any circumstances pursuant to Rule 210(5)(d) of the Listing Manual of the SGX-ST.

An Independent Director is one who is both (i) independent from Key Management, other managers and business relationships with the Company; and (ii) independent from any substantial shareholder<sup>22</sup>. Based on this definition, a majority of the Delfi Board is considered independent and non-executive, which is in line with the principles of the Code. The Board places great emphasis on ensuring that each one of our Independent Directors is truly independent, in substance and not just form. See further details on this under this Principle 2 and in Principle 4 below. As a result, the Board is of the opinion that there is a proven framework for ensuring that Key Management is able to exercise entrepreneurial drive within the context of a constructively challenged supervisory environment to ensure that overall strategy is sound and realistically achievable. In parallel with this, potential conflicts of interest, in respect of the majority shareholder and Key Management, are identified and appropriately managed.

The Company's Non-Executive Directors have been specifically assembled to ensure that collectively they not only have an in-depth, diverse range of expertise in business, commerce, accounting, finance, and science to be able to challenge Key Management, but that they are also independent from the Chuang family which owns approximately 52% of the Company's shares.

As a result, the Non-Executive Directors are deemed well able to professionally engage Key Management and all substantial shareholders to ensure that any potential conflicts of interest are identified and appropriately managed. This active and robust engagement is conducted in a harmonious and professional atmosphere and provides for informative discussions and a lively exchange of ideas. This in turn has assisted Key Management in the performance of its role and functions.

The Group's policy on Director Independence is set out in the section "Independent Judgement" under Principle 1 above on page 53 and the section "Director Independence" of Principle 2 on page 62. Further, the NC's role in ensuring that this policy is properly applied is set out in Principle 4 below in the section "Continuous Review of Director Independence" on page 65.

#### Board Diversity

Delfi recognises and embraces the importance and benefits of having a diverse Board to enhance its performance. Delfi believes that this is an important attribute of a well-functioning and effective Board. It is accordingly committed to promoting diversity on the Board and throughout the Group.

Delfi has always maintained a culture of diversity in ideas, thought, culture and gender to benefit from a wide talent pool and formalised this in a written policy on Board diversity which was adopted on 14 March 2022 (the "Diversity Policy"). An important aspect of Delfi's Diversity Policy is to have a balanced and diverse Board as diversity in thought enables the Board to set strategy, consider issues and solve problems more holistically and creatively.

This is essential not only for managing present challenges but also, for anticipating and adapting to constantly changing market conditions (both positive and negative), as well as threats, opportunities and emerging trends that may arise in the future.

Diversity may bring with it a degree of creative tension but, so long as the discussions are conducted in a respectful manner, is essential so that issues are considered from as many relevant perspectives as possible to arrive at the most appropriate and balanced conclusion.

In reviewing the Board composition, the NC will consider whether there is adequate diversity amongst the Board members so as to achieve the objectives of the Diversity Policy. In this respect, the NC will consider the benefits of all aspects of diversity, including expertise, skills, experience, background, gender, age, nationality, ethnicity and culture as well as other required attributes of Directors such as independence, integrity, views, sound business judgment, appropriate or unique expertise or professional qualifications, meeting any legal requirements as a Board member, ability to attend to Board matters and meetings and sound financial standing. Collectively, the various aspects of diversity are referred to as the "Diversity Subsets." From this holistic assessment, the NC will determine if further diversity is required.

22 The term "substantial shareholder" shall refer to a person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company.



## CORPORATE GOVERNANCE REPORT

Currently, it is not envisaged that targets will be set for any specific Diversity Subset as that may run counter to the overall objective of achieving a balanced and diverse Board focused on achieving the Company's relevant measurable objectives and strategies. Our policy on diversity is an evolving commitment with the Board continually considering amendments over time, to remain compliant with regulations and guidelines and to reflect changes in societal expectations while retaining the overall objective of achieving a balanced and diverse Board.

### Director Meetings Without Key Management

The Company's Non-Executive Directors meet and communicate with each other on an as needed basis, without the presence of the Executive Directors or Key Management, to discuss pertinent corporate performance and corporate governance matters. Where necessary the outcomes of such discussions are then fed back to the Board.

### Principle 3 - Chairman and Chief Executive Officer:

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

### Separation of Chairman and CEO

Nandu is the Chairman of the Board. The Chairman and the CEO are separate persons. There is a clear separation of the role and responsibilities of Nandu as Chairman and those of John, the CEO, to ensure an appropriate balance of authority, increased accountability, and greater capacity of the Board for independent decision making. The Chairman is an Independent Director and acts independently in the best interests of the Company and its shareholders.

The Chairman and the CEO jointly oversee the observance of high standards in corporate governance and compliance with the Code.

As the CEO, John drives the Company's business with full executive responsibility over the business decisions of the Company.

The CEO makes sure that the information that is shared with the Board is timely, appropriate and of the requisite quality so that the Board can discharge its duties and responsibilities effectively.

### Division of Responsibilities Between Chairman and CEO

The Chairman helps ensure that there is mentorship, unity of purpose within the Board and that the Board engages in productive discussions on strategic, tactical, business, financial and planning issues. The Chairman often takes the lead in discussions on strategy, facilitating a lively exchange of ideas within the Board, open constructive debate, eliciting the contribution of Directors, encouraging constructive relations between Board and Key Management and effective communication with shareholders.

Meanwhile, the CEO is responsible for implementing the Group's strategies and policies, and for conducting the Group's business and, through Key Management, is responsible for the day-to-day operations of the Company. The Chairman and the CEO are not related.

Consistent with the Code, there is no need for a lead Independent Director since the Chairman is an Independent Director whose role is distinct and separate from the role of the CEO.

### Principle 4 - Board Membership:

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

### Establishment of the Nominating Committee

The Board establishes a NC to make recommendations to the Board on relevant matters relating to:

- (a) The review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and Key Management Personnel;
- (b) The process and criteria for evaluation of the performance of the Board, its Board Committees, and Directors;
- (c) The review of training and professional development programmes for the Board and its Directors; and,
- (d) The appointment and re-appointment of Directors.

The NC oversees the nomination of Directors for election or re-election.

## CORPORATE GOVERNANCE REPORT

### Role and Responsibility of the Nominating Committee

The NC seeks to balance Board renewal, which brings in fresh insights, with maintenance of knowledge and experience of the Group's operations. The NC strives to ensure that the Board and its Board Committees comprise individuals who are best able to discharge their duties and responsibilities as Directors with regard to the highest standards of corporate governance. The NC also reviews candidates for Key Management positions for Delfi. The ToR for the NC (including its framework for considering and determining if a Director is independent) is set out in this Principle 4 section further below.

Delfi adopts a comprehensive and detailed process in the selection of new Directors and Key Management Personnel. In the process of searching for qualified persons to serve on the Board, the NC may retain the services of professional search firms to ensure that any search is widely cast. Candidates may also be sourced through an extensive network of contacts and discreet searches and identified based on the needs of the Company. Once the NC Chairman, the CEO, the Chairman of the Board, and the other NC members have interviewed the candidates, the candidates are further shortlisted for the NC's formal consideration for appointment to the Board.

Nominations for and appointments of Directors are within the rights of the shareholders. Every Director in the Company will be due for re-election at least once every three years. The Company's Constitution requires one-third of the Directors to retire at every AGM and submit themselves for re-election by the shareholders. Directors who have served for more than nine years will not be considered as Independent Directors.

The NC will, at least annually, review and assess the Board composition on behalf of the Board and, if appropriate, recommend changes to the Board composition. These assessments will also include a review of the structure, size, balance, and diversity of the Board annually and, if it identifies any gaps that need to be filled to enable the Company to better achieve its objectives and strategies, the NC will recommend proposed changes to the Board.

### Composition of the Nominating Committee

The composition of the NC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above. The NC comprises six members, the majority of whom are independent.

### Nominating Committee Terms of Reference

The NC operates under a written terms of reference (the "NC ToR").

A summary of the NC ToR is as follows:

1. To review the structure, size and composition of the Board and Board Committees;
2. To establish the criteria and desirable attributes of new appointees to the Board and to make recommendations to the Board on all Board appointments;
3. To review succession plans for Directors, in particular the appointment and/or replacement of the Chairman, CEO and Key Management Personnel;
4. To consider and make recommendations on all nominations, appointments, and re-appointment/re-election of Directors (including the Independent Directors) having regard to the Director's past contributions and performance;
5. To determine annually whether a Director is independent, bearing in mind the salient factors set out in the Code (as may from time to time be amended or supplemented) for determining independence as well as all other relevant circumstances and facts;
6. To assess each Director's contribution and performance and this may involve the following matters:
  - Attendance;
  - Preparedness;
  - Participation; and
  - Candour;
7. To recommend to the Board objective performance criteria for the purpose of evaluating the performance of the Board as a whole, its committees and individual Directors and to implement performance evaluation criteria established;
8. To evaluate the Board's performance as a whole;
9. To assess and review whether each Director is able to commit enough time to discharge their responsibilities and to determine the maximum number of listed company Board appointments which a Director may hold; and,
10. To review, identify and develop the training and professional development programmes for the Board and its Directors individually.

## CORPORATE GOVERNANCE REPORT

### Disclosure of Selection Process

The Company describes below the criteria used to identify and evaluate potential new Directors. It also describes the process for the selection, appointment, and re-appointment of Directors to the Board. There is also a description of how the skills, experience and diversity of the Company's Non-Executive Directors meet the needs of the Company.

The NC adopts the following criteria when reviewing a nomination for a proposed Board appointment:

- A determination of the candidate's independence;
- Whether the candidate is a fit and proper person considering the Company's guidelines and their track record, age, experience and capabilities and such other relevant experience or attributes as may be determined by the NC;
- Whether the candidate contributes to greater diversity within the Board so as to fill any perceived gap and thereby enhance the Company's ability to meet its objectives and strategies; and,
- To ensure their appointment is in full compliance with the requirements of the Board and its Board Committees and applicable regulations.

The Company's guidelines on a fit and proper person broadly take into account the candidate's expertise, skills, experience, and diversity that will best complement the effectiveness of the Board. In its assessment and evaluation of candidates for the Board, the NC and the Board will have regard to internationally accepted criteria, which includes: (a) integrity and honesty; (b) sound business acumen and judgment; (c) appropriate or unique expertise or professional qualifications; (d) relevant experience; (e) fulfilling and meeting the legal requirements of serving on the Board; (f) the willingness and ability to attend to Board matters and Board Committee meetings, as and when these arise; and, (g) financial soundness.

Our current Board consists of a balance of Executive and Non-Executive Directors who collectively table a solid balance of commercial, operational, science, and financial competencies and skillsets. Of the Non-Executive Directors, Nandu, who chairs the Board, has extensive industry, corporate and commercial knowledge, and experience gleaned from overseeing and managing large multinational organisations, which enables him to contribute a global perspective and in-depth experience of Asian markets, especially those in which Delfi operates. Graham has had a forty-year career as a public accountant first in Australia, then the United States, and before retiring, in Singapore where he was a partner of PricewaterhouseCoopers ("PwC") for 20 years. Meng Tat has extensive management and commercial experience from senior and C-suite roles in

consumer-focused industries with major companies in banking, tourism, and beverages across the Asia region. Chin, has comprehensive experience in senior, finance related and C-suite roles in the cocoa and chocolate confectionery sector, including serving as Chairman on the Board of a listed company in Southeast Asia. SB has more than 40 years of experience in the cocoa and chocolate confectionery sectors in senior and C-suite roles in manufacturing, food quality, food safety, logistics and operations. Pedro has deep and extensive experience in overseeing and managing multinational companies and businesses globally, and particularly, in the countries in Asia in which Delfi operates. Further details on the backgrounds and experience of all the Directors are provided in the Board of Directors section commencing on page 14 of this 2024 Annual Report.

The NC believes, and the Board concurs, that after the retirement of Davinder, and the re-designation of Pedro to a Non-Executive Non-Independent Director at the AGM on 23 April 2024, combined with the appointment of Nandu as Chairman and the appointments of Chin and SB as Independent Directors, there remains a balance of Executive and Non-Executive Directors who comprise a solid and credible blend of commercial, and financial competencies and skillsets. Further, the NC and the Board agree that these individuals will continue to bring together the appropriate balance of the Diversity Subsets to provide the diversity needed to support Delfi in properly setting and achieving its strategic objectives, to facilitate effective decision making, and provide sufficient diversity of expertise to lead and govern the Company and Group effectively.

### Continuous Review of Director Independence

Whilst each Non-Executive Director is required to reflect on and sign a declaration of independence based on the substantive requirements of the Code, the NC makes it a point to review the declarations to satisfy itself that the substantive principles in the Code on independence are indeed fulfilled.

The professionalism of our Independent Directors and their high standing in the commercial sector and civil society, enable them to exercise strong independent judgment in the best interests of the Company. It follows that the Board is confident and remains steadfast in its view that our Non-Executive Directors have maintained a high standard of conduct, care and duty and have observed the required ethical standards and independence. All our Non-Executive Directors are conscious of the need to disclose any conflicts of interest arising from any other engagements or interests. The directorships held by, and the principal commitments of the Non-Executive Directors for the past three years are disclosed in this 2024 Annual Report on pages 14 to 20.

## CORPORATE GOVERNANCE REPORT

### Principle 5 - Board Performance:

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual Directors.

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

The NC is responsible for undertaking a formal annual assessment of the Board. To this end it applies objective performance criteria when it assesses the performance and contributions of individual Directors, the Board Committees, and the Board as a whole. This process has been endorsed by the Board as an effective means of self-assessment and evaluation.

### Board Approval of Objective Performance

The NC seeks to build a company headed by an effective Board which is collectively responsible and works with Key Management for the long-term success of the Company.

The NC also seeks to ensure that 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.

The NC Chairman reports on NC proceedings to the Board with minutes of NC meetings, or by such other mode as the Chairman (or NC Chairman) deems appropriate.

### Board Evaluation Process and Performance Criteria

Under the mentorship of the Chairman and the guidance of the NC, the Board conducts self-assessments at the individual and collective levels on an annual basis, to establish if a Director is contributing effectively, applying the following criteria:

1. Contribution towards the development of the Company's strategic planning;
2. Talent management;
3. Corporate governance oversight;
4. Reviewing and advising on risk management;
5. Succession planning;
6. Monitoring key aspects of the Group's performance including budgets and actual performance, IPTs, RPs etc;
7. Authorisation in corporate actions;
8. Board and Key Management Personnel compensation;
9. Fiscal control;
10. Evaluating internal controls;
11. Board's response to urgent matters/issues;

12. Communication between Directors and Key Management; and,
13. Attendance at Board meetings and Board Committee meetings.

The criteria mentioned above are tabulated in performance assessment forms, which require each Director to anonymously assess her or his peers individually and regarding the performance of each Board Committee. In its annual review, the NC also seeks to assess and ensure the effectiveness of the criteria and the performance assessment.

Delfi's Key Management are not involved in the performance assessment, which is administered on a confidential basis by the corporate secretarial agent, In.Corp. The results and data collated from the input and performance assessments from Directors, are consolidated and shared first by the Company Secretaries and their representatives from In.Corp, with the NC Chairman before the results are tabulated for review and discussion at the next NC meeting and at a following Board meeting.

The NC and the Board also conduct performance evaluations of the AC, NC, RC, RMC and SC at the individual and collective levels on an annual basis, based on the following criteria:

1. Understanding of the respective ToR of the Board Committees and the provisions of the Code;
2. Preparation for meetings;
3. Attendance and contribution at meetings; and,
4. Understanding of areas of expertise relevant to the respective Board Committees.

The NC reviews the Board's composition to maintain a mix of talent, expertise, knowledge, and experience. Where possible, gender, cultural and geographical diversity are also sought. The NC aims to ensure that the Directors have a good mix of backgrounds so that different insights can be brought to Board deliberations.

### Limitation on Directorships

In consultation with the NC, the Board has prescribed that Non-Executive Directors may not hold more than six directorships in public listed companies.

There is no magic in the self-imposed limitation of six directorships, and the limit chosen by the Board is influenced by international practices and conventions, where it appeared that a person's involvement in anything more than six other active directorships could possibly impose some constraint on the ability of the individual to adequately meet his/her obligations as a Director.



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Some of the Directors have multiple board representations, and the NC has reviewed the performance and contribution of such Directors and is satisfied that these Directors are able to and have fully and appropriately carried out their duties as Directors of the Company.

The performance of the Non-Executive Directors is assessed by reference to their contributions to the Board and their Board Committee assignments, and an evaluation of their individual performance.

The performance of the Executive Directors is assessed not only based on short-term financial indicators, which while relevant are not always indicative of long-term growth, but also on the basis of people development or value creation within the Group. The performance of the Executive Directors is assessed also by reference to factors such as long-term vision, strategic focus on shareholder value, sustainable value creation, and risk management.

It is an established practice that each member of the Board and NC abstains from voting on any resolutions in respect of the assessment of his or her performance or re-nomination as a Director.

### Awareness of Director Duties and Obligations

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

The NC oversees the induction, orientation, training, and professional development, where appropriate, for any new and existing Directors. The NC also ensures that new Directors are aware of their duties and obligations and that the Directors are able to adequately carry out their duties as a Director of the Company.

As of the date of this report, SB, who was appointed to the Board on 1 October 2024 and has no prior experience as a Director of a public company listed on the SGX-ST, has been enrolled in required Director training programs that are appropriately arranged for her experience and requirements. She is expected to complete such training within the specified requirements.

There are no Alternate Directors on the Board.

## II. REMUNERATION MATTERS

### Principle 6 - Procedures for Developing Remuneration Policies:

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.

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

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.

### Establishment of the Remuneration Committee

The RC was established and given the responsibility, and has implemented a formal and transparent procedure, for developing policies on the remuneration of Directors and Key Management Personnel, and for fixing the remuneration packages of individual Directors and Key Management Personnel.

In focusing on the remuneration of Directors and Key Management Personnel, the RC's review shall ensure that the level and structure of remuneration is appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

No member of the RC shall participate in any deliberation or decision if she or he is directly or indirectly interested in respect of the matter to be resolved by the RC.

### Composition of the Remuneration Committee

The composition of the RC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above. The RC comprises three Independent Directors.

### Remuneration Committee Terms of Reference

The RC operates under a written terms of reference (the "RC ToR").

A summary of the RC ToR is as follows:

1. Oversee the development of talent, expertise, and leadership in the Company;

## CORPORATE GOVERNANCE REPORT

2. Oversee the development and management of appropriate compensation policies and practices, including (but not limited to) a compensation structure & programme for Directors, Key Management Personnel, and staff to attract, retain and motivate talent to provide good stewardship of the Company and Key Management Personnel, to successfully manage the Company for the long term;
3. Working with the NC to set and approve a talent management framework applicable to the Company and its subsidiaries, with a specific focus on its application to Key Management Personnel (including succession planning for key roles, career development, leadership assessment, identification and segmentation of critical talent, and attraction and retention of critical talent), and to link these to the remuneration framework;
4. Ensure that the Company has competitive compensation packages, programmes, and schemes with a view to building long term sustainable growth, returns for shareholders and value creation of the Company;
5. Ensure that the contractual terms and any termination payments are fair to the individual and the Company;
6. Report its decisions to the Board and refer all matters concerning, related to or in any way connected to the above Terms of Reference, for the Board's written approval; and,
7. Ensure that the remuneration of Non-Executive Directors is appropriate to the level of contribution, taking into account factors such as effort, time spent and responsibilities.

### Aspects of Remuneration

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair and consistent with prevailing industry practices. In focusing on remuneration of Directors and Key Management Personnel, the RC's review shall ensure that the level and structure of remuneration is appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives by the Company. The RC also ensures that remuneration is appropriate to attract, retain and motivate Directors to provide good stewardship of the Company and for Key Management Personnel to successfully manage the Company for the long term. No Director or Key Management is involved in deciding his or her own remuneration.

### Engagement of Remuneration Consultants

The RC has access to independent expert professional advice on human resource matters and it takes into consideration industry practices and norms in determining compensation. From time to time, the Company may employ the use of external consultants to advise Key Management Personnel and the RC on human resources and remuneration matters. In 2024, Key Management and the RC were advised by human resources consulting firm, Mercer (Singapore) Pte Ltd ("Mercer") on human resource and remuneration matters and they do not have any other consulting assignments with the Board or the Company. Delfi's relationship with Mercer is on an arm's length professional basis. The RC oversees the remuneration policies of the Key Management Personnel and strives to ensure that the Board and Key Management Personnel have the leadership and expertise needed to sustain and grow the Company's business. The RC sets incentive compensation targets for Key Management.

The RC reviews the remuneration of each Director. In the case of Directors, and Key Management Personnel, it makes recommendations to the Board for approval. The CEO, John, works closely with the RC and attends the RC meetings as an advisor. He gives his views on human resources, compensation issues, performance measures and policies. John is always excluded from RC discussions on his own remuneration.

Each member of the RC abstains from voting on any resolution in respect of his or her remuneration.

### Company's Philosophy on Culture and Talent

The Company's HR Manual sets out the Group's philosophy directed at attracting, retaining and motivating talent needed to achieve its vision and mission. The Group is on the constant lookout for staff, who (a) are highly qualified and best fit the organisation, corporate culture and performance orientation; (b) are assessed as being capable of superior performance and having high potential; (c) have a strong sense of responsibility, loyalty, and commitment; and, (d) have a desire to reach his or her fullest potential. In order to enjoy high job satisfaction for staff, the Group seeks to nurture, groom and reward staff of the right calibre and potential. The executives and staff we attract and retain are expected to have an impact on succession plans, and the strength of our leadership.

## CORPORATE GOVERNANCE REPORT

### Performance Based Compensation

The Company adopts a remuneration policy that is performance based for staff, comprising a fixed component and a variable component. The fixed component is in the form of a base salary and benefits. The variable component is in the form of a variable bonus that is linked to the Company's performance and the individual performance of staff. The RC endorses the bonus for distribution to Key Management Personnel and Directors based on individual performance and presents its recommendations to the Board for approval. In determining remuneration and bonus awards, Key Management Personnel makes recommendations to the RC, having regard to key performance indicators, such as (a) sales and profit targets; (b) strategic requirements and goals of the Company; (c) investment for future growth; and, (d) ultimately, the individual executive's contribution to these objectives.

In this direction, the Group rewards staff who have demonstrated excellent performance, who have fulfilled their obligations and met their performance targets; contributed to the growth and development of the organisation and its corporate culture; and in some cases, contributed to their division in ways that have exceeded what was expected of them.

Pay for performance is thus emphasised by linking the total compensation to the achievement of corporate and individual performance objectives, considering relevant comparative compensation in the market to maintain competitiveness.

The Board is of the view that as the Group pays variable compensation through bonuses on the actual delivered results of the Group, rather than on possible future results, and on the performance and results that actually have been delivered by its Executive Directors and Key Management Personnel, there is a reduced need to "claw back" compensation in the future. Therefore, claw back provisions are not typically in employment contracts as Key Management believe they may not be relevant or appropriate.

While staff may be rewarded for having met their profit, sales, or project targets, it is considered a policy to motivate managers and staff in performing and fulfilling their strategic goals. Their commitment to investing in future growth, and resource and organisational development, and meeting and exceeding these key performance indicators ("KPIs") could have significant positive impact on their variable compensation. On the contrary, if they are proven to neglect or fall short of these KPIs, their variable compensation may be adversely impacted. These performance measures intensify the

link between performance and the long-term growth of the Company. Managers and staff who meet their KPIs in furtherance of the Company's best interests will be justly and reasonably rewarded.

The Company does not operate a share option scheme.

### Policy on Non-Executive Director Fees

Fees for Non-Executive Directors are determined in accordance with a framework of fees reflecting their contribution to the Company through membership of the Board, Chairmanship of the Board and fees attributed to their chairing and being members of specific committees as set out at page 171 of this Annual Report. The overall level of these fees is set through periodic benchmarking exercises conducted with the assistance of independent consultants. The fees paid to the Non-Executive Directors comprise a base fee with a supplement for each Board Committee they chair or of which they are a member. The Chairman and the AC Chairman receive an additional fee to reflect their incremental responsibilities. Directors' fees for the Board and the various Board Committees were determined in accordance with a remuneration and compensation framework comprising responsibility fees, committee membership fees and the level of contribution to, and involvement in, strategic oversight for the Group. The Non-Executive Directors' fees are always subject to the approval of the shareholders at the AGM.

### Policy on Remuneration of Executive Directors and Key Management Personnel

The RC is responsible for ensuring a formal and transparent procedure for developing policies on Director and executive remuneration and for determining the remuneration packages of individual Directors and Key Management Personnel. The RC assists the Board to ensure that remuneration policies and practices are sound in that they are able to attract, retain and motivate individuals without being excessive, thereby maximising shareholders' value. The RC exercises broad discretion and independent judgment in ensuring that the amount and mix of remuneration promotes the long-term success of the Company and is aligned with the interests of shareholders.

The compensation paid to the Executive Directors and Key Management is designed to create a well-balanced compensation scheme that reflects individual competence, responsibility, and performance, both in the short-term and long-term, and positively impacts the Company's overall performance.

## CORPORATE GOVERNANCE REPORT

### Principle 8 - Disclosure on Remuneration:

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.

The Group is transparent in its policies of remuneration and remains compliant with its disclosure requirements. In Delfi's Annual Report for 2024, the policy, and criteria for setting remuneration, as well as disclosing the names, amounts and breakdowns of remuneration of each Director, the Group's CEO, a minimum of the top five Key Management Personnel, substantial shareholders of the Company, and of immediate family members, are all clearly disclosed in accordance with the requirements of the Code.

### Disclosure of Remuneration Criteria

In line with the Code, the Company discloses in its Annual Report the policy and criteria for setting remuneration, as well as the names and breakdowns for remuneration of:

- i. each individual Director and the CEO; and
- ii. at least the top five Key Management Personnel (who are not Directors or the CEO) in bands no wider than S\$250,000, and in aggregate, the total remuneration paid to these Key Management Personnel.

A breakdown (in percentage terms) showing the level and mix of each Key Management Personnel's (i.e., the top five Key Management Personnel) remuneration paid and payable for 2024 is set in page 172.

### Disclosure on Remuneration of Directors and Key Management Personnel

The Company has updated its disclosure of remuneration of Directors and CEO, and is compliant with the amended requirements of Rule 1207(10D) of the Listing Manual of the SGX-ST. The disclosure of the required information is included in the tables found in the section entitled "Disclosure under SGX-ST Listing Manual Requirements" in this Annual Report on page 171.

The section also includes the composition of the remuneration of employees considered Key Management Personnel (who are not the CEO and are not Executive Directors) for 2024.

### Substantial Shareholders and Immediate Family Members

The remuneration (in incremental bands of S\$100,000) of employees who are substantial shareholders of the Company or are immediate family members of a Director, the CEO or a substantial shareholder of the Company is also set out in the section entitled "Disclosure under SGX-ST Listing Manual Requirements" on page 172 of our Annual Report.

### Disclosure on Remuneration

The tables in section "Disclosure under SGX-ST Listing Manual Requirements" on pages 171 to 172, show the exact remuneration of our Directors and CEO, and the remuneration of Key Management Personnel set out in incremental bands of S\$250,000 with further analysis showing the composition between Basic Salary, Variable or Bonuses, and Benefits in Kind. We are of the view that this level of disclosure in good faith supports both the spirit of Principle 8 of the Code, and that disclosure in incremental bands of Key Management Personnel is both sufficient and adequate, because any further disclosure could be detrimental to the Group's interests, as it may lead to poaching of Key Management, or the revelation of the Group's trade practices or tactics to competitors, in what is a highly competitive industry.

## III. ACCOUNTABILITY, RISK AND AUDIT

### Principle 9 - Risk Management and Internal Controls:

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

The Board and Key Management of the Delfi Group are committed to maintaining a culture of risk awareness throughout the Group.

### Determination of Risk

The Board retains the responsibility for determining the type and level of business risks that the Group undertakes on an integrated basis to achieve its business strategy and objectives.

Key Management is responsible for the design, execution, and reporting of the Group's risk management program and as such, proposes to the Board medium and long-term strategic plans with appropriate risk analysis, annual plans, and updates on both the strategies and the associated risk levels. The Board's response is to review such proposals and then accept, modify, or reject the plans proposed by Key Management.



## CORPORATE GOVERNANCE REPORT

Key Management is responsible for reporting to the Board on considerable progress or deviations of the plans, and to report on events that represent new risks to the Company.

The Board:

- a. Is responsible for ensuring that proper risk management is in place;
- b. Will provide the necessary support to Key Management to perform its duties;
- c. Will satisfy itself that Key Management is executing the agreed plans and properly reporting to the Board; and,
- d. Will satisfy itself that Key Management is operating within the framework of the approved strategies and risk tolerance levels.

Based on this assessment, the Board has determined a three-tier approach to risk management:

- Tier 1 Risks which are of high strategic and operational importance to Delfi and "top-of-mind" for the Board and Key Management. These risks warrant closer attention with additional mitigating controls to be implemented where practically possible.
- Tier 2 Risks which require close monitoring and periodic review to ensure that the impact or likelihood of risks do not increase in severity and that the effectiveness of existing controls does not deteriorate.
- Tier 3 Risks which are rated with a lower residual score and are managed within day-to-day activities. Periodic review is still required to ensure that impact or likelihood of risks do not increase in severity and that the effectiveness of existing controls does not deteriorate.

### Assurance from CEO and CFO

In discharging this responsibility, the Board continually monitors the threat and impact of risks to the Group's business and in parallel, assesses the Group's internal systems and procedures that monitor, control, and mitigate these risks. Assurances are also provided to the Board by:

- i. The CEO and Chief Financial Officer ("CFO") that the financial records have been properly maintained, and the financial statements give a true and fair view of the Company's operations and finances in accordance with the Companies Act 1967 of Singapore ("Singapore Companies Act") and Singapore Financial Reporting Standards (International); and,
- ii. The CEO and other Key Management responsible for the adequacy and effectiveness of the Company's risk management and internal control systems.

### Establishment of the Risk Management Committee

The RMC was established under a written terms of reference, to assist the Board in its supervision of risk management, policies, and initiatives.

### Composition of the Risk Management Committee

The composition of the RMC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above.

### Risk Management Committee Terms of Reference

The RMC operates under a written terms of reference (the "RMC ToR"). The RMC was established to assist the Board in its supervision of risk management, policies and initiatives.

A summary of the RMC ToR is as follows:

1. Board responsibility for governance of risk;
2. Ensuring Key Management maintains a sound system of risk management and internal controls;
3. Supporting the Board to safeguard the interests of the Company and its shareholders;
4. Developing and monitoring processes for the Board and Key Management to properly carry on responsibilities for managing risk; and,
5. Determine the nature and extent of the risks and risk management procedures which should be brought to the Board's attention for review.

### Risk Management Practice

The RMC works closely with Key Management in fostering a culture of risk awareness and consciousness throughout the Group. The RMC reviews the Delfi risk management practice and ensures that it is brought to the Board for periodic assessment as to its appropriateness and adequacy and to ensure that proper risk management is in place. In this regard, the RMC and the Board periodically undertake an enterprise-wide assessment of the universe of risks that the Delfi Group faces together with the mitigating factors and risk management policies already in place and thereby determine the net residual risk. From this, the RMC agrees, with the Board and Key Management, on a range of the specific risks that Key Management needs to address and to report back to the full Board at regular intervals to ensure that the Board is kept closely in touch with the risks, mitigating factors, risk management policies and the net residual risk.

A full enterprise-wide risk management review was concluded in 2024. It was facilitated by external consultants and involved consultation with Key Management and all members of the Board. The outcome of this review was reported to the Board in 2024.

## CORPORATE GOVERNANCE REPORT

The Board believes that risk management is a serious obligation entrusted to the Board and that the specific review of risk and risk management should not be delegated solely to a committee. Rather, during the course of the year, Key Management presents to the full Board an agreed upon selection of the main risks, along with the associated risk management activity, so that the skills and experience of all our Directors are brought to bear in evaluating and managing this critical process.

In addition to formal meetings, Key Management keeps the RMC, and the Board informed on developments in the industry and the Group's operations which may have an impact on the Group's risk profile in accordance with the RMC ToR.

Economic and financial conditions result in challenging operating conditions or economic uncertainty, including but not limited to, the performance in global commodity markets, especially in the cocoa, milk, and sugar markets which account for the majority of our ingredients costs. Our results may be affected by the impact of economic conditions on consumer confidence and buying habits. Regular reviews through customer research, review of competitor activity, together with forecasting disciplines, are in place to assess current market conditions and to ensure that any issues are dealt with in a timely fashion. Our sales team closely manages credit terms and use of insurance and/or bank guarantees with trading partners to balance their ability to purchase goods with managing the risk of bad debts. Our Treasury department ensures that the financial institutions holding our deposits and investments retain strong credit ratings and are subject to proper oversight by their respective national banking authorities. Our deposits are held across a number of institutions to mitigate the inherent risks and ensure competitive terms.

The Board is of the opinion that the Group's risk management framework and internal controls (including information technology controls) and systems maintained by Key Management provide reasonable but not absolute safeguards against material loss and/or financial misstatement. The Board further acknowledges that no cost-effective internal control framework will provide an infallible system to serve as an absolute safeguard against all risks, losses, financial misstatements, poor judgment in decision making, human error, fraud, or other irregularities. The system is designed to manage rather than to completely eliminate such risks.

Based on the (i) internal controls established and maintained by the Group; (ii) work performed by the internal and external auditors as well as other third-party independent professionals; and (iii) reviews performed by Key Management, the various Board Committees and the Board, the Board, with the concurrence of the AC and the RMC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk identification, as well as management systems and framework were adequate and effective as at 31 December 2024 to address the various risks that the Group considers relevant and material to its business operations.

As required under the Code, the Board has been assured by the Group's CEO and CFO, as well as relevant Key Management Personnel:

- That the Company's financial records have been properly maintained, and the Financial Statements give a true and fair view of its operations and finances; and,
- That the Company's risk management and internal control systems have both been appropriately established and evaluated to ensure that they are effective.

### Business Continuity Risk

Delfi has a Business Continuity Plan ("BCP") to address potential external threats and risks to the Group and to help implement prevention and quick recovery measures. This plan ensures the safeguarding of personnel and assets, enabling the business to continue functioning in the event of an external crisis.

The BCP plays a vital role when Delfi needs to respond to challenges or unexpected events out of its control, like during the COVID-19 pandemic. The BCP adheres to guidelines from relevant authorities across its key markets and is in alignment with BCP protocols in order to adapt operations accordingly.

### Whistle Blower Protection Mechanism

Shortly after its listing in 2004, Delfi implemented the Code of Conduct which provides a framework for ethical decision-making and good conduct. The Code of Conduct contains important core values and principles of the Company's professional conduct and governance and applies to the Delfi Limited Group of Companies comprising all its subsidiaries and associated companies. The Board of Directors, Key Management and staff are dedicated to upholding the Code of Conduct.

## CORPORATE GOVERNANCE REPORT

The Company's whistle blowing mechanism and policy was established by the Board and is an integral part of our Code of Conduct and is included in our HR Manual. The mechanism adopted allows concerns and/or improprieties to be reported directly to relevant officers, including country heads and/or the CEO directly, and in certain cases may be reported directly to the AC Chairman. All issues raised with Delfi shall be treated with strict confidence, and the identity of those who surface issues to Delfi would be protected.

The policy governing the mechanism described above seeks to encourage reporting in good faith of matters which may comprise misdemeanours, misconduct, fraud, corruption, illegal acts, acts of default or other transgressions ("Reportable Conduct"). The mechanism and policy seek to clearly define processes that provide for reporting of Reportable Conduct in confidence that employees or other persons who file such reports are treated fairly and shielded from any reprisal.

Delfi does not tolerate Reportable Conduct in any aspect of our operations. Our Code of Conduct and our HR Manual further provides that if physical harm is threatened or payment is made, or is asked to be made, in order to avoid imminent physical harm, that conduct must be reported immediately to senior management at Delfi, with full details provided of the people involved, and the facts of the case including details about payment sought or actually paid.

Delfi has designated its Head of Internal Controls to investigate whistleblowing reports and surface findings to the AC which is responsible for overseeing and monitoring whistleblowing.

### Principle 10 - Audit Committee:

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

### Establishment of the Audit Committee

The AC is a standing committee established by resolution of the Board in accordance with Section 201B of the Singapore Companies Act. In compliance with Principle 10 of the Code, the Board has established an AC which is mandated to discharge its duties objectively, to ensure the integrity of the financial reports issued by the Company and to oversee the Company's financial reporting, internal accounting control system and audit functions.

The AC is empowered, and functions as required by the provisions of Section 201B of the Singapore Companies Act, the Listing Manual of the SGX-ST, and the Code.

### Composition of the Audit Committee

The composition of the AC during 2024 is set out in the section "Changes to Composition of Board Committees in 2024" under Principle 1 on page 56 above. The AC comprises Independent Directors who have the relevant accounting and related financial management expertise and experience.

The AC Chairman and all the members of the AC are Independent Directors. None of the members of the AC were former partners or Directors of the Company's internal auditors, Ernst and Young Advisory Pte Ltd ("EY") or external auditors, PricewaterhouseCoopers LLP ("PwC") within a period of two years commencing on the date of their ceasing to be a partner of either company.

Graham, the Chairman of the AC, commenced in this role at the completion of the AGM on 25 April 2023. Graham had a forty-year career as a public accountant first in Australia, then the United States and before retiring, in Singapore where he was a partner of PwC for 20 years and is eminently qualified to serve the Company as AC Chairman. Nandu, a member since the completion of the AGM on 25 April 2023, and Chairman of the Board since the conclusion of the AGM on 23 April 2024, has extensive industry, corporate and commercial knowledge and experience gleaned from overseeing and managing large multinational organisations, which enables him to contribute a global perspective and in-depth experience of Asian markets, especially those in which Delfi operates. Chin, a member since he was appointed on 1 October 2024, has comprehensive experience in senior, key finance related and C-suite roles in the cocoa and chocolate confectionery sector, including serving as Chairman on the Board of a listed company in Southeast Asia. The Board believes that together they represent a committee well placed to meet the responsibilities of an AC.

### Duties of the Audit Committee

The main objectives of the AC are to focus on financial reporting, financial-related risks, and associated risk management and internal controls relating to financial reporting and financial risks, overseeing the internal and external audits, the internal review of the Group's Sustainability Report<sup>23</sup> and overseeing the Group's whistle blowing arrangements and to thereby enhance the standard of the Company's corporate governance and to assist the Board in fulfilling its fiduciary responsibilities for the Company and each of its subsidiaries and thereby act in the interests of the Company's shareholders as a whole.

23 The AC's responsibilities regarding sustainability reporting arise from a delegation by the SC which has overall responsibility for the Group's Sustainability Report

## CORPORATE GOVERNANCE REPORT

Additionally, the AC has oversight responsibilities in the following areas:

- Compliance with financial related legal, regulatory and Company policies;
- Fraud risk management; and,
- Interested Person Transactions and Related Party Transactions.

The AC serves as an independent and objective party to review the integrity of the financial information presented by Key Management to shareholders and regulators and it provides a channel of communication between the Board, the external auditors ("EA") and the internal auditors ("IA").

### Audit Committee Terms of Reference

The AC operates under a written terms of reference (the "AC ToR").

The AC has developed the AC ToR and practises in the light of the guidance provided in the "Guidebook for Audit Committees in Singapore"<sup>24</sup> and the "Audit Committee Guide"<sup>25</sup> and has satisfied itself that the present AC ToR and practices reflect the best practices espoused by those guidelines.

The AC ToR sets out the AC's functions and responsibilities in greater detail. The AC agrees and reviews its key performance metrics with the Board with respect to how it discharges its role and responsibilities.

The AC ToR is periodically reviewed and updated to ensure that evolutions in financial and business risks and corporate governance matters which are delegated to it are properly identified and managed. The present AC ToR, which is based on the Singapore Institute of Director's template Terms of Reference for an Audit Committee<sup>26</sup> where a company also has a risk management committee, was adopted on 25 February 2025.

The present AC ToR covers such matters as:

### Financial Reporting and Judgements

The AC shall review financial reporting issues and judgements so as to ensure the integrity of the Group's and the Company's Financial Statements, and of announcements on the Group's financial performance and recommend changes, if any, to the Board.

### Internal Controls

The AC shall review and report to the Board on the adequacy and effectiveness of the Group's risk management and internal controls in relation to financial reporting and other financial-related risks and controls (and other risks to the extent delegated to it by the Board).

### Internal Audit

The AC shall review the adequacy, effectiveness, independence, scope, and results of the Group's internal audit function. The AC is expected to participate in the appointment, replacement, or dismissal, evaluation, and compensation of the IA.

### External Audit

The AC shall review the scope and results of the EA, and the independence and objectivity of the EA. It shall then recommend to the Board the appointment, re-appointment or removal of the EA, and its remuneration and terms of engagement.

### Statutory Duties

The AC shall ensure that the Group complies with the requisite laws and regulations in all jurisdictions in which the Group operates as they relate to finance and the finance function.

The AC reviewed the assurance from CEO and CFO on the financial records and financial statements for 2024.

### Fraud Prevention

The AC shall ensure that the Group has programmes and policies in place to identify and prevent fraud.

### Whistle Blowing

The AC oversees the establishment and operation of the whistle blowing mechanism and process in the Group.

During 2024, there were no known incidents of non-compliance with our Code of Conduct, nor were there any whistle blowing cases at Delfi or any of its subsidiaries.

### Interested Person Transactions ("IPTs") and Related Party Transactions ("RPTs")

The AC reviews all IPTs and RPTs. Specifically, the AC shall determine methods or procedures for checking that the transaction prices are adequate for transactions to be carried out on normal commercial terms and that they will not prejudice the Company or its minority shareholders.

<sup>24</sup> Issued by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore, and Singapore Exchange Limited

<sup>25</sup> Issued by Singapore Institute of Directors

<sup>26</sup> Issued by Singapore Institute of Directors



## CORPORATE GOVERNANCE REPORT

### Key Audit Matters

On a quarterly basis, the AC receives and reviews in detail the Group's consolidated management accounts, together with supporting analyses and papers prepared by Management. During the review process, the AC identifies the critical accounting estimates and judgments for the Group, which will be assessed against the Key Audit Matters ("KAMs") identified by PwC during the audit of the annual Financial Statements. KAMs are matters which, in the judgement of PwC, were of the most significance in their audit of the Group's Financial Statements for a financial year. The AC also considers, with input from PwC and other subject matter experts, the appropriateness of the critical accounting estimates and judgments made in preparing the annual Financial Statements.

In finalising the audited Financial Statements for the year ended 31 December 2024, the AC reviewed the following matters which PwC considered to be a "KAM":

1. Claims associated with the disposal of Delfi Cacau Brasil Ltda  
*Refer to Notes 3(i) and 32(b) to the Financial Statements.*
2. Assessment of impairment of brands and license  
*Refer to Notes 3(ii), 20(a) and 21 to the Financial Statements.*

For the claims associated with the disposal of Delfi Cacau Brasil Ltda to Barry Callebaut ("BC"), the AC received and reviewed an update of these notified claims prepared by the CFO, and duly noted the Company's position that while reserving its rights in relation to the notifications, the Company has requested BC to defend these claims, as Management believes that there are strong grounds to resist these claims. The AC also considered the work performed by PwC which included, *inter alia*, seeking input from tax experts of PwC Brazil in evaluating Management's assessment of the claims and the adequacy of the amounts recognised in respect of these claims. The AC is satisfied that the amounts recognised and disclosures in respect of these claims are reasonable and adequate. As Management considers the disclosure of further details of these claims can be expected to seriously prejudice the Group's position in relation to these claims, further information has not been disclosed in the Financial Statements.

For the assessment of impaired brands and licenses, the AC reviewed the adequacy of the disclosures in respect of the brands and license in Notes 3(ii), 20(a) and 21 to the Financial Statements, and in particular the sensitivity analysis as disclosed in Note 3(ii) on page 114 of the Financial Statements and found these to be reasonable and appropriate.

Other than the KAMs described above, the AC reviewed the balance sheet of the Company and the consolidated Financial Statements of the Group for the financial year ended 31 December 2024, as well as the EA's report thereon prior to their submission to the Board for approval. During the course of the review, there were a number of other matters that were subject to a similar level of scrutiny by the AC but, in concurrence with the EA, these were not so material as to be classified as a "KAM."

### Interested Person Transactions

At the AGM held on 23 April 2024, the shareholders renewed the Shareholders' Mandate for the Company to enter into certain categories of transactions with specified classes of the Company's Interested Persons. Each quarter during 2024 the AC received and reviewed a report prepared by Key Management on all IPTs. In addition, all IPTs conducted during the financial year were reviewed and reported on to the AC by the IA in accordance with a pre-agreed set of procedures.

Detailed information on the IPTs in accordance with Rule 907 of the Listing Manual of the SGX-ST is disclosed on page 174 of this Annual Report.

### Engagement with External and Internal Auditors

#### 1. External Auditor and Audit Plan

PwC has been the Company's external auditors since 2003. The audit partner for the year ended 31 December 2024 was Ms Theresa Sim May Ling who took over the assignment during 2024. The suitability of Ms Sim for this role has been reviewed by Key Management and the AC.

During the year, the AC approved the scope of the audit plan to be undertaken by PwC. The AC discussed the results of the audit with PwC and considered the extent to which the audit plan had been met, the robustness and perceptiveness of work performed on key accounting and audit judgments and the content of its audit reports.

On this basis, the AC assessed and concluded that PwC has fulfilled its responsibilities as EA.

## CORPORATE GOVERNANCE REPORT

### 2. External Auditors' Independence

The AC is satisfied that PwC is independent from the Company, its Directors, and Key Management, and is able to fulfil its professional responsibilities and duties in an objective manner, free from any undue influence or conflicts of interest. PwC has conducted its own assessment of independence and had advised the AC in writing that based on that assessment it is not aware of any relationship or other matter between PwC Singapore or any other PwC network member firm with the Group that in their professional judgement could reasonably be thought to bear on their independence as the EA. Delfi has documented a Non-Assurance Services Concurrence Policy that governs the nature and value of non-assurance services that PwC Singapore or any member firm of the PwC network can provide to any entity within the Delfi Limited Group or any controlling entity of Delfi. The objective of this policy is to ensure that the provision of any such services does not impair the independence of the EA with regard to the Group.

### 3. Appointment of Independent External Auditor

Based on the above, the AC has recommended to the Board that PwC be re-appointed as the independent external auditor of the Company at the forthcoming AGM. The Board has concurred with this and accordingly a motion to this effect will be tabled at the forthcoming AGM.

### 4. External Audit Fees

The fees paid to the EA are disclosed on page 175. There were also non-audit services provided by the EA and the non-audit fees are disclosed on page 175.

The AC has also performed an annual review of non-audit services provided by PwC to satisfy itself that the nature and extent of such services will not prejudice the independence and objectivity of the independent external auditor. PwC has also provided a report confirming that it believes it remained independent throughout the year, within the meaning of the regulations on this matter. The AC is satisfied that the nature and extent of the services provided have not and will not prejudice the professionalism, independence, and objectivity of the EA.

The Company conforms with the rules relating to appointment of an EA as set out in Rules 712 and 715 of the Listing Manual of the SGX-ST.

### 5. Meeting IA and EA without presence of Key Management

The AC meets regularly. In addition, as and where necessary, it holds informal discussions and meetings with Key Management. The AC has full discretion to invite any Director, executive officer, staff, professional, consultant or any other person to attend its meetings. Access to and the full co-operation of the Company's Key Management has been accorded to the AC. In practice, all AC meetings will be attended by the Group's CFO and CEO so that they are better able to give a complete account of the issues being

reviewed and answer questions from the AC members. However, where there are matters of potential sensitivity, Key Management will be asked to excuse themselves from the meeting so that the AC may discuss matters openly.

In addition, both the EA and IA have unrestricted access to the AC and at least once each year meet the AC without Key Management being present to discuss matters concerning the Company in addition to periodic informal meetings with the AC Chairman. The AC keeps abreast of changes in accounting standards and issues that could potentially impact financial reporting, through appropriate in-house training and briefing sessions, and regular updates and advice from the Company's EA and IA.

### 6. Internal Audit

The Board recognises that it is accountable to shareholders and certain other stakeholders and has overall responsibility to ensure, inter alia, effective governance, accurate financial reporting for the Group and for the Group's overall internal control framework, including financial, operational and compliance controls, risk management policies and systems needed to safeguard the shareholders' investments and assets of the Group.

The Board notes that Key Management seeks to maintain an appropriate internal structure for governance and processes to manage operational and compliance risks in support of the delivery of the Company's objectives.

In this context, the internal audit function provides a third tier of defence in being accountable to the Board and providing assurance that the Group's governance structure and risk management procedures as maintained by Key Management continue to be effective and adequate.

The IA and EA together with Key Management, assist the AC in its review of the adequacy of the internal controls, through regular evaluation of the Group's internal controls, financial and accounting policies, governance and financial risk management policies and procedures. Among other things, the aim is to ensure that the internal controls are adequate and effective.

EY were appointed as the Company's IA in 2018 and have worked closely with the AC and the Company to closely monitor the internal audit framework. The IA reports directly to the AC on internal audit matters and to the Group CFO on administrative matters. They have unfettered access to documents, records, and staff of the Group. Additionally, EY has direct access to the AC Chairman to privately meet and discuss matters or concerns.

## CORPORATE GOVERNANCE REPORT

EY is an independent professional firm that specialises in the provision of internal audit services and follows a globally accepted internal audit methodology, which is in line with Singapore Standards for the Professional Practice of Internal Auditing, as set by The Institute of Internal Auditors Singapore ("IIA"), including the requirement for a quality assurance review.

Key Management and the AC is of the view that the IA meets the required standards for the professional practice of the IIA Internal Auditing Standards including, but not limited to, EY's professional competence, proficiency, and care.

The engagement team is led by a Partner with over 25 years of internal audit and risk management experience, and with support from an Associate Partner with more than 15 years of internal audit experience backed by a team of experienced internal audit consultants. EY currently serves organisations listed on the SGX-ST, multi-national companies as well as local enterprises in a wide range of industries such as fast-moving consumer goods, distribution, manufacturing, and retail.

In addition, the Company employs a small team of internal auditors led by a Head of Internal Controls, to complement and co-ordinate the work undertaken by EY.

The AC is satisfied that EY is independent from the Company, its Directors, and Key Management, and is able to discharge its professional duties in an objective manner, free from any undue influence or conflicts of interest. Additionally, the AC is satisfied that the EY team engaged to work with the Company is effective, has the appropriate standing within the Group and is given the respect that its position requires. The AC is also of the view that the EY team is adequately resourced and staffed with sufficient persons with the relevant qualifications and experience.

Prior to the start of the financial year, the AC reviewed and approved the annual internal audit plan with the IA. Thereafter the AC regularly met with the IA and received regular updates from the IA on their progress in meeting the plan objectives. The AC discussed the result of the IA's audit findings and their evaluation of the Group's system of internal accounting controls together with responses from Key Management. Each quarter, the AC also reviewed progress by Key Management in addressing the issues identified by the IA. The internal audit plan was achieved, and where appropriate enhancements were made to the Company's organisational structure, operating procedures and systems and processes.

The Board, with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and financial risk management systems were adequate and effective as at 31 December 2024 to address the various risks that the Group considers relevant and material to its business operations.

The Board is of the opinion that the Group's risk management framework and internal controls (including information technology controls) and systems maintained by Key Management provide reasonable but not absolute safeguards against material loss and/or financial misstatement. The Board further acknowledges that no cost-effective internal control framework will provide an infallible system to serve as an absolute safeguard against all risks, losses, financial misstatements, poor judgment in decision making, human error, fraud, or other irregularities. The system is designed to manage rather than to completely eliminate such risks.

As Delfi operates internationally, it could be affected by a number of risks, including industry and/or the country risks, as well as risks that may generally arise from, inter alia, the use and application of cocoa ingredients, and/or the production, use and consumption of chocolate and other confectionery products, availability of talent, business risks, market risks, a downturn in the economy and political factors such as economic or political instability inside any country in which Delfi operates.

There may also be additional risks not presently known to the industry or the Company, or that the Company may, with the information presently available, currently deem to be immaterial, which could affect its business and operations. New and/or other risks may well emerge due to environmental, economic, technological, biological, and/or other developments.

While the Board, the AC and the RMC have made every reasonable effort to place a robust and effective system of internal controls to address financial, operational and compliance risks and to prevent, mitigate, manage and/or buffer risks, should some risks develop into actual events, the business, results of operations, financial condition, and prospects of Delfi could be materially and/or adversely affected.

In accordance with good corporate practice, the AC periodically reviews the appointment of its IA.

## CORPORATE GOVERNANCE REPORT

### Sustainability Reporting

The Group issues an annual Sustainability Report which outlines its efforts in the ESG areas. Responsibility for the issue of the Sustainability Report rests with the SC. The SC has delegated to the AC responsibility for oversight of the conduct of a review of the processes in relation to sustainability reporting (the "Internal Review"). The Internal Review is intended to provide assurance that the contents of the Sustainability Report meet the requirements set by SGX and that the disclosures in that report are materially accurate. Oversight of the Internal Review has become a key part of the AC's responsibilities since the first such review was undertaken on the 2022 Sustainability Report.

### IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

#### Principle 11 - Shareholder Rights and Conduct of General Meetings:

The Company treats all shareholders fairly and equitably in order to enable them to exercise their 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.

#### Responsibility to Shareholders

The Company respects and upholds shareholders' rights and manages its communication with shareholders and investors with care and diligence in an open and non-discriminatory way, so that timely, regular, and relevant information regarding the Group's performance, progress, and prospects helps shareholders and investors in their investment decisions. The Board recognises and exercises its overall responsibility to shareholders, by ensuring accurate financial reporting for Delfi and for the Group's overall internal control framework, including financial, operational and compliance controls (including information technology controls), risk management policies and through systems needed to safeguard the shareholders' investments in, and the assets of Delfi.

The Company's Constitution provides for the attendance by nominees of shareholders at general meetings. Although the Company's Constitution allows for *in absentia* voting at general meetings of shareholders, the Company has decided against implementing voting *in absentia* (other than via proxy), by mail, email, or facsimile, until all relevant issues on security and integrity on such mode of communication are satisfactorily resolved.

### Appropriate Disclosure of Material Information

The Company makes timely and relevant disclosures of material information to the SGX-ST, and these filings are also then posted on the Group's website to allow shareholders, investors, and members of the public to keep abreast of developments in the Company's business and corporate activities.

We encourage and facilitate shareholder engagement and participation through our meetings and briefings referred to in Principle 12 on pages 79 to 80.

The Company conveys its financial performance, position, and outlook on a half-year and full-year basis via announcements to the SGX-ST and subsequently through the Group's website. In addition, the Company makes available to the public a Business Update after the first and third quarters of the year. Moreover, regular communication with shareholders enhances the Group's transparency. We also hold briefing sessions with the investment community when financial results are announced on a half-year and full-year basis.

The Company's Investor Relations and Corporate Communications Department meet with key investors regularly and answers queries from shareholders. Where constructive and practicable, feedback received from our shareholders is addressed in the preparation of our annual and half-year reports. It is the Company's policy to endeavour to respond to queries and emails requesting information within 3 to 5 business days.

Our Investor Relations representative may be contacted through the details listed in the Corporate Information Section on page 23 of this Annual Report.

In accordance with applicable regulations, all financial results comprising financial performance, position and prospects as well as price sensitive information are initially released through SGXNet and then subsequently through various media including press releases, and/or the Group's website at <http://www.delfilimited.com>.

The Company has clear Board approved policies and guidelines for dealings in securities of the Company by Directors and officers, in conformity with the rules relating to dealings in securities in Rule 1207(19) of the Listing Manual of the SGX-ST. The Group prohibits executives and staff from trading in its securities for a period commencing one month before the announcement of the full-year financial results and the half-year financial results; and consistently reminds Directors, officers, and staff of the need to avoid trading in its securities on short term considerations, as well as to observe laws and regulations on trading in shares, including, but not limited to, insider trading laws.



# CORPORATE GOVERNANCE REPORT

## Dividends

The Group's dividend practice is integral to Delfi's investment story. The Board seeks to distribute what it considers to be an appropriate portion of the Group's profit each year taking into account a number of factors including prevailing economic conditions, prospects in the markets in which the Group operates, anticipated future capital expenditure, likely acquisition, development and/or expansion opportunities, the availability and cost of borrowings and the need to provide shareholders with a return on their investment in the Group.

### Principle 12 - Engagement with Shareholders:

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.

### Principle 13 - Engagement with Stakeholders:

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.

The Board strives in its communications with shareholders and engagement with stakeholders to give them an objective, balanced and clear assessment of the Group's results. Our view is that regular communication with shareholders and engagement with stakeholders enhances the Group's transparency.

## Avenues of Communication

The Company conveys its financial performance, position and outlook on a half-year and full-year basis via announcements to the SGX-ST and subsequently through the Company's website. Additional disclosures, when required, are also made through the same communication channels.

In accordance with applicable regulations, all financial results comprising financial performance, position and prospects as well as price sensitive information are firstly released through SGXNet and then subsequently through various media including press releases and/or the Company's website at <https://www.delfilimited.com>. We hold briefing sessions with the investment community following the announcement of financial results and the Company's investor relations team meets with key investors regularly and answers queries from shareholders.

Communications with shareholders are overseen by the Investor Relations and Corporate Communications Department, headed by the CFO. This Department communicates with investors on a regular basis and attends to their queries.

Shareholders are informed of general meetings through notices contained in annual reports or circulars sent to all shareholders. These notices are also published in the main Singapore newspapers and posted on SGXNet.

To provide ample time for the shareholders to review, and in compliance with the applicable laws and regulations, each year the notice of AGM, together with the Annual Report, is distributed, electronically via SGXNet and Delfi's website, and in printed format to all shareholders not less than 14 days before the scheduled AGM date. All shareholders are entitled to vote in accordance with the established voting rules and procedures at the AGM.

## Annual General Meeting

Delfi's AGM in respect of 2024 ("AGM 2024") to be held on 29 April 2025, will be held in a wholly physical format. The arrangements relating to attendance and voting at the AGM 2024, appointment of proxies, submission of questions in advance of the AGM 2024, addressing of substantial and relevant questions at the AGM 2024 and access to documents, will be set out in Delfi's Notice of AGM dated 14 April 2025. The Notice of the AGM, and the Proxy Form in respect of AGM 2024 will be sent to shareholders, as part of this Annual Report, by mail prior to the date of the AGM 2024 within the prescribed statutory period. The Company will provide all shareholders with printed copies of the 2024 Annual Report via post.

All these documents will also be made available to shareholders electronically at the following URL address <https://delfilimited.listedcompany.com/home.html>.

The majority of our Directors including our Chairman and CEO always attend our AGM. Our Directors always endeavour to attend the AGM, and shareholders are given the opportunity to share their thoughts and ideas or ask questions relating to matters which are the subject of the resolutions to be passed.

An independent external party is appointed as scrutineer for the electronic poll voting process. It is the role of the scrutineer to review the proxies and the electronic poll voting system, as well as attend to the proxy verification process, to ensure that the poll voting information is compiled correctly. All of the Company's resolutions are voted on via a poll as this assures shareholders of better transparency. Electronic poll voting devices are used to register the votes of shareholders.

At the AGM, the voting results for each resolution are disclosed to shareholders. When voting for a resolution has concluded, the poll voting results, including the number and percentage of votes cast (both for and against the resolution in question), are made known to shareholders during the AGM. The poll voting and proxy voting results are promptly released to the SGX-ST via SGXNet.

## CORPORATE GOVERNANCE REPORT

The Company's Constitution provides for shareholders to participate and vote at general meetings, and shareholders are encouraged to do so. As a matter of good order, we will continue to propose and table separate resolutions in respect of each issue referred to shareholders for approval at general meetings, unless such resolutions are interdependent or linked.

Our lawyers, external auditors, and consultants make it a point to attend our general meetings.

### Publishing of Minutes of Annual General Meeting

The Company prepares and publishes minutes of general meetings incorporating the substantial and relevant comments or queries from shareholders that are relevant to the agenda of the meeting and responses from the Board and Key Management. The Company will publish the minutes of the forthcoming AGM within one month from the AGM to the SGX-ST via SGXNet in accordance with the guidance on the conduct of general meetings issued by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore, and Singapore Exchange Regulation.

25 March 2025

## DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2024 and the balance sheet of the Company as at 31 December 2024.

In the opinion of the directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 90 to 156 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

### DIRECTORS

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

Doreswamy Nandkishore (Chairman)  
Chuang Tiong Choon  
Chuang Tiong Liep  
Chuang Tiong Kie  
Pedro Mata-Bruckmann  
Graham Nicholas Lee  
Lee Meng Tat  
Chin Koon Yew (Appointed on 1 October 2024)  
Lim Seok Bee (Appointed on 1 October 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 object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than as disclosed in this statement.

## DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

- (a) According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations (other than wholly-owned subsidiaries), except as follows:

	Holdings registered in the name of a director or nominee At 1.1.2024 or date of appointment, if later		Holdings in which a director is deemed to have an interest At 1.1.2024 or date of appointment, if later	
	At 31.12.2024		At 31.12.2024	
<b>The Company</b> (No. of ordinary shares)				
Doreswamy Nandkishore	22,000	22,000	-	-
Chuang Tiong Choon	604,800	604,800	319,476,500	319,476,500
Chuang Tiong Liep	290,800	290,800	310,491,000	310,491,000
Chuang Tiong Kie	630,800	630,800	-	-
Pedro Mata-Bruckmann	177,000	177,000	-	-
Graham Nicholas Lee	-	-	-	-
Lee Meng Tat	-	-	-	-
Chin Koon Yew <sup>1</sup>	1,119,300	1,119,300	179,100	179,100
Lim Seok Bee <sup>1</sup>	-	-	-	-
<b>Cocoa Specialities, Inc.</b> (Ordinary shares of Pesos 100 each)				
Chuang Tiong Choon	1	1	-	-
<b>Delfi Foods, Inc.</b> (Ordinary shares of Peso 1 each)				
Chuang Tiong Choon	1	1	-	-
<b>Delfi Marketing, Inc.</b> (Ordinary shares of Pesos 100 each)				
Chuang Tiong Choon	1	1	-	-
Chuang Tiong Liep	1	1	-	-
<b>Springbright Investments Limited</b> (Ordinary shares of US\$1 each)				
Chuang Tiong Choon	-	-	51	51
Chuang Tiong Liep	-	-	30	30
Chuang Tiong Kie	-	-	19	19
<b>Berlian Enterprises Limited</b> (Ordinary shares of US\$1 each)				
Chuang Tiong Choon	-	-	51	51
Chuang Tiong Liep	-	-	30	30
Chuang Tiong Kie	-	-	19	19
<b>Aerodrome International Limited*</b> (Ordinary shares of US\$1 each)				
Chuang Tiong Choon	-	-	10	10

<sup>1</sup> Appointed with effect from 1 October 2024

\* Aerodrome International Limited ("AIL") is held by Johnsonville Assets Limited ("JAL") (70%) and Johnsonville Holdings Limited ("JHL") (30%). The ultimate holding corporation is Butterfield Trust (Asia) Limited ("BTAL"), a Singapore registered public trust company which has a deemed interest arising from its 100% shareholding in AIL. Mr Chuang Tiong Choon and Mdm Lim Mee Len (spouse of Mr Chuang Tiong Choon) are beneficiaries of Johnsonville Assets Trust and Johnsonville Holdings Trust, both of which BTAL has been appointed as the trustee.



## DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### DIRECTORS' INTERESTS IN SHARES OR DEBENTURES (continued)

- (b) Chuang Tiong Choon and Chuang Tiong Liep who by virtue of their interest of not less than 20% of the issued capital of the Company, are deemed to have interests in the whole of the share capital of the Company's wholly-owned subsidiaries.
- (c) The directors' interests in the shares of the Company as at 21 January 2025 were the same as those as at 31 December 2024 for all the directors.

### SHARE OPTIONS

The Company does not have any share option scheme or plans in place for a share option scheme, or such scheme or such plans that entitle holders to participate, by virtue of the scheme or plans, in any share issue of any other corporation.

### AUDIT COMMITTEE

The members of the Audit Committee ("AC") at the date of this statement are as follows:

Graham Nicholas Lee (Chairman)  
Doreswamy Nandkishore  
Chin Koon Yew

All AC members, including the Chairman, are independent directors. The AC performed its functions in accordance with section 201B(5) of the Singapore Companies Act 1967, the SGX-ST Listing Manual, the Code of Corporate Governance 2018, and the Guidebook for Audit Committees in Singapore 2014.

The key responsibilities of the AC include focusing on financial reporting, financial-related risks and risk management and internal controls pertaining to financial reporting and financial risks. This includes overseeing both the internal audit function of the Group and the appointment and work of the external auditors. The AC also has oversight of the Group's whistle-blowing arrangements. Furthermore, the AC has oversight responsibilities in ensuring compliance with financial-related legal, regulatory and company policies, managing fraud risks and monitoring Interested Person Transactions and Related Party Transactions.

The AC has full access to and the full co-operation of management and has been given the resources required for it to discharge its functions properly. It also has full discretion to invite any member of management to attend its meetings. The external and internal auditors have unrestricted access to the AC.

### INTERNAL AND EXTERNAL AUDIT

The AC has reviewed the overall scope of both internal and external audits and the assistance given by the Company's officers to the auditors. It has met the Company's internal and independent auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls.

The AC also held discussions with the internal and external auditors and is satisfied that the processes put in place by management provide reasonable assurance on the mitigation of fraud risk exposure to the Group.

### FINANCIAL REPORTING

The AC has reviewed the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2024, as well as the Independent Auditor's Report thereon prior to its submission to the Board of Directors for approval. The AC has also reviewed the key audit matters set out in the Independent Auditor's report on pages 86 and 87 and included its commentary in relation to those matters in the Group's Corporate Governance Report.

## DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### INTERESTED PERSON TRANSACTIONS

The Company renewed its Shareholders' Mandate for it to enter into certain categories of transactions with specified classes of the Company's Interested Persons. The AC has also reviewed the interested person transactions of the Group during the financial year in accordance with established procedures.

### EXTERNAL AUDIT AND AUDITOR INDEPENDENCE

The AC has nominated PricewaterhouseCoopers LLP ("PwC") for re-appointment as the independent auditor of the Company at the forthcoming Annual General Meeting. The AC has conducted an annual review of non-audit services to satisfy itself that the nature and extent of such services will not prejudice the independence and objectivity of the independent auditor.

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712, 715 and 716 of the Listing Manual of the SGX-ST.

Based on the above, the Board concurred with the AC's recommendation. Accordingly, the Board has nominated PwC for re-appointment as the independent auditor of the Company at the forthcoming Annual General Meeting.

### INDEPENDENT AUDITOR

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept reappointment.

On behalf of the directors

**CHUANG TIONG CHOON**  
Director

**CHUANG TIONG KIE**  
Director

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELFI LIMITED

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Our opinion

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

### *What we have audited*

The financial statements of the Company and the Group comprise:

- the consolidated income statement of the Group for the financial year ended 31 December 2024;
- the consolidated statement of comprehensive income of the Group for the financial year then ended;
- the balance sheets of the Group and of the Company as at 31 December 2024;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including material accounting policy information.

### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Independence*

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

# INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF DELFI LIMITED

Our Audit Approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

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 for the financial year ended 31 December 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Claims associated with the disposal of Delfi Cacau Brasil Ltda</b></p> <p><i>Refer to Notes 3(i) and 32(b) to the financial statements.</i></p> <p>As explained in Note 3(i) to the financial statements, the Company is liable for claims notified by Barry Callebaut ("BC"). This comprised seven claims made by the Brazilian authorities against Barry Callebaut Industriae E Comercio de Productos Alimenties Ltda ("BCBI"), the BC company succeeding Delfi Cacau Brasil Ltda, a divested Brazil subsidiary.</p> <p>The Company's total exposure in respect of these notified claims as at 31 December 2024 amounted to <b>BRL95,771,929 (US\$15,467,000)</b>.</p> <p>We focused on this area due to the high level of management judgement associated with determining the need for, and magnitude of, the relevant potential for liabilities associated with these claims.</p>	<p>We evaluated the reasonableness of management's assessment of the outcome of these claims and the adequacy of the amounts recognised in respect of these claims. We involved our tax experts in Brazil and obtained confirmation to assist us in the evaluation of management's assessment.</p> <p>We also considered the adequacy of the Group's disclosures (in Note 3(i) and Note 32(b)) made in relation to the amounts recognised in respect of these claims.</p> <p>Based on the audit procedures performed, the position taken by management is consistent with our evaluation.</p>



## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELFI LIMITED

### Key Audit Matter

#### Assessment of impairment of brands and licence

*Refer to Notes 3(ii), 20(a) and 21 to the financial statements.*

The Group has brands and a licence with indefinite useful lives, with a total carrying value of **US\$17,480,000** as at 31 December 2024.

The assessment of impairment was an area of focus because the assessment of the recoverable amounts of the brands and licence with indefinite useful lives involves significant judgements about the expected sales of the branded products, royalty rates, expected long term growth rates and the appropriate discount rates applied to the future cash flow forecasts.

Management has assessed that there is no impairment of brands and the licence as the recoverable amounts are higher than the carrying values as at 31 December 2024.

### How our audit addressed the Key Audit Matter

We have reviewed management's computation of the recoverable amounts of brands and licence, including assessing the appropriateness of management's forecast of sales of the branded products and the reasonableness of the key assumptions (royalty rates, long-term growth rate and discount rates) used in the fair value less costs of disposal calculations.

Obtained an understanding of management's expectations of the future development of various branded products and markets when reviewing management's sales forecast and other key assumptions made in the computation of recoverable amounts.

We involved our valuation experts to evaluate the valuation methodology and key assumptions applied based on the information and market conditions prevailing at the date of this report, as follows:

- Royalty rates - we assessed them against rates charged by comparable brands;
- Long-term growth rates - we compared them against economic and industry forecasts in the respective countries; and
- Discount rates - we assessed the weighted average cost of capital for the Group against comparable organisations, as well as considering territory specific factors.

We evaluated management's sensitivity calculations over the Group's brands and licence to assess the impact on the recoverable amount for each brand and licence.

We also considered the adequacy of the Group's disclosures (in Notes 3(ii), 20(a) and 21) made in relation to the brands and licence with indefinite useful lives.

Based on the audit procedures performed, we found management's assessment to be consistent with the results of our procedures.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELFI LIMITED

## Other Information

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

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

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

## Responsibilities of Management and Directors for the Financial Statements

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

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

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

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

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

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

- 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.

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELFI LIMITED

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

- 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's financial statements. We are responsible for the direction, supervision and review of 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.

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, actions taken to eliminate threats or safeguards applied.

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 Ms. Theresa Sim May Ling.

## CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	The Group	
		2024 US\$'000	2023 US\$'000
Revenue	4	502,655	538,153
Cost of sales		(364,837)	(384,909)
Gross profit		137,818	153,244
Other operating income			
– Interest	4	2,710	3,125
– Others	4	1,819	1,566
Selling and distribution costs		(63,960)	(63,420)
Administrative expenses		(26,946)	(26,527)
Finance costs	6	(1,419)	(1,217)
Other operating expenses		(827)	(1,070)
Share of results of associated company and joint ventures	15	(89)	(312)
<b>Profit before income tax</b>		<b>49,106</b>	<b>65,389</b>
Income tax expense	8(a)	(15,157)	(19,134)
<b>Total profit</b>		<b>33,949</b>	<b>46,255</b>
<b>Profit attributable to:</b>			
Equity holders of the Company		33,949	46,255
<b>Earnings per ordinary share <sup>(1)</sup></b> <b>(expressed in US cents per share)</b>			
Basic and Diluted	9	5.55	7.57

Note:

<sup>(1)</sup> Diluted earnings per share for financial years 2024 and 2023 are the same as basic earnings per share as there were no potentially dilutive ordinary shares.

The accompanying notes form an integral part of these financial statements.



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	The Group	
	2024	2023
	US\$'000	US\$'000
<b>Profit for the year</b>	<b>33,949</b>	46,255
<b>Other comprehensive (loss)/income:</b>		
Items that may be reclassified subsequently to profit or loss:		
Foreign currency translation reserve		
– Currency translation differences arising from consolidation (Note 28(a))	<b>(9,488)</b>	2,900
Items that will not be reclassified subsequently to profit or loss:		
Defined pension benefits obligation		
– Remeasurements of defined pension benefits obligation (Note 26(b))	<b>572</b>	(95)
– Tax on remeasurements (Note 8(b))	<b>(123)</b>	25
	<b>449</b>	(70)
Other comprehensive (loss)/income, net of tax	<b>(9,039)</b>	2,830
<b>Total comprehensive income for the year</b>	<b>24,910</b>	49,085
<b>Total comprehensive income attributable to:</b>		
Equity holders of the Company	<b>24,910</b>	49,085

The accompanying notes form an integral part of these financial statements.

## BALANCE SHEETS

AS AT 31 DECEMBER 2024

		The Group	The Company		
	Note	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
ASSETS					
Current assets					
Cash and bank deposits	10	43,785	59,377	33,111	51,893
Trade receivables	11	86,271	88,847	2,212	1,400
Loan to joint venture	16	60	60	60	60
Inventories	12	131,819	115,893	-	48
Rights to returned goods	4(a)	1,486	1,460	-	-
Income tax recoverable	8(a)	12,168	8,313	-	-
Other current assets	13	15,364	20,947	12,920	1,344
		290,953	294,897	48,303	54,745
Non-current assets					
Investments in subsidiaries	14	-	-	40,919	40,919
Investments in associated company and joint ventures	15	2,089	2,251	3,960	4,560
Loan to associated company	16	800	836	-	-
Financial asset, at FVPL	17	574	500	500	500
Property, plant and equipment	18	109,409	97,756	833	1,472
Intangible assets	20	18,014	18,248	17,426	17,535
Deferred income tax assets	8(b)	4,368	4,144	340	340
Income tax recoverable	8(a)	1,606	1,676	-	-
Other non-current assets	22	415	636	48	5
		137,275	126,047	64,026	65,331
Total assets		428,228	420,944	112,329	120,076
LIABILITIES					
Current liabilities					
Trade payables	23	57,431	45,125	1,181	1,590
Refund liabilities	4(a)	7,805	7,535	-	-
Other payables	24	57,878	48,987	3,399	3,621
Current income tax liabilities		1,291	2,406	-	-
Borrowings	25	24,776	32,735	-	-
		149,181	136,788	4,580	5,211
Non-current liabilities					
Other payables	24	1,856	4,928	241	528
Deferred income tax liabilities	8(b)	1,368	1,860	-	-
Provisions for other liabilities and charges	26(a)	11,238	11,148	-	-
		14,462	17,936	241	528
Total liabilities		163,643	154,724	4,821	5,739
NET ASSETS		264,585	266,220	107,508	114,337
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	27	95,936	95,936	95,936	95,936
Foreign currency translation reserve	28(a)	(34,391)	(24,903)	-	-
Other reserves	28(b)	1,989	1,540	-	-
Retained earnings	29	201,051	193,647	11,572	18,401
TOTAL EQUITY		264,585	266,220	107,508	114,337

The accompanying notes form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Share capital US\$'000	Foreign currency translation reserve US\$'000	General reserve US\$'000	Defined pension benefits obligation US\$'000	Retained earnings US\$'000	Total equity US\$'000
<b>The Group</b>							
<b>Balance at 1 January 2024</b>		<b>95,936</b>	<b>(24,903)</b>	<b>1,851</b>	<b>(311)</b>	<b>193,647</b>	<b>266,220</b>
Profit for the year		-	-	-	-	33,949	33,949
Other comprehensive (loss)/ income for the year		-	(9,488)	-	449	-	(9,039)
<b>Total comprehensive (loss)/ income for the year</b>		<b>-</b>	<b>(9,488)</b>	<b>-</b>	<b>449</b>	<b>33,949</b>	<b>24,910</b>
Final and special dividend relating to 2023 paid	30	-	-	-	-	(13,812)	(13,812)
Interim dividend relating to 2024 paid	30	-	-	-	-	(12,733)	(12,733)
<b>Total transactions with owners, recognised directly in equity</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(26,545)</b>	<b>(26,545)</b>
<b>Balance at 31 December 2024</b>		<b>95,936</b>	<b>(34,391)</b>	<b>1,851</b>	<b>138</b>	<b>201,051</b>	<b>264,585</b>
<b>Balance at 1 January 2023</b>		<b>95,936</b>	<b>(27,803)</b>	<b>2,505</b>	<b>(241)</b>	<b>175,798</b>	<b>246,195</b>
Profit for the year		-	-	-	-	46,255	46,255
Other comprehensive income/ (loss) for the year		-	2,900	-	(70)	-	2,830
<b>Total comprehensive income/ (loss) for the year</b>		<b>-</b>	<b>2,900</b>	<b>-</b>	<b>(70)</b>	<b>46,255</b>	<b>49,085</b>
Transfer to general reserve		-	-	(654)	-	654	-
Final and special dividend relating to 2022 paid	30	-	-	-	-	(16,623)	(16,623)
Interim dividend relating to 2023 paid	30	-	-	-	-	(12,437)	(12,437)
<b>Total transactions with owners, recognised directly in equity</b>		<b>-</b>	<b>-</b>	<b>(654)</b>	<b>-</b>	<b>(28,406)</b>	<b>(29,060)</b>
<b>Balance at 31 December 2023</b>		<b>95,936</b>	<b>(24,903)</b>	<b>1,851</b>	<b>(311)</b>	<b>193,647</b>	<b>266,220</b>

The accompanying notes form an integral part of these financial statements.

## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 US\$'000	2023 US\$'000
<b>Cash flows from operating activities</b>			
Total profit		33,949	46,255
Adjustments:			
Income tax expense		15,157	19,134
Depreciation and amortisation		12,530	10,976
Gain on disposal of property, plant and equipment		(79)	(229)
Interest income		(2,710)	(3,125)
Interest expense		1,419	1,217
Fair value (gain)/loss on derivatives		(18)	72
Share of results of associated company and joint ventures		89	312
Operating cash flow before working capital changes		60,337	74,612
Changes in working capital			
Inventories		(15,926)	(442)
Trade and other receivables		9,553	(16,568)
Rights to returned goods		(26)	746
Trade and other payables and other provisions		16,867	(10,850)
Refund liabilities		270	299
Cash generated from operations		71,075	47,797
Interest received		2,710	3,125
Income tax paid, net of tax refund received		(21,211)	(25,625)
<b>Net cash provided by operating activities</b>		<b>52,574</b>	<b>25,297</b>
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment		(27,508)	(16,305)
Advances for purchase of property, plant and equipment		(1,088)	(7,289)
Purchases of intangible assets		(335)	(145)
Purchase of financial asset, at FVPL		(74)	(500)
Proceeds from disposal of property, plant and equipment		212	269
<b>Net cash used in investing activities</b>		<b>(28,793)</b>	<b>(23,970)</b>
<b>Cash flows from financing activities</b>			
Proceeds from bank borrowings		-	7,135
Repayment of bank borrowings		(1,856)	(4,679)
Proceeds from trade finance		-	8,169
Repayment of trade finance		(1,707)	-
Repayment of lease liabilities		(3,401)	(3,078)
Interest paid		(1,419)	(1,217)
Dividends paid to equity holders of the Company		(26,545)	(29,060)
<b>Net cash used in financing activities</b>		<b>(34,928)</b>	<b>(22,730)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(11,147)</b>	<b>(21,403)</b>
<b>Cash and cash equivalents</b>			
Beginning of financial year		55,310	76,051
Effects of currency translation on cash and cash equivalents		(378)	662
End of financial year	10	43,785	55,310

The accompanying notes form an integral part of these financial statements.



## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### Reconciliation of liabilities arising from financing activities

	2023 US\$'000	Proceeds US\$'000	Principal and interest payment US\$'000	Non-cash changes			2024 US\$'000
				Additions US\$'000	Interest expense US\$'000	Foreign exchange movement US\$'000	
Bank loans	7,135	-	(2,442)	-	586	(329)	<b>4,950</b>
Trade finance	21,533	-	(2,271)	-	564	-	<b>19,826</b>
Lease liabilities	8,231	-	(3,670)	1,102	269	(46)	<b>5,886</b>
	<b>36,899</b>	-	<b>(8,383)</b>	<b>1,102</b>	<b>1,419</b>	<b>(375)</b>	<b>30,662</b>

	2022 US\$'000	Proceeds US\$'000	Principal and interest payment US\$'000	Non-cash changes			2023 US\$'000
				Additions US\$'000	Interest expense US\$'000	Foreign exchange movement US\$'000	
Bank loans	4,633	7,135	(5,165)	-	486	46	7,135
Trade finance	13,292	8,241	(563)	-	563	-	21,533
Lease liabilities	2,169	-	(3,246)	9,207	168	(67)	8,231
	20,094	15,376	(8,974)	9,207	1,217	(21)	36,899

The accompanying notes form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

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

## 1. GENERAL INFORMATION

Delfi Limited (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 111 Somerset Road, #16-12 TripleOne Somerset, Singapore 238164.

The principal activities of the Company are the marketing and distribution of chocolate, chocolate confectionery and investment holding. The principal activities of each of the subsidiaries are set out in Note 14.

## 2. MATERIAL ACCOUNTING POLICY INFORMATION

### 2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise judgement in applying the Group's accounting policies. It also requires the use of accounting estimates and assumptions. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

#### *Interpretations and amendments to published standards effective in 2024*

On 1 January 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The following are the new or amended SFRS(I)s, SFRS(I) Interpretations and amendments to SFRS(I)s, that are relevant to the Group effective as of 1 January 2024:

- SFRS(I) 1-1: Classification of Liabilities as Current or Non-current
- SFRS(I) 1-1: Non-current Liabilities with Covenants
- SFRS(I) 1-7 and SFRS(I) 7: Supplier Finance Arrangements
- SFRS(I) 16: Lease Liability in a Sale and Leaseback

The adoption of the above new or amended SFRS(I)s did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.2 Group accounting

#### (a) Subsidiaries

##### (i) Consolidation

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which the control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

##### (ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

Please refer to Note 2.12(a) for the subsequent accounting policy on goodwill.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 2.2 Group accounting (continued)

##### (a) Subsidiaries (continued)

###### (iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to Note 2.10 for the Company's accounting policy on investments in subsidiaries.

##### (b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

##### (c) Associated companies and joint ventures

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by shareholding giving rise to voting rights of 20%.

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

###### (i) Acquisitions

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint ventures represents the excess of the cost of acquisition of the associated company or joint venture over the Group's share of the fair value of the identifiable net assets of the associated company or joint venture and is included in the carrying amount of the investments.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.2 Group accounting (continued)

#### (c) Associated companies and joint ventures (continued)

##### (ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint ventures' post-acquisition profits or losses of the investee in the Group's profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint ventures are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in an associated company or joint venture equals to or exceeds its interest in the associated company or joint venture, the Group does not recognise further losses, unless it has incurred legal or constructive obligations to make, or has made, payments on behalf of the associated company or joint venture. If the associated company or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associate or joint venture includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies or joint ventures are eliminated to the extent of the Group's interest in the associated companies or joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the assets transferred. The accounting policies of associated companies or joint ventures are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

##### (iii) Disposals

Investments in associated companies or joint ventures are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated company or joint venture is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to Note 2.10 for the Company's accounting policy on investments in associated companies and joint ventures.

### 2.3 Currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in United States Dollars, which is the functional currency of the Company.

#### (b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.3 Currency translation (continued)

#### (b) Transactions and balances (continued)

Monetary items include primarily financial assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any borrowings forming part of the net investment in the foreign operation is repaid, a proportionate share of the accumulated currency translation difference is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses impacting profit or loss are presented in the income statement within "Other operating income" or "Other operating expenses".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair value measurements are determined.

#### (c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in the other comprehensive income and accumulated in the foreign currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

### 2.4 Revenue and other operating income recognition

#### (a) Sale of goods

The Group manufactures and sells a range of chocolate, chocolate confectionery and consumer products of which a majority represents a single performance obligation. Revenue from sale of goods is measured at the selling list price less trade incentives payable to the customers. Revenue from the sale of these goods is recognised at a point in time when the products are delivered to the customers.

The amount payable to customers relating to trade incentives are estimated based upon the Group's analysis of the incentives offered, expectations regarding customer and consumer participation, historical sales and payment trends, and the Group's experience with payment patterns associated with similar incentives offered in the past.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.4 Revenue and other operating income recognition (continued)

#### (a) Sale of goods (continued)

Sales are made with a credit term not exceeding 90 days. Based on customary business practice, some customers have a right to return the goods to the Group. Therefore, a refund liability and a right to the returned goods are recognised for products expected to be returned.

Accumulated experience is used to estimate such returns at the time of sale at a portfolio level (expected value method). Based on historical trend, it is highly probable that a significant reversal in the cumulative revenue recognised will not occur. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date. The asset is initially measured at the carrying amount of the goods at the time of sale, less expected cost to recover the goods which is not expected to be material.

The returned asset will be presented and assessed for impairment separately from the refund liability. The Group will need to assess the returned asset for impairment, and adjust the value of the asset if it becomes impaired.

A receivable (financial asset) is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before payment is due.

#### (b) Interest income

Interest income is recognised on a time-proportion basis, using the effective interest rate method.

#### (c) Dividend income

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

#### (d) Royalty income

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement with related companies.

#### (e) Service fee

Service fee is recognised over time when the services for support provided to joint venture are rendered.

### 2.5 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 2.6 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred income tax arising from a business combination is adjusted against goodwill on acquisition.

#### 2.7 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value, net of bank overdrafts. Bank overdrafts are presented as current borrowings on the balance sheet.

#### 2.8 Financial assets

##### (a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.8 Financial assets (continued)

#### (a) Classification and measurement (continued)

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

#### At initial recognition

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.

#### At subsequent measurement

##### (i) Debt instruments

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables, deposits, loans to associated company and joint venture, loans to subsidiaries, and unlisted debt securities.

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- **Amortised cost:** Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- **FVOCI:** Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".
- **FVPL:** Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses".

##### (i) Equity investment

The Group subsequently measures its equity investments at their fair value. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses". Dividends from equity investments are recognised in profit or loss as "dividend income".

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.8 Financial assets (continued)

#### (b) Impairment

The Group assesses on a forward-looking basis the expected credit losses with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by SFRS(I) 9 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables

#### (c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

### 2.9 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs incurred in bringing each product to its present location and condition. Inventories comprise manufactured and purchased inventories.

The cost of manufactured inventories includes raw material cost, direct labour cost and production overheads based on the normal level of activity but excludes borrowing costs. The raw material cost, which comprises primarily cocoa ingredients, milk, sugar and packaging materials, includes their purchase price, inward shipping costs and import duties and charges. Direct labour cost comprises primarily manufacturing staff cost. Production overheads comprise primarily utilities charges, rental costs, depreciation of plant and machinery and indirect costs relating to the manufacturing of the inventories.

Work-in-progress inventories include direct material cost and direct labour cost incurred to the date of the financial statements. The amount also includes an allocated amount of production overheads by applying an overhead rate to the estimated stage of completion.

The cost of goods purchased includes their purchase price, inward shipping costs and import duties and charges.

Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses.

### 2.10 Investments in subsidiaries, associated companies and joint ventures

Investments in subsidiaries, associated companies and joint ventures are stated at cost less accumulated impairment losses (Note 2.13(c)) in the Company's balance sheet. On disposal of investments in subsidiaries, associated companies and joint ventures, the differences between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.11 Property, plant and equipment

#### (a) Measurement

##### (i) Property, plant and equipment

All items of property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses (Note 2.13(c)).

##### (ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs (refer to Note 2.5 on borrowing costs). The projected cost of dismantlement, removal or restoration is also included as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal or restoration is incurred as a consequence of acquiring the assets or using the assets for purposes other than to produce inventories.

#### (b) Depreciation

Construction work-in-progress are not depreciated.

Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Leasehold land	Over the lease term of 17 to 30 years
Buildings and improvements	2 - 30 years
Machinery and equipment	10 - 15 years
Motor vehicles	5 years
Office and other equipment	5 - 10 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

#### (c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

#### (d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.12 Intangible assets

#### (a) Goodwill on acquisitions

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on acquisitions of joint ventures and associated companies represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets acquired and contingent liabilities of the acquired joint ventures and associated companies at the date of acquisition. Goodwill on associated companies and joint ventures is included in the carrying amount of the investments.

Goodwill is recognised separately as an intangible asset and carried at cost less accumulated impairment losses (Note 2.13(a)).

Gains and losses on disposal of subsidiaries, joint ventures and associates include the carrying amount of goodwill relating to the entity sold.

#### (b) Brands and licences

Brands and licences acquired as part of business combinations are recognised when they arise from contractual or other legal rights, or are separable.

Such brands and licences are recognised at their fair values at the acquisition date and subsequently carried at cost (i.e. the fair values at initial recognition) less accumulated amortisation and accumulated impairment losses.

Brands and licences that are regarded as having indefinite useful lives are not amortised and are subsequently tested for impairment annually (Note 2.13(b)).

Brands and licences that are regarded as having limited useful lives are stated at cost less accumulated amortisation and accumulated impairment losses (Note 2.13(c)). Amortisation is calculated using the straight-line method to allocate the cost of brands over their estimated useful lives of 5 years.

The useful lives of brands and licences are assessed at each balance sheet date and adjustments are included in profit or loss in the financial year in which the changes arise.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 2.12 Intangible assets (continued)

##### (c) Other intangible assets

Patents, trademarks and acquired computer software licences are initially capitalised at cost which includes the purchase prices (net of any discounts and rebates) and other directly attributable costs of preparing the assets for its intended use. Costs associated with maintaining the computer software are expensed when incurred.

Patents, trademarks and computer software licences are subsequently carried at cost less accumulated amortisation and accumulated impairment losses (Note 2.13(c)). These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of up to 5 years, whichever is shorter.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

#### 2.13 Impairment of non-financial assets

##### (a) Goodwill

Goodwill is recognised separately as an intangible asset tested for impairment annually, and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies of the business combination.

An impairment loss is recognised in profit or loss when the carrying amount of the CGU, including the goodwill, exceeds the recoverable amount of a CGU. The recoverable amount of the CGU is the higher of the CGU's fair value less costs to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

##### (b) Brands and licence with indefinite useful lives

Brands and licence that are regarded as having indefinite useful lives are tested annually for impairment, as well as when there is any indication that the carrying amounts may not be recoverable.

An impairment loss is recognised in profit or loss when the carrying amount of the acquired brand and licence exceeds the recoverable amount of the acquired brand and licence. The recoverable amount of the brand and licence is the higher of a brand's and licence's fair value less costs to sell and value-in-use.

An impairment loss on brand and licence is recognised as an expense and is reversed if, and only if, there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the brand's and licence's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.13 Impairment of non-financial assets (continued)

#### (c) Other intangible assets

##### Property, plant and equipment (including right-of-use assets)

##### Investments in subsidiaries, associated companies and joint ventures

Other intangible assets, property, plant and equipment and investments in subsidiaries, associated companies and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. If any such indication exists, the recoverable amount (i.e. the higher of the fair value less costs to sell and value-in-use) of the asset is estimated to determine the amount of impairment loss.

For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from the other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for these assets is recognised in profit or loss.

### 2.14 Derivative financial instruments

A derivative financial instrument for which no hedge accounting is applied is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. Changes in its fair value are recognised in profit or loss. The Company does not apply hedge accounting for its derivative financial instruments.

### 2.15 Trade and other payables

Trade and other payables (excluding lease liabilities) represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

### 2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 2.17 Financial guarantees

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

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- (a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers*; and
- (b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

Intra-group transactions are eliminated on consolidation.

#### 2.18 Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

Borrowings are also presented as current liabilities when the Group has the intention to repay the borrowings within 12 months after the balance sheet date.

#### 2.19 Leases

*When the Group is a lessee:*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.19 Leases (continued)

*When the Group is a lessee: (continued)*

- Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There are modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short-term and low value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

- Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

- Extension and termination options

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (and not terminated).

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 2.20 Employee compensation

Employee benefits are recognised as an expense, when the cost qualifies to be capitalised as an asset.

##### (a) Defined benefit plans

Defined benefit plans are post-employment benefit pension plans other than defined contribution plans. Defined benefit plans typically define the amount of benefit that an employee will receive on or after retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognised actuarial gains or losses and unrecognised past service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related post-employment benefit obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period when they arise. The experience adjustments are not to be reclassified to profit or loss in a subsequent period.

Past service costs are recognised immediately in profit or loss.

##### (b) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis.

The Group's obligation, in regard to the defined contribution plans, is limited to the amount it contributes to the fund. The Group's contributions to defined contribution plans are recognised in the financial year to which they relate.

##### (c) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

##### (d) Termination benefits

Termination benefits are those benefits which are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 2.21 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

### 2.22 Dividends

Interim dividends are recorded in the financial year in which they are declared payable. Final dividends are recorded in the financial year in which the dividends are approved for payment by the shareholders.

### 2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting to the Executive Committee whose members are responsible for allocating resources and assessing performance of the operating segments.

### 2.24 Fair value estimation of financial assets and liabilities

The carrying amounts of current financial assets and liabilities carried at amortised cost approximate their fair values.

The fair values of borrowings carried at amortised cost are estimated by discounting the future contractual cash flows at the current market interest rates that are available to the Group for similar financial liabilities.

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter derivatives) are based on quoted market prices at the end of the reporting period. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices used for financial liabilities are the current asking prices.

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Group uses a variety of methods and makes assumptions based on market conditions that are existing at the end of each reporting period. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as discounted cash flow analysis, are also used to determine the fair values of the financial instruments.

## 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom be exactly equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### (i) Claims associated with the disposal of Delfi Cacau Brasil Ltda

Barry Callebaut acquired Delfi Cacau Brasil Ltda ("DCBR"), a subsidiary of the Company, as part of the sale of the Cocoa Ingredients business on 30 June 2013. On 2 June 2014, Barry Callebaut restructured and merged DCBR into a new entity, Barry Callebaut Industriae E Commercio de Productos Alimenticios Ltda ("BCBI").

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

#### (i) Claims associated with the disposal of Delfi Cacau Brasil Ltda (continued)

In 2015, the Company entered into a settlement agreement with Barry Callebaut with regards to a dispute and resulting arbitration that had been commenced by the Company against Barry Callebaut in relation to adjustments to the closing price that had been paid by Barry Callebaut to the Company. As part of the settlement, the parties had mutually agreed to terminate the Sales and Purchase Agreement on 28 August 2015, although the parties agreed that certain environmental, tax and other warranties would continue. Barry Callebaut remained entitled to bring any further claims that may arise under the continuing warranties.

In 2015 and 2016, Barry Callebaut notified the Company of various tax claims and a labour claim against BCBI, in relation to the activities of DCBR.

Since 2017, the Company has not been notified of any further claims.

As at 31 December 2024, the seven notified claims were as follows:

- (a) 2 claims totalling Brazilian Real ("BRL") 41,865,101 (2023: BRL38,507,954) in connection with tax assessments of the "Social Integration Program/Public Employee Savings Program (PIS)" and the "Contribution for the Financing of Social Security (COFINS)";
- (b) A claim of BRL1,017,760 (2023: BRL961,088) for unpaid import tax arising from the import of a bean roaster;
- (c) 3 claims totalling BRL52,404,086 (2023: BRL57,303,977) for the restitution of taxes and import duties arising from the import of cocoa beans;
- (d) 1 claim totalling BRL484,982 (2023: BRL391,204) for allegedly incorrect or overstatement of credits due arising from tax assessments from prior years;

As at 31 December 2024, the Company's total exposure in respect of notified tax claims in Brazil has decreased to BRL95,771,929 (2023: BRL97,164,223). This decrease resulted from a reduction in one of the claims and partially offset by the application of indexation. In USD terms, based on exchange rates prevailing at balance sheet date, the Company's total exposure as at 31 December 2024 was US\$15,467,000 (2023: US\$20,072,000).

The Company, while reserving its rights in relation to the claims set out above, has requested Barry Callebaut to defend these claims, and the cases are proceeding through Administrative and Judicial processes in Brazil. The Board of Directors and management believes that there are strong grounds to resist these claims.

In assessing the relevant potential liabilities (Note 32(b)), management has considered, among other factors, industry developments and the legal environment in Brazil, and assessed that the other payable amounts recognised in respect of these claims are adequate as at 31 December 2024. As management considers the disclosure of further details of these claims can be expected to seriously prejudice the Group's position in relation to the claims, further information has not been disclosed in these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

### (ii) Estimated impairment of brands and licence

Brands and a licence with indefinite useful life are tested for impairment annually, in accordance with the accounting policy stated in Note 2.13(b). As at 31 December 2024, the carrying amounts of brands and the licence with indefinite useful lives were US\$17,480,000 (2023: US\$17,720,000) (Note 20).

Impairment tests are conducted annually to assess the brands and licence with indefinite useful lives and ensure that these brands and the licence are not carried above their recoverable amounts. The recoverable amounts of the brands and licence have been estimated based on fair value less cost to sell using the relief from royalty method. Estimating the recoverable amounts requires the Group to forecast future cash flows based on expected sales of the branded products, royalty rates, expected long term growth rates and the appropriate discount rates applied to the future cash flow forecasts (Note 21). In making these estimates, the Group has relied on past performance, its expectations of the future developments of the various branded products and markets and publicly available industry and economic data.

Management has assessed that there is no impairment of the brands and license as the recoverable amounts are higher than the carrying values as at 31 December 2024.

The change in the estimated recoverable amount from any reasonably possible change on the key estimates does not materially cause the recoverable amount to be lower than its carrying amount, with the exception of one brand, which is more sensitive in pre-tax discount rate as follows.

- If management's estimated pre-tax discount rate at 31 December 2024 was increased by 1.3%, a reasonable change of 10% from management's estimate, the recoverable amount of the brand would be reduced by US\$299,000 and the Group would have recognised an impairment charge of US\$36,000. An increase in the pre-tax discount rate by 1.1% would result in the recoverable amount of the brand to be equal to its carrying amount.

## 4. REVENUE FROM CONTRACTS WITH CUSTOMERS AND OTHER OPERATING INCOME

### (a) Revenue from contracts with customers

	The Group	
	2024	2023
	US\$'000	US\$'000
Sale of goods	502,655	538,153

The Group derives revenue from the transfer of goods at a point in time (Note 2.4(a)). Disaggregation of revenue from contracts with customers by country is disclosed in Note 36(b).

#### Rights to returned goods and refund liabilities

	The Group	
	2024	2023
	US\$'000	US\$'000
Rights to returned goods	1,486	1,460
Refund liabilities	(7,805)	(7,535)

The Group has assessed its rights to returned goods for impairment separately from the refund liability (Note 2.4(a)).



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 4. REVENUE FROM CONTRACTS WITH CUSTOMERS AND OTHER OPERATING INCOME (continued)

#### (b) Other operating income

	The Group	
	2024	2023
	US\$'000	US\$'000
Other operating income:		
– Interest income	2,710	3,125
– Royalty income	212	230
– Gain on disposal of property, plant and equipment	79	229
– Foreign exchange gain - net	388	–
– Service fee	142	147
– Miscellaneous income	998	960
Total other operating income	4,529	4,691

### 5. EMPLOYEE COMPENSATION

	The Group	
	2024	2023
	US\$'000	US\$'000
Wages and salaries	47,232	47,364
Employer's contribution to defined contribution plans	1,593	1,554
Defined benefit plans (Note 26(b))	2,189	2,297
	51,014	51,215
Less: Government grant	(6)	(16)
	51,008	51,199

### 6. FINANCE COSTS

	The Group	
	2024	2023
	US\$'000	US\$'000
Interest expense:		
– Bank loans and overdrafts	586	486
– Trade finance	564	563
– Lease liabilities	269	168
	1,419	1,217

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 7. EXPENSES BY NATURE

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

	The Group	
	2024	2023
	US\$'000	US\$'000
Marketing expense	5,168	4,830
Amortisation of intangible assets (Note 20(c))	296	416
Cost of inventories recognised as an expense		
- Cost of inventories sold	319,064	333,457
- Inventories written off	2,487	1,974
- Allowance made for inventory obsolescence	4,610	4,378
- Reversal of inventory write-down	(518)	(750)
Depreciation of property, plant and equipment (Note 18)	12,234	10,560
Employee compensation (Note 5)	51,008	51,199
Impairment loss on trade receivables (Note 34(b)(i))	59	204
Logistics and insurance	13,306	15,214
Professional fees	3,459	3,057
Rental expense	429	500
Travelling expenses	2,238	2,200

### 8. INCOME TAXES

#### (a) Income tax expense

	The Group	
	2024	2023
	US\$'000	US\$'000
Tax expense attributable to profit is made up of:		
Profit for the financial year:		
Current income tax		
- Foreign	12,761	15,094
- Withholding taxes	3,057	3,609
Deferred income tax (Note 8(b))	(1,151)	(703)
	14,667	18,000
Under provision in prior financial years:		
- Current income tax	36	869
- Deferred income tax	454	265
<b>Total income tax expense</b>	<b>15,157</b>	<b>19,134</b>

The income tax recoverable of the Group amounting to US\$13,774,000 (2023: US\$9,989,000) relates to prepaid taxes in foreign subsidiaries.

The tax liabilities of the Company and its subsidiaries have been measured based on the corporate tax rates and tax laws prevailing at balance sheet date.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 8. INCOME TAXES (continued)

#### (a) Income tax expense (continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	The Group	
	2024 US\$'000	2023 US\$'000
Profit before tax	49,106	65,389
Share of results of associated company and joint ventures, net of tax	89	312
Profit before tax and share of results of associated company and joint ventures	49,195	65,701
Tax calculated at a tax rate of 17% (2023: 17%)	8,363	11,169
Effects of:		
- Different tax rates in other countries	2,678	3,377
- Income not subject to tax	(224)	(362)
- Expenses not deductible for tax purposes	603	590
- Withholding taxes	3,057	3,609
- Deferred tax assets not recognised	279	74
- Utilisation of previously unrecognised tax losses and capital allowances	(89)	(457)
- Under provision in prior financial years	490	1,134
Tax charge	15,157	19,134

#### (b) Deferred income taxes

Deferred income tax assets and deferred income tax liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown in the balance sheets as follows:

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Deferred income tax assets	(4,368)	(4,144)	(340)	(340)
Deferred income tax liabilities	1,368	1,860	-	-
Net deferred tax assets	(3,000)	(2,284)	(340)	(340)

The movement in the deferred income tax account is as follows:

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Beginning of financial year	(2,284)	(1,898)	(340)	-
Tax (credited)/charged to:				
- Profit or loss	(697)	(438)	-	(340)
- Other comprehensive income <sup>(1)</sup>	123	(25)	-	-
Currency translation differences	(142)	77	-	-
End of financial year	(3,000)	(2,284)	(340)	(340)

Note:

<sup>(1)</sup> This relates to a tax charge on remeasurements of defined pension benefits obligations.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 8. INCOME TAXES (continued)

### (b) Deferred income taxes (continued)

Deferred income tax assets are recognised for capital allowances and tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable.

The Group has unrecognised capital allowances of US\$7,430,000 (2023: US\$7,267,000) and unrecognised tax losses of US\$100,026,000 (2023: US\$102,742,000) at the balance sheet date, which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements in the respective countries of incorporation of those companies with unrecognised capital allowances and tax losses. The Company has unrecognised capital allowances of US\$5,955,000 (2023: US\$5,853,000) and tax losses of US\$86,999,000 (2023: US\$86,809,000) at the balance sheet date, which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements in Singapore.

These capital allowances and tax losses do not have any expiry dates, except for tax losses of US\$2,483,000 (2023: US\$2,423,000) incurred by a subsidiary which will expire in 2028.

Deferred income tax liabilities of the Group of US\$26,023,000 (2023: US\$24,184,000) have not been recognised for the withholding taxes that will be payable on the earnings of the overseas subsidiaries if remitted to the holding company, as the holding company is able to control the timing of such remittance and there is no current intention of remitting the unremitted earnings of the overseas subsidiaries to the holding company in the foreseeable future. The Company has determined that these unremitted earnings amounted to US\$260,297,000 (2023: US\$242,092,000) at the balance sheet date.

The movement in the deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) during the year is as follows:

#### The Group

##### Deferred income tax liabilities

	Accelerated tax depreciation US\$'000
<b>2024</b>	
Beginning of financial year	4,826
Credited to profit or loss	(692)
Currency translation differences	(273)
End of financial year	3,861
<b>2023</b>	
Beginning of financial year	3,417
Charged to profit or loss	1,350
Currency translation differences	59
End of financial year	4,826

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 8. INCOME TAXES (continued)

### (b) Deferred income taxes (continued)

#### The Group (continued)

#### Deferred income tax assets

	Provisions US\$'000	Lease liabilities US\$'000	Other deductible temporary differences US\$'000	Total US\$'000
<b>2024</b>				
Beginning of financial year	(5,400)	(1,337)	(373)	(7,110)
(Credited)/Charged to:				
– Profit or loss	(494)	481	8	(5)
– Other comprehensive income <sup>(1)</sup>	123	–	–	123
Currency translation differences	131	(3)	3	131
End of financial year	(5,640)	(859)	(362)	(6,861)
<b>2023</b>				
Beginning of financial year	(5,121)	(191)	(3)	(5,315)
(Credited)/Charged to:				
– Profit or loss	(257)	(1,162)	(369)	(1,788)
– Other comprehensive income <sup>(1)</sup>	(25)	–	–	(25)
Currency translation differences	3	16	(1)	18
End of financial year	(5,400)	(1,337)	(373)	(7,110)

Note:

<sup>(1)</sup> This relates to a tax charge on remeasurements of defined pension benefits obligation.

#### The Company

#### Deferred income tax assets

	Tax losses US\$'000
<b>2024</b>	
Beginning of financial year	(340)
Credited to:	
– Profit or loss	–
End of financial year	(340)
<b>2023</b>	
Beginning of financial year	–
Credited to:	
– Profit or loss	(340)
End of financial year	(340)



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 9. EARNINGS PER SHARE

#### (a) Basic earnings per share

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

	The Group	
	2024	2023
Net profit attributable to equity holders of the Company (US\$'000)	<b>33,949</b>	46,255
Weighted average number of ordinary shares ('000)	<b>611,157</b>	611,157
Basic earnings per share (US cents)	<b>5.55</b>	7.57

#### (b) Diluted earnings per share

Diluted earnings per share for financial years 2024 and 2023 are the same as basic earnings per share as there were no potentially dilutive ordinary shares.

### 10. CASH AND BANK DEPOSITS

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Cash at bank and on hand	<b>14,785</b>	12,377	<b>4,111</b>	4,893
Short-term bank deposits	<b>29,000</b>	47,000	<b>29,000</b>	47,000
	<b>43,785</b>	59,377	<b>33,111</b>	51,893

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

	The Group	
	2024	2023
	US\$'000	US\$'000
Cash and bank deposits (as above)	<b>43,785</b>	59,377
Less: Bank overdrafts (Note 25)	-	(4,067)
Cash and cash equivalents per consolidated statement of cash flows	<b>43,785</b>	55,310

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 11. TRADE RECEIVABLES

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Trade receivables from contracts with customers				
– Non-related parties	87,939	90,381	404	419
– Subsidiaries	-	-	1,808	981
– Joint venture	-	112	-	-
– Related parties	3	5	-	-
	87,942	90,498	2,212	1,400
Less: Allowance for impairment of receivables - non-related parties (Note 34(b))	(1,671)	(1,651)	-	-
	86,271	88,847	2,212	1,400

### 12. INVENTORIES

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Raw materials	29,722	21,155	-	-
Work-in-progress	865	1,699	-	-
Finished goods	95,522	87,188	-	48
Packaging materials and others	5,710	5,851	-	-
	131,819	115,893	-	48

The cost of inventories recognised as an expense and included in "cost of sales" amounted to US\$325,643,000 (2023: US\$339,059,000).

Inventories of US\$1,500,000 (2023: US\$1,000,000) of the Group have been pledged as security for trade finance of the Group (Note 25(a)).

The Group reversed US\$518,000 (2023: US\$750,000) of a previous inventory write-down during the financial year. The Group has sold all the goods that were written down to an independent retailer in Malaysia at original cost. The amount reversed has been included in "cost of sales".

### 13. OTHER CURRENT ASSETS

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Other receivables				
– Non-related parties	8,718	7,931	607	736
– Subsidiaries (non-trade)	-	-	12,062	367
– Associated companies (non-trade)	163	152	-	-
– Joint ventures (non-trade)	327	329	81	61
	9,208	8,412	12,750	1,164
Deposits	4,763	11,043	26	21
Prepayments	1,393	1,492	144	159
	15,364	20,947	12,920	1,344

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 13. OTHER CURRENT ASSETS (continued)

- (a) Other non-trade receivables due from subsidiaries, associated companies and joint ventures are unsecured, interest free and repayable upon demand.
- (b) Included in other receivables due from non-related parties is a loan of US\$463,000 from one of the disengaged distributors in Indonesia (2023: US\$485,000).

The outstanding amount is secured by collateralised properties. The distributor is expected to fully settle the loan through proceeds from the sale of the properties secured.

The remaining other receivables are subject to immaterial credit losses.

- (c) Included in deposits are advances for the purchase of property, plant and equipment of US\$1,088,000 (2023: US\$7,289,000).

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

### 14. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2024	2023
	US\$'000	US\$'000
<b>Equity investments, at cost</b>		
Beginning of financial year	47,364	47,364
Strike-off of subsidiary	(4,539)	–
End of financial year	42,825	47,364
<b>Accumulated impairment</b>		
Beginning of financial year	6,445	6,445
Strike-off of subsidiary	(4,539)	–
End of financial year	1,906	6,445
<b>End of financial year</b>	<b>40,919</b>	<b>40,919</b>

On 6 June 2024, the Accounting and Corporate Regulatory Authority of Singapore approved the application by Delfi Singapore Pte Ltd ("DSPL"), a dormant wholly-owned subsidiary of the Company, to strike the name of DSPL off the Register of Companies pursuant to Section 344A of the Companies Act 1967 of Singapore.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 14. INVESTMENTS IN SUBSIDIARIES (continued)

The list of subsidiaries in the Group is as follows:

Name of subsidiary/ Country of incorporation	Principal activities	Country of business	Equity holding	
			2024 %	2023 %
<b>Held by the Company</b>				
McKeeson Consultants Private Limited^ (Singapore)	Management consultants	Singapore	<b>100</b>	100
PT Perusahaan Industri Ceres** (Indonesia)	Investment holding, manufacturing and marketing of chocolate confectionery products	Indonesia	<b>99.988</b>	99.988
PT General Food Industries+ (Indonesia)	Dormant	Indonesia	<b>99.936</b>	99.936
PT Nirwana Lestari** (Indonesia)	Marketing and distribution of chocolate confectionery and other consumer products	Indonesia	<b>99.862</b>	99.862
Ceres Sime Confectionery Sdn Bhd∞ (Malaysia)	Investment holding	Malaysia	<b>100</b>	100
Cocoa Specialities, Inc.* (Philippines)	Administrative services	Philippines	<b>100</b>	100
Delfi Chocolate Manufacturing S.A.* (Switzerland)	Administrative services	Switzerland	<b>100</b>	100
Delfi Cocoa Investments SA+ (Switzerland)	Investment holding	Switzerland	<b>100</b>	100
Delfi Singapore Pte Ltd (Singapore)	Deregistered	Singapore	<b>–</b>	100
Delfi Marketing Sdn Bhd* (Malaysia)	Marketing and distribution of healthcare and other consumer products	Malaysia	<b>100</b>	100
Delfi Foods, Inc.* (Philippines)	Manufacturing of chocolate confectionery products	Philippines	<b>100</b>	100
Delfi Marketing, Inc.* (Philippines)	Marketing and distribution of chocolate confectionery and other consumer products	Philippines	<b>100</b>	100
Nutritional Goodness S.A.+ (Switzerland)	Administrative services	Switzerland	<b>100</b>	100
<b>Held by Ceres Sime Confectionery Sdn Bhd</b>				
Brands of Hudsons Sdn Bhd∞ (Malaysia)	Marketing of consumer confectionery	Malaysia	<b>100</b>	100

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 14. INVESTMENTS IN SUBSIDIARIES (continued)

Name of subsidiary/ Country of incorporation	Principal activities	Country of business	Equity holding	
			2024 %	2023 %
<b>Held by McKeeson Consultants Private Limited</b>				
PT Perusahaan Industri Ceres*# (Indonesia)	Investment holding, manufacturing and marketing of chocolate confectionery products	Indonesia	<b>0.012</b>	0.012
PT General Food Industries+ (Indonesia)	Dormant	Indonesia	<b>0.064</b>	0.064
PT Nirwana Lestari*## (Indonesia)	Marketing and distribution of chocolate confectionery and other consumer products	Indonesia	<b>0.138</b>	0.138
Delfi Cocoa Ecuador SA*+ (Ecuador)	Dissolved	Ecuador	–	0.004
<b>Held by Delfi Cocoa Investments SA</b>				
Delfi Cocoa Ecuador SA*+ (Ecuador)	Dissolved	Ecuador	–	99.996
<b>Held by PT Perusahaan Industri Ceres</b>				
Ceres (International) Marketing Pte Ltd^ (Singapore)	Marketing of consumer confectionery	Singapore	<b>100</b>	100

<sup>^</sup> Audited by PricewaterhouseCoopers LLP, Singapore.

<sup>\*</sup> Audited by PricewaterhouseCoopers member firms outside Singapore.

<sup>∞</sup> Audited by Grant Thornton, Malaysia.

<sup>+</sup> Not required to be audited by law in country of incorporation.

<sup>#</sup> Significant subsidiaries of the Group as defined by the SGX-ST Listing Manual.

<sup>×</sup> Dissolved on 5 September 2024.

## 15. INVESTMENTS IN ASSOCIATED COMPANY AND JOINT VENTURES

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Investments in associated company (Note (a))	-	-	-	-
Investments in joint ventures (Note (b))	<b>2,089</b>	2,251	<b>3,960</b>	4,560
	<b>2,089</b>	2,251	<b>3,960</b>	4,560



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 15. INVESTMENTS IN ASSOCIATED COMPANY AND JOINT VENTURES (continued)

### (a) Investments in associated company

The details of the associated company are as follows:

Name of company	Place of business/ country of incorporation	Principal activities	Equity holding	
			2024 %	2023 %
<b>Held by Delfi Foods, Inc.</b>				
Alsa Industries, Inc. ("Alsa")*	Philippines	Leasing of property	<b>40.0</b>	40.0

\* Audited by PricewaterhouseCoopers member firm outside Singapore.

The Group's cost of investment of US\$25,000 in Alsa was fully impaired as at 31 December 2023 and 2024. In 2024, the Group did not recognise its share of gain of US\$14,000 (2023: share of loss of US\$1,000) because the Group's share of cumulative losses exceeded its interest in Alsa and the Group has no obligation in respect of those losses. The cumulative unrecognised share of losses of the associated company was US\$260,000 as at 31 December 2024 (2023: US\$274,000).

### (b) Investments in joint ventures

	The Company	
	2024 US\$'000	2023 US\$'000
<b>At cost</b>		
Beginning and end of financial year	<b>4,560</b>	4,560
<b>Accumulated impairment</b>		
Beginning of financial year	-	-
Impairment charge	<b>600</b>	-
End of financial year	<b>600</b>	-
<b>End of financial year</b>	<b>3,960</b>	4,560

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 15. INVESTMENTS IN ASSOCIATED COMPANY AND JOINT VENTURES (continued)

#### (b) Investments in joint ventures (continued)

The details of the joint ventures are as follows:

Name of company	Principal activities	Country of business	Equity holding	
			2024 %	2023 %
Held by the Company				
Delfi-Orion Pte Ltd <sup>1</sup>	Development, marketing and sale of a range of branded confectionery products	Singapore	50.0	50.0
Delfi Yuraku Pte Ltd <sup>1</sup>	Investment holding	Singapore	60.0	60.0
Held by Delfi Yuraku Pte Ltd				
PT Delfi Yuraku Indonesia <sup>2</sup>	Manufacture, sale, and marketing of a range of chocolate snack products	Indonesia	99.9	99.9

<sup>1</sup> Delfi-Orion and Delfi Yuraku are joint ventures as all board matters relating to the companies require unanimous consent from both parties.

<sup>2</sup> The Group's effective interest is 60% including 0.1% held by PT Perusahaan Industri Ceres.

- (i) During the financial year ended 31 December 2024, the Company has assessed the recoverable amount of its investment in Delfi Yuraku to be less than its carrying amount and a provision for impairment charge of US\$600,000 (2023: US\$Nil) was recorded. The recoverable amount for the investment in the joint venture was estimated based on fair value less costs of disposal method. The fair value measurement was estimated using the latest available net asset position of the joint venture at balance sheet date; and categorised as Level 3 on the fair value hierarchy, where inputs for the asset or liability are not based on observable market data (unobservable inputs).
- (ii) The Group recognised a share of profit of US\$44,000 (2023: share of loss of US\$54,000) for its share of Delfi-Orion's results for the financial year ended 31 December 2024.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 15. INVESTMENTS IN ASSOCIATED COMPANY AND JOINT VENTURES (continued)

### (b) Investments in joint ventures (continued)

Set out below is the summarised financial information for Delfi Yuraku, that is material to the Group.

*Summarised balance sheet*

	Delfi Yuraku	
	2024	2023
	US\$'000	US\$'000
<b>Current assets</b>	<b>562</b>	<b>770</b>
Includes:		
– Cash and cash equivalents	<b>477</b>	472
<b>Current liabilities</b>	<b>(311)</b>	<b>(451)</b>
Includes:		
– Financial liabilities (excluding trade payables)	<b>303</b>	328
<b>Non-current assets</b>	<b>2,410</b>	2,696
<b>Non-current liabilities</b>	<b>(366)</b>	<b>(377)</b>
<b>Net assets</b>	<b>2,295</b>	2,638

*Summarised statement of comprehensive income*

	Delfi Yuraku	
	2024	2023
	US\$'000	US\$'000
Revenue	<b>642</b>	707
Interest income	<b>2</b>	2
Expenses		
Includes:		
– Depreciation	<b>(270)</b>	(290)
– Interest expense	<b>(6)</b>	(6)
<b>Loss from operations</b>	<b>(215)</b>	(444)
Income tax (expense)/credit	<b>(7)</b>	14
<b>Post-tax loss and total comprehensive loss</b>	<b>(222)</b>	(430)
<b>Dividends received from joint venture</b>	<b>-</b>	-

The Group recognised a share of loss of US\$133,000 (2023: US\$258,000) for its share of Delfi Yuraku's results for the financial year ended 31 December 2024.

The information above reflects the amounts presented in the financial statements of the joint venture (and not the Group's share of those amounts).

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 15. INVESTMENTS IN ASSOCIATED COMPANY AND JOINT VENTURES (continued)

#### (b) Investments in joint ventures (continued)

##### Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of the Group's interest in joint ventures, is as follows:

	Delfi Yuraku	
	2024	2023
	US\$'000	US\$'000
<b>Net assets</b>	<b>2,295</b>	2,638
Group's equity interest	60%	60%
Group's share of net assets and carrying value	1,377	1,583
Add:		
Carrying value of individually immaterial joint venture	712	668
<b>Carrying value of Group's interest in joint ventures</b>	<b>2,089</b>	2,251

### 16. LOANS TO ASSOCIATED COMPANY AND JOINT VENTURE

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Loan to associated company	800	836	-	-
Loan to joint venture	60	60	60	60
	<b>860</b>	896	<b>60</b>	60
<b>Current</b>				
Loan to joint venture	60	60	60	60
<b>Non-current</b>				
Loan to associated company	800	836	-	-

The loan to an associated company is unsecured and not expected to be repaid within the next 12 months. The loan bears interest at 7.50% (2023: 7.00%) per annum.

The loan to a joint venture amounted to US\$60,000 (2023: US\$60,000). The loan bears interest at 5.34% (2023: 6.39%) per annum and is repayable on demand.

The carrying amounts approximate their fair values.

### 17. FINANCIAL ASSET, AT FVPL

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Beginning of financial year	500	-	500	-
Additions	74	500	-	500
End of financial year	<b>574</b>	500	<b>500</b>	500
<b>Non-current</b>				
Listed equity security	74	-	-	-
Non-listed debt instruments:				
- Convertible promissory note	500	500	500	500

The instruments are all mandatorily measured at fair value through profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 18. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land US\$'000	Buildings and improvements US\$'000	Machinery and equipment US\$'000	Motor vehicles US\$'000	Office and other equipment US\$'000	Construction in progress US\$'000	Total US\$'000
<b>The Group</b>							
<b>2024</b>							
<b>Cost</b>							
Beginning of financial year	3,405	62,750	101,046	2,985	16,755	30,565	217,506
Currency translation differences	(157)	(2,231)	(4,944)	(88)	(577)	(1,643)	(9,640)
Additions	-	1,232	308	170	545	26,355	28,610
Disposals	-	-	(1,391)	(489)	(106)	-	(1,986)
Reclassification	-	244	12,583	-	1,991	(14,818)	-
End of financial year	3,248	61,995	107,602	2,578	18,608	40,459	234,490
<b>Accumulated depreciation</b>							
Beginning of financial year	1,661	29,959	70,819	2,242	15,069	-	119,750
Currency translation differences	(23)	(1,067)	(3,382)	(74)	(504)	-	(5,050)
Disposals	-	-	(1,258)	(489)	(106)	-	(1,853)
Depreciation charge (Note 7)	110	6,063	5,045	226	790	-	12,234
End of financial year	1,748	34,955	71,224	1,905	15,249	-	125,081
<b>Net book value</b>							
End of financial year	1,500	27,040	36,378	673	3,359	40,459	109,409
<b>2023</b>							
<b>Cost</b>							
Beginning of financial year	3,337	52,860	95,934	2,746	15,514	19,520	189,911
Currency translation differences	68	674	1,866	34	161	271	3,074
Additions	-	8,987	44	596	1,359	14,526	25,512
Disposals	-	-	(153)	(391)	(447)	-	(991)
Reclassification	-	229	3,355	-	168	(3,752)	-
End of financial year	3,405	62,750	101,046	2,985	16,755	30,565	217,506
<b>Accumulated depreciation</b>							
Beginning of financial year	1,537	25,391	64,611	2,379	14,533	-	108,451
Currency translation differences	10	237	1,238	39	166	-	1,690
Disposals	-	-	(114)	(391)	(446)	-	(951)
Depreciation charge (Note 7)	114	4,331	5,084	215	816	-	10,560
End of financial year	1,661	29,959	70,819	2,242	15,069	-	119,750
<b>Net book value</b>							
End of financial year	1,744	32,791	30,227	743	1,686	30,565	97,756



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 18. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings and improvements US\$'000	Motor vehicles US\$'000	Office and other equipment US\$'000	Total US\$'000
<b>The Company</b>				
<b>2024</b>				
<b>Cost</b>				
Beginning of financial year	1,580	904	1,939	4,423
Additions	44	–	42	86
Disposals	–	–	(25)	(25)
End of financial year	1,624	904	1,956	4,484
<b>Accumulated depreciation</b>				
Beginning of financial year	746	372	1,833	2,951
Disposals	–	–	(25)	(25)
Depreciation charge	546	140	39	725
End of financial year	1,292	512	1,847	3,651
<b>Net book value</b>				
End of financial year	332	392	109	833
<b>2023</b>				
<b>Cost</b>				
Beginning of financial year	1,574	776	1,929	4,279
Additions	6	298	25	329
Disposals	–	(170)	(15)	(185)
End of financial year	1,580	904	1,939	4,423
<b>Accumulated depreciation</b>				
Beginning of financial year	221	391	1,812	2,424
Disposals	–	(170)	(15)	(185)
Depreciation charge	525	151	36	712
End of financial year	746	372	1,833	2,951
<b>Net book value</b>				
End of financial year	834	532	106	1,472

- (a) Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 19.
- (b) The Group recorded a net gain of US\$79,000 (2023: US\$229,000) from the disposal of the property, plant and equipment during the financial year ended 31 December 2024 (Note 4(b)).

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 19. LEASES – THE GROUP AS A LESSEE

#### Nature of the Group's leasing activities

##### Property

The Group leases land for its manufacturing operations, warehouses for storing inventories and office space.

##### Equipment and vehicles

The Group leases equipment and vehicles for staff use in its warehousing and manufacturing operations.

#### (a) Carrying amounts

##### ROU assets classified within property, plant and equipment

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Leasehold land	1,500	1,744	–	–
Buildings	5,864	8,559	242	657
Motor vehicles	270	369	236	321
Office equipment	223	272	–	–
	7,857	10,944	478	978

#### (b) Depreciation charge during the year

	The Group	
	2024	2023
	US\$'000	US\$'000
Leasehold land	110	114
Buildings	3,715	1,930
Motor vehicles	99	102
Office equipment	55	14
	3,979	2,160

#### (c) Interest expense

	The Group	
	2024	2023
	US\$'000	US\$'000
Interest expense on lease liabilities	269	168

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 19. LEASES – THE GROUP AS A LESSEE (continued)

#### Nature of the Group's leasing activities (continued)

#### (d) Lease expense not capitalised in lease liabilities

	The Group	
	2024	2023
	US\$'000	US\$'000
Lease expense:		
– short-term leases	201	231
– low-value leases	228	269
	429	500

(e) Total cash outflow for all the leases in 2024 was US\$4,099,000 (2023: US\$3,746,000).

(f) Addition of ROU assets during the financial year ended 31 December 2024 was US\$1,102,000 (2023: US\$9,207,000).

#### (g) Extension options

Extension options in leases have been included in the lease liability, where assessed to be appropriate. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

### 20. INTANGIBLE ASSETS

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Brands and licence (Note (a))	17,480	17,720	17,351	17,351
Other intangible assets (Note (b))	534	528	75	184
	18,014	18,248	17,426	17,535

#### (a) Brands and licence

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Net book value</b>				
Beginning of financial year	17,720	17,422	17,351	17,351
Currency translation difference	(240)	298	-	-
<b>End of financial year</b>	17,480	17,720	17,351	17,351
<b>End of financial year</b>				
Cost	17,865	18,105	17,616	17,616
Accumulated amortisation and impairment loss	(385)	(385)	(265)	(265)
<b>Net book value</b>	17,480	17,720	17,351	17,351

Brands and a licence that are regarded as having indefinite useful lives are not amortised and are tested for impairment annually (Note 2.13(b)). These brands and licence have a long heritage and are protected in all of the markets where they are sold under trademarks, which are renewed indefinitely without involvement of significant cost.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 20. INTANGIBLE ASSETS (continued)

#### (b) Other intangible assets

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Net book value</b>				
Beginning of financial year	528	759	184	327
Additions	335	145	17	-
Currency translation difference	(33)	40	-	-
Amortisation	(296)	(416)	(126)	(143)
<b>End of financial year</b>	<b>534</b>	<b>528</b>	<b>75</b>	<b>184</b>
<b>End of financial year</b>				
Cost	9,380	9,442	1,118	1,101
Accumulated amortisation	(8,846)	(8,914)	(1,043)	(917)
<b>Net book value</b>	<b>534</b>	<b>528</b>	<b>75</b>	<b>184</b>

#### (c) Amortisation expense included in other operating expenses is analysed as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Patents and trademarks	137	155
Computer software licences	159	261
Total (Note 7)	296	416

### 21. IMPAIRMENT TESTS

The carrying values of brands and a licence that are regarded as having indefinite useful lives are as follows:

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Carrying value of brands and licence	17,480	17,720	17,351	17,351

The recoverable amounts of the brands and licence are estimated based on fair value less costs to sell using the relief from royalty method.

The cash flows, which related to royalty payments avoided for the individual brands and licence, were based on expected sales of the branded products from financial budgets approved by management covering a four-year period. Cash flows beyond the budget period were extrapolated using the estimated growth rates which are consistent with the forecasts included in industry reports relevant to the brands and licence.

The discount rates used are based on a weighted average cost of capital (WACC), which is calculated based on publicly available market data, is pre-tax, and has been adjusted for specific risks relating to the principal countries of the brands and licence.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 21. IMPAIRMENT TESTS (continued)

Key assumptions made were as follows:

	2024 %	2023 %
Royalty rates	<b>2.1 to 7.0</b>	2.1 to 7.0
Growth rate <sup>(1)</sup>	<b>2.5 to 6.3</b>	2.5 to 6.4
Pre-tax discount rates <sup>(2)</sup>	<b>8.7 to 13.9</b>	9.2 to 14.9

Notes:

<sup>(1)</sup> Weighted average growth rate used to extrapolate cash flows beyond the budget period

<sup>(2)</sup> Based on pre-tax weighted average cost of capital, adjusted for country risk premium and brand risk premium

As the recoverable amounts of the brands and licence are higher than the carrying amounts, no impairment loss is recognised for the financial years ended 31 December 2024 and 31 December 2023 (Note 3).

## 22. OTHER NON-CURRENT ASSETS

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Prepayments	<b>38</b>	159	-	-
Deposits	<b>186</b>	198	-	-
Others	<b>191</b>	279	<b>48</b>	5
	<b>415</b>	636	<b>48</b>	5

The carrying amounts of the non-current financial assets approximate their fair values.

## 23. TRADE PAYABLES

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Trade payables				
- Non-related parties	<b>52,979</b>	40,894	<b>228</b>	471
- Subsidiaries	-	-	<b>953</b>	1,119
- Joint ventures	<b>1,090</b>	765	-	-
- Related parties	<b>3,362</b>	3,466	-	-
	<b>57,431</b>	45,125	<b>1,181</b>	1,590

Related parties represent corporations in which certain directors have deemed interests.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 24. OTHER PAYABLES

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Current</b>				
Other payables				
– Non-related parties	15,581	14,997	426	389
– Subsidiaries (non-trade)	–	–	219	204
– Joint ventures (non-trade)	46	23	–	–
	15,627	15,020	645	593
Accrued trade incentives	23,841	16,289	552	295
Accrued operating and other expenses	13,630	13,516	1,932	2,229
Employee post-employment defined benefit obligation (Note 26(a))	750	859	–	–
Lease liabilities	4,030	3,303	270	504
	57,878	48,987	3,399	3,621
<b>Non-current</b>				
Lease liabilities	1,856	4,928	241	528

Other non-trade payables due to subsidiaries and joint ventures are unsecured, interest free and repayable upon demand.

### 25. BORROWINGS

	The Group	
	2024	2023
	US\$'000	US\$'000
<b>Current</b>		
<i>Secured</i>		
Trade finance	19,826	21,533
<i>Unsecured</i>		
Bank overdrafts	–	4,067
Bank loans	4,950	7,135
	4,950	11,202
<b>Total borrowings</b>	24,776	32,735

Trade finance relates to banker's acceptances and short-term revolving credit facilities. The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the balance sheet date is as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
6 months or less	24,776	28,749
6 to 12 months	–	3,986
	24,776	32,735

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. BORROWINGS (continued)

### (a) Security granted

Bank borrowings of one of the subsidiaries are secured on inventories.

### (b) Carrying amounts and fair value

The carrying amounts of borrowings approximate their fair value as the borrowings bear interest at variable rates.

## 26. PROVISIONS FOR OTHER LIABILITIES AND CHARGES

### (a) Non-current

	The Group	
	2024	2023
	US\$'000	US\$'000
Employee post-employment defined benefit obligation	11,884	11,901
Less: Current portion (Note 24)	(750)	(859)
	11,134	11,042
Others	104	106
	11,238	11,148

### (b) Employee post-employment defined benefit obligation

The Group operates defined benefit plans for severance and service benefits required under the labour laws of Indonesia and the Philippines. These defined benefit plans are devised based on local market conditions and practices. All valuations were performed by independent actuaries at the end of each financial year using the projected unit credit method (Note 2.20(a)) and the Group reviews the assumptions used with its independent actuaries.

The amounts recognised in the balance sheet are determined as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Present value of obligation	12,913	12,999
Fair value of plan assets	(1,029)	(1,098)
Present value of unfunded obligation	11,884	11,901

The movement in the defined benefit obligation recognised in the balance sheet is as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Beginning of financial year	11,901	10,038
Total charges, included in employee benefits expenses (Note 5)	2,189	2,297
Benefits paid	(1,082)	(706)
Actuarial (gains)/losses recognised in other comprehensive income	(572)	95
Currency translation differences	(552)	177
End of financial year	11,884	11,901

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 26. PROVISIONS FOR OTHER LIABILITIES AND CHARGES (continued)

#### (b) Employee post-employment defined benefit obligation (continued)

Movement in the fair value of plan assets relating to defined post-employment benefit obligation is as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Beginning of financial year	1,098	1,785
Employer's contribution during the year	430	161
Benefits payment from plan assets	(506)	(965)
Interest income from plan assets	70	105
Return on plan assets excluding interest income	(13)	(33)
Currency translation differences	(50)	45
Fair value of plan assets	1,029	1,098

The amounts recognised in profit or loss are as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Current service cost	1,383	1,313
Interest cost	815	850
	2,198	2,163
Interest income on plan asset	(70)	(105)
Actuarial (gain)/loss recognised during the year	(16)	31
Excess benefit paid	77	208
Total charges, included in employee benefits expenses (Note 5)	2,189	2,297

The amounts recognised in other comprehensive income are as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Remeasurements of defined benefit obligation:		
– (Gain)/loss from change in demographic assumptions	(321)	136
– Gain from change in financial assumptions	(251)	(41)
	(572)	95

The valuation of defined benefit liabilities involves the use of appropriate financial and demographic assumptions such as discount rates, future salary increases, mortality rates, disability rates, retirement assumption rates and resignation rates. In determining the appropriate discount rates, management considers the market yields on government bonds in the respective countries. The mortality rates, disability rates and retirement assumption rates are based on country-specific mortality tables and labour laws of Indonesia and the Philippines. Future salary increases and resignation rates are projected based on historical information which are also objective and easily observed.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 26. PROVISIONS FOR OTHER LIABILITIES AND CHARGES (continued)

#### (b) Employee post-employment defined benefit obligation (continued)

The significant actuarial assumptions used were as follows:

	The Group	
	2024 %	2023 %
Discount rates (per annum)	<b>6.1 to 7.2</b>	6.0 to 6.8
Future salary increase (per annum)	<b>5.0 to 7.0</b>	4.0 to 7.0

	Change in assumption		Increase/(decrease) in defined benefit obligation			
			Increase in provision		Decrease in provision	
	2024 %	2023 %	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Discount rate	<b>0.5</b>	0.5	<b>(466)</b>	(475)	<b>529</b>	540
Future salary increases	<b>0.5</b>	0.5	<b>502</b>	511	<b>(451)</b>	(458)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

### 27. SHARE CAPITAL

	The Group and the Company Issued share capital	
	Number of shares '000	Share capital US\$'000
<b>2024</b>		
Beginning and end of financial year	<b>611,157</b>	<b>95,936</b>
<b>2023</b>		
Beginning and end of financial year	611,157	95,936

All issued shares are fully paid. There is no par value for these ordinary shares.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 28. RESERVES

### (a) Foreign currency translation reserve

	The Group	
	2024	2023
	US\$'000	US\$'000
Beginning of financial year	(24,903)	(27,803)
Net currency translation differences of financial statements of foreign subsidiaries, associated companies and joint ventures	(9,488)	2,900
	(9,488)	2,900
End of financial year	(34,391)	(24,903)

### (b) Other reserves

Other reserves comprise a general reserve and defined pension benefits obligations (Note 26). Subsidiaries in Indonesia are required under their local laws to set aside an amount from their net profit to a general reserve until this reserve accumulates to 20% of their fully paid capital. Such reserves are not distributable.

## 29. RETAINED EARNINGS

Movement in retained earnings for the Company is as follows:

	The Company	
	2024	2023
	US\$'000	US\$'000
Beginning of financial year	18,401	23,567
Profit for the year	19,716	23,894
Dividends paid (Note 30)	(26,545)	(29,060)
End of financial year	11,572	18,401

Movement in retained earnings for the Group is shown in the Consolidated Statement of Changes in Equity.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 30. DIVIDENDS

	The Group	
	2024	2023
	US\$'000	US\$'000
<b>Declared and paid during the year</b>		
Final dividend for 2023: 1.74 US cents or 2.33 Singapore cents per share (2022: 2.00 US cents or 2.64 Singapore cents per share)	10,634	12,223
Special dividend for 2023: 0.52 US cents or 0.69 Singapore cents per share (2022: 0.72 US cents or 0.95 Singapore cents per share)	3,178	4,400
Interim dividend for 2024: 2.06 US cents or 2.72 Singapore cents per share (2023: 2.06 US cents or 2.73 Singapore cents per share)	12,733	12,437
	<b>26,545</b>	<b>29,060</b>

At the forthcoming Annual General Meeting on 29 April 2025, a final dividend of 1.57 Singapore cents per share (equivalent to approximately 1.18 US cents per share) amounting to US\$7,212,000 will be recommended. The financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the financial year ending 31 December 2025.

### 31. IMMEDIATE AND ULTIMATE HOLDING CORPORATIONS

The Company's immediate holding corporation is Aerodrome International Limited, incorporated in the British Virgin Islands. Aerodrome International Limited ("AIL") is held by Johnsonville Assets Limited ("JAL") (70%) and Johnsonville Holdings Limited ("JHL") (30%). The ultimate holding corporation is Butterfield Trust (Asia) Limited ("BTAL"), a Singapore registered public trust company which has a deemed interest arising from its 100% shareholding in AIL. Mr Chuang Tiong Choon and Mdm Lim Mee Len (spouse of Mr Chuang Tiong Choon) are beneficiaries of Johnsonville Assets Trust and Johnsonville Holdings Trust, both of which BTAL has been appointed as the trustee.

### 32. CONTINGENT LIABILITIES

- (a) As at the balance sheet date, the Company has issued corporate guarantees to banks for its subsidiary's bank borrowings as follows:

	The Company	
	2024	2023
	US\$'000	US\$'000
Corporate guarantees		
– Subsidiaries	20,258	21,697

These guarantees are subject to the impairment considerations as laid out in Note 2.17. The Company has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

- (b) The Company was notified by Barry Callebaut of various claims under the continuing warranties, the details of which are set out in Note 3(i). In the event of an unfavourable outcome of any of these claims, and subject to the reservation of rights referred to in Note 3(i), the Company may have to pay and recognise additional liabilities and associated legal costs to Barry Callebaut.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 33. COMMITMENTS FOR EXPENDITURE

#### Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Expenditure for property, plant and equipment				
– Approved and contracted for	2,864	357	–	–

### 34. FINANCIAL RISK MANAGEMENT

#### Overview

The Group's activities expose it to a variety of financial risks, market risks (including currency risk, price risk and interest rate risk), commodity price risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group uses derivative financial instruments, such as foreign exchange forwards and foreign currency borrowings to hedge certain financial risk exposures.

Financial risk management is an integral part of the way the Group is managed. The Board provides written principles for overall risk management as well as written policies covering specific areas such as foreign exchange risk, interest rate risk, credit risk, and the use of derivative and non-derivative financial instruments. Risk management is executed jointly by a central Treasury department ("Group Treasury") and the Group's operating entities in accordance with the established policies and guidelines under close supervision by the Risk Management Committee and senior management. The Group Treasury identifies and evaluates certain financial risks in close co-operation with the Group's operating entities.

#### (a) Market risk

##### (i) Currency risk

The Group has transactional currency exposures arising from sales, purchases and operating costs by operating units in currencies other than the respective functional currencies of Group entities, primarily, Indonesian Rupiah ("IDR"), Philippine Pesos ("PHP") and Malaysian Ringgit ("MYR"). The foreign currencies in which these transactions are denominated are mainly the United States Dollar ("USD"), Singapore Dollar ("SGD") and EURO ("EUR").

The operating entities' revenue, financing and a majority of their costs and operating expenditures are denominated in the functional currency in the locations they operate. A majority of the Group's raw material purchases and imports of agency brands are denominated in currencies that are not the entities' functional currencies. The Group engages in risk management activities to minimise the impact of volatility of these foreign currencies on the Group's performance. Active management of currency exposures involves an ongoing assessment of the movement of the foreign exchange rate on the Group's profitability and determining the most efficient methods of minimising these risks with the objective of reducing the overall impact of currency risks to the business.

The Group Treasury assists the operating entities in monitoring the foreign exchange exposure on a net basis by monitoring their receipts and payments in each individual foreign currency, and in using foreign exchange forward contracts to manage certain currency exposures arising from transactions that are denominated in foreign currencies. It is the Group's policy not to enter into a forward contract until a firm commitment is in place. Such contracts allow the Group to sell or buy currencies at pre-determined forward rates.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 34. FINANCIAL RISK MANAGEMENT (continued)

#### (a) Market risk (continued)

##### (i) Currency risk (continued)

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, which are not hedged as these currency positions are considered long-term in nature and the cost of hedging is higher than its benefits.

The Group's currency exposure based on the information provided to key management is as follows:

	USD <sup>#</sup> US\$'000	IDR US\$'000	MYR US\$'000	SGD US\$'000	EUR US\$'000	PHP US\$'000
<b>At 31 December 2024</b>						
Financial assets	34,646	69,015	23,823	1,539	118	14,759
Intercompany receivables	18,267	20,545	3,623	-	-	5,639
Financial liabilities	(7,115)	(68,355)	(38,145)	(4,211)	(2,437)	(12,770)
Intercompany payables	(21,461)	(20,580)	(2,802)	-	(8)	(5,852)
<b>Net financial assets/(liabilities)</b>	<b>24,337</b>	<b>625</b>	<b>(13,501)</b>	<b>(2,672)</b>	<b>(2,327)</b>	<b>1,776</b>
Adjust: Net financial (assets)/liabilities denominated in functional currency	(37,631)	2,363	14,333	(69)	-	(1,999)
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	(13,294)	2,988	832	(2,741)	(2,327)	(223)
Firm commitments in foreign currencies	(20,005)	-	(722)	(52)	(1,552)	-
<b>Derivative financial instruments</b>						
Foreign exchange forwards*	2,112	-	-	-	273	-
<b>Currency Exposure</b>	<b>(31,187)</b>	<b>2,988</b>	<b>(110)</b>	<b>(2,793)</b>	<b>(3,606)</b>	<b>(233)</b>
<b>At 31 December 2023</b>						
Financial assets	53,928	67,970	24,702	1,009	103	10,599
Intercompany receivables	8,355	15,542	1,992	-	-	9,941
Financial liabilities	(5,034)	(57,325)	(36,678)	(4,941)	(1,924)	(10,997)
Intercompany payables	(10,131)	(15,542)	(2,540)	(1,918)	(8)	(9,937)
<b>Net financial assets/(liabilities)</b>	<b>47,118</b>	<b>10,645</b>	<b>(12,524)</b>	<b>(5,850)</b>	<b>(1,829)</b>	<b>(394)</b>
Adjust: Net financial (assets)/liabilities denominated in functional currency	(49,083)	(10,372)	12,363	1,946	-	47
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	(1,965)	273	(161)	(3,904)	(1,829)	(347)
Firm commitments in foreign currencies	(38,725)	-	(283)	(85)	(19,480)	-
<b>Derivative financial instruments</b>						
Foreign exchange forwards*	3,738	-	-	-	183	-
<b>Currency Exposure</b>	<b>(36,952)</b>	<b>273</b>	<b>(444)</b>	<b>(3,989)</b>	<b>(21,126)</b>	<b>(347)</b>

\* The carrying values of the derivative financial instruments are not significant as at 31 December 2024 and 2023, and not separately disclosed.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (a) Market risk (continued)

#### (i) Currency risk (continued)

The Company's currency exposure based on the information provided to key management is as follows:

	USD US\$'000	IDR US\$'000	MYR US\$'000	SGD US\$'000	EUR US\$'000	PHP US\$'000
<b>At 31 December 2024</b>						
Financial assets	33,366	-	-	860	-	-
Intercompany receivables	9,643	2,844	1,383	-	-	-
Financial liabilities	(90)	-	(330)	(2,760)	(41)	(158)
Intercompany payables	(1,172)	-	-	-	-	-
<b>Net financial assets/(liabilities)</b>	<b>41,747</b>	<b>2,844</b>	<b>1,053</b>	<b>(1,900)</b>	<b>(41)</b>	<b>(158)</b>
Adjust: Net financial assets denominated in functional currency	(41,747)	-	-	-	-	-
Currency exposure of financial (liabilities)/assets net of those denominated functional currency	-	2,844	1,053	(1,900)	(41)	(158)
Firm commitments in foreign currencies	-	-	(394)	76	(29)	-
<b>Currency Exposure</b>	<b>-</b>	<b>2,844</b>	<b>659</b>	<b>(1,824)</b>	<b>(70)</b>	<b>(158)</b>
<b>At 31 December 2023</b>						
Financial assets	52,733	-	-	380	-	-
Intercompany receivables	1,348	-	-	-	-	-
Financial liabilities	(85)	-	(37)	(3,574)	(36)	(312)
Intercompany payables	(1,322)	-	-	-	-	-
<b>Net financial assets/(liabilities)</b>	<b>52,674</b>	<b>-</b>	<b>(37)</b>	<b>(3,194)</b>	<b>(36)</b>	<b>(312)</b>
Adjust: Net financial assets denominated in functional currency	(52,674)	-	-	-	-	-
Currency exposure of financial liabilities net of those denominated in functional currencies	-	-	(37)	(3,194)	(36)	(312)
Firm commitments in foreign currencies	-	-	(205)	124	(32)	-
<b>Currency Exposure</b>	<b>-</b>	<b>-</b>	<b>(242)</b>	<b>(3,070)</b>	<b>(68)</b>	<b>(312)</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (a) Market risk (continued)

#### (i) Currency risk (continued)

##### Sensitivity analysis to foreign exchange movement

Assuming that all other variables, in particular interest rates, remain constant, a change of the following currencies against the United States Dollar at the balance sheet date will increase/ (decrease) profit after tax by the amounts shown below:

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
IDR against USD				
- strengthened 5% (2023: 5%)	<b>124</b>	11	<b>118</b>	-
- weakened 5% (2023: 5%)	<b>(124)</b>	(11)	<b>(118)</b>	-
MYR against USD				
- strengthened 5% (2023: 5%)	<b>5</b>	(18)	<b>27</b>	(10)
- weakened 5% (2023: 5%)	<b>(5)</b>	18	<b>(27)</b>	10
SGD against USD				
- strengthened 5% (2023: 5%)	<b>(116)</b>	(165)	<b>(77)</b>	(127)
- weakened 5% (2023: 5%)	<b>116</b>	165	<b>77</b>	127
EUR against USD				
- strengthened 5% (2023: 5%)	<b>(150)</b>	(877)	<b>(3)</b>	(3)
- weakened 5% (2023: 5%)	<b>150</b>	877	<b>3</b>	3
PHP against USD				
- strengthened 5% (2023: 5%)	<b>(9)</b>	(14)	<b>(7)</b>	(13)
- weakened 5% (2023: 5%)	<b>9</b>	14	<b>7</b>	13

# A 5% change in the United States Dollar against the respective functional currencies of Group entities at the balance sheet date will increase/decrease profit after tax by US\$1,294,000 (2023: US\$1,553,000).

As at 31 December 2024, the total notional amounts of the Group's foreign exchange forwards are US\$2,385,000 (2023: US\$3,921,000).

#### (ii) Price risk

The Group and the Company have insignificant exposure to equity price risk.

#### (iii) Cash flow and fair value interest rate risks

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

The Group's exposure to interest rate risks arises primarily from its short-term bank deposits and borrowings. The short-term bank deposits and borrowings are mainly at variable rates and these expose the Group and the Company to cash flow interest rate risks.

The net impact of the interest rate risks as at 31 December 2024 and 2023 is considered insignificant. Consequently, no sensitivity analysis is prepared by the Group and the Company.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (b) Credit risk

Credit risk refers to the risk that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's and the Company's major classes of financial assets are bank deposits (Note 10), trade and other receivables (Notes 11 and 13), and loans to an associated company and joint ventures (Note 16).

For trade and other receivables, and loans to an associated company and joint ventures, the Group adopts the policy of dealing only with customers and other counterparties of appropriate credit history and where possible, the Group has obtained sufficient security to mitigate credit risk.

The credit exposure and credit terms granted to our customers are continuously monitored at the entity level by the respective management and at the Group level by the Group Treasury.

For derivatives and bank deposits, the Group and the Company only transact with high credit quality financial institutions. The Group limits the amount of credit exposure to any financial institution.

As the above policies have been applied consistently, the Group does not expect to incur material credit losses on these financial assets.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Corporate guarantees		
– Subsidiaries	20,258	21,697

Concentrations of credit risk with respect to trade receivables are limited due to the large number of customers of the Group and the Company.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (b) Credit risk (continued)

The credit risk for trade receivables based on the information provided to key management is as follows:

	The Group		The Company	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
<b>By geographical areas</b>				
Indonesia	59,019	59,947	1,280	716
Singapore	557	519	273	207
Philippines	6,548	6,450	199	259
Thailand	399	335	131	212
Malaysia	19,737	21,576	329	6
Other countries in Asia	11	20	-	-
	<b>86,271</b>	<b>88,847</b>	<b>2,212</b>	<b>1,400</b>
<b>By types of customers</b>				
Subsidiaries	-	-	1,808	981
Related parties, associated companies and joint venture	3	117	-	-
Non-related parties:				
- Retail chains	38,923	40,127	-	-
- Wholesalers and distributors	39,875	40,728	404	419
- Others	7,470	7,875	-	-
	<b>86,271</b>	<b>88,847</b>	<b>2,212</b>	<b>1,400</b>

### (i) Trade receivables

The Group applies the SFRS(I) 9 simplified approach to measure the lifetime of expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 6 years before balance sheet date respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (b) Credit risk (continued)

#### (i) Trade receivables (continued)

On that basis, the Group's credit risk exposure in relation to trade receivables as at 31 December 2024 and 31 December 2023 are set out in the provision matrix as follows:

	Current US\$'000	Past due less than 30 days US\$'000	Past due 1 to 3 months US\$'000	Past due 3 to 6 months US\$'000	Past due over 6 months US\$'000
<b>31 December 2024:</b>					
Trade receivables	62,128	21,674	1,926	464	1,750
Less: Specific allowance	-	-	-	-	(1,392)
	62,128	21,674	1,926	464	358
Expected loss rate	0.29%	0.42%	0.42%	0.0%	0.0%
<b>Loss allowance *</b>	<b>180</b>	<b>91</b>	<b>8</b>	<b>-</b>	<b>-</b>
<b>31 December 2023:</b>					
Trade receivables	64,819	20,507	3,258	225	1,689
Less: Specific allowance	-	-	-	-	(1,403)
	64,819	20,507	3,258	225	286
Expected loss rate	0.28%	0.27%	0.34%	0.0%	0.0%
<b>Loss allowance *</b>	<b>181</b>	<b>56</b>	<b>11</b>	<b>-</b>	<b>-</b>

\* Excludes trade receivables which were individually determined to be impaired.

The movements in allowance for impairment in relation to trade receivables are as follows:

	2024 US\$'000	2023 US\$'000
Beginning of financial year	1,651	1,447
Increase in loss allowance recognised in profit or loss during the year	59	204
Receivables written off as uncollectible	(5)	(4)
Currency translation difference	(34)	4
End of financial year	1,671	1,651

Cash and bank deposits, rights to returned goods, loan to subsidiary, loans to associated company and joint venture and other receivables are subject to immaterial credit loss.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 180 days past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 34. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. Prudent liquidity risk management includes maintaining sufficient cash and having an adequate amount of committed credit facilities to meet the forecast net cash requirement of the Group's operations.

The table below analyses the Group's and Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year US\$'000	Between 1 and 2 years US\$'000	Between 2 and 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
<b>The Group</b>					
<b>At 31 December 2024</b>					
Trade and other payables	118,333	-	-	-	118,333
Lease liabilities	4,134	1,585	314	18	6,051
Other liabilities	-	-	-	105	105
Borrowings	24,846	-	-	-	24,846
	147,313	1,585	314	123	149,335
<b>At 31 December 2023</b>					
Trade and other payables	98,186	157	-	-	98,343
Lease liabilities	3,584	3,487	1,549	59	8,679
Other liabilities	-	-	-	106	106
Borrowings	32,735	-	-	-	32,735
	134,505	3,644	1,549	165	139,863
<b>The Company</b>					
<b>At 31 December 2024</b>					
Trade and other payables	4,310	-	-	-	4,310
Lease liabilities	283	69	177	18	547
Financial guarantee contracts	20,258	-	-	-	20,258
	24,851	69	177	18	25,115
<b>At 31 December 2023</b>					
Trade and other payables	4,707	-	-	-	4,707
Lease liabilities	534	293	213	59	1,099
Financial guarantee contracts	21,697	-	-	-	21,697
	26,938	293	213	59	27,503

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 34. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Liquidity risk (continued)

The table below analyses the Group's derivative financial instruments for which contractual maturities are essential for an understanding of the timing of the cash flows into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year US\$'000	Between 1 and 2 years US\$'000	Between 2 and 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
<b>The Group</b>					
<b>At 31 December 2024</b>					
Gross-settled foreign exchange forwards					
– Payments	(2,346)	–	–	–	(2,346)
– Receipts	2,364	–	–	–	2,364
	<b>18</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>18</b>
<b>At 31 December 2023</b>					
Gross-settled foreign exchange forwards					
– Payments	(3,955)	–	–	–	(3,955)
– Receipts	3,883	–	–	–	3,883
	<b>(72)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(72)</b>

#### (d) Capital risk

The Group's objectives when managing capital are to minimise the overall cost of capital and to achieve an optimal capital structure so as to maximise shareholder value. The Group leverages on its credit profile and business standing in broadening its financing options to include the capital markets. In 2014, the Company established a US\$500 million Multicurrency Medium Term Note ("MTN") programme. The Multicurrency MTN programme enables the Group to reduce dependence on bank financing; provide flexibility and currency-matched financing of short and long term assets and reduce effective interest cost over the longer term. There was no draw down of the MTN in 2023 and 2024.

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 December 2024 and 2023.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 34. FINANCIAL RISK MANAGEMENT (continued)

### (e) Fair value measurements

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

- (i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (ii) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (iii) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
<b>The Group</b>				
<b>At 31 December 2024</b>				
<b>Assets</b>				
Financial assets, at FVPL				
Listed equity security	74	-	-	74
Convertible promissory note	-	-	500	500
	74	-	500	574
<b>At 31 December 2023</b>				
<b>Asset</b>				
Financial asset, at FVPL				
Convertible promissory note	-	-	500	500
<b>The Company</b>				
<b>At 31 December 2024</b>				
<b>Asset</b>				
Financial asset, at FVPL				
Convertible promissory note	-	-	500	500
<b>At 31 December 2023</b>				
<b>Asset</b>				
Financial asset, at FVPL				
Convertible promissory note	-	-	500	500

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 34. FINANCIAL RISK MANAGEMENT (continued)

#### (e) Fair value measurements (continued)

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Quoted market prices or dealer quotes for similar instruments are used to estimate fair value for long-term debt for disclosure purposes. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of forward foreign exchange contracts is determined using quoted forward currency rates at the balance sheet date. These investments are classified as Level 2 and comprise derivative financial instruments. In infrequent circumstances, where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques.

The following table presents the valuation techniques and key inputs used to determine the fair values that are categorised under Level 3 of the fair value measurement hierarchy.

Description	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Financial asset, at FVPL - Convertible promissory note	Discounted cash flows: The valuation model considers the present value of the expected future payments, discounted using a risk-adjusted discount rate	Discount rate	20.0% (2023: 20.0%)	The estimated fair value would increase/(decrease) if discount rate was lower/(higher)

#### (f) Financial instruments by category

The carrying amounts of the different categories of financial instruments are as follows:

	The Group		The Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Financial assets, at amortised cost	<b>143,131</b>	167,971	<b>48,084</b>	54,472
Financial assets, at FVPL	<b>574</b>	500	<b>500</b>	500
Financial liabilities at amortised cost	<b>147,553</b>	137,620	<b>4,800</b>	5,715



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 35. RELATED PARTY TRANSACTIONS

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

#### (a) Sales and purchases of goods and services

	The Group	
	2024	2023
	US\$'000	US\$'000
Revenue:		
Sales to joint venture	333	371
Sales to related parties	27	38
Interest income from associated company/joint venture	65	65
Service income from associated company/joint ventures	142	265
Expenditure:		
Purchases from joint ventures	6,541	4,588
Purchases from related parties	18,772	15,713
Rental payable to associated company	87	85
Directors' fees	472	456
Others:		
Interest income from joint venture	4	4
Interest income from associated company	61	61
Remaining lease payable to related party	1,262	1,323

Related parties represent corporations in which certain directors and key management personnel have controlling interests. The related party transactions between the Group and related parties were conducted at arm's length and on normal commercial terms.

Outstanding balances at 31 December 2024, arising from sale/purchase of goods and services, are unsecured and receivable/payable within 12 months from balance sheet date and are disclosed in Notes 11, 13, 23 and 24.

#### (b) Key management personnel compensation

Key management personnel compensation is as follows:

	The Group	
	2024	2023
	US\$'000	US\$'000
Salaries and other short-term employee benefits	6,016	7,111
Post-employment benefits - contribution to CPF	57	60
	6,073	7,171

Included above is total compensation to directors of the Company amounting to US\$3,739,000 (2023: US\$4,860,000).

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 36. SEGMENT INFORMATION

The Group engages in the manufacture and marketing of chocolate confectionery products under a variety of brands and distribution of a wide range of food and other consumer products, including agency brands.

Management has determined the operating segments based on the reports reviewed by the Executive Committee that are used to make strategic decisions. The Executive Committee comprises the Executive Directors. The Executive Committee manages and monitors its business based on its two geographical segments, namely Indonesia and Regional Markets (which comprise the Philippines, Malaysia and Singapore).

The segment information provided to the Executive Committee for the reportable segments for the year ended 31 December 2024 is as follows:

	Indonesia US\$'000	Regional Markets US\$'000	Total US\$'000
<b>Sales:</b>			
– Total segment sales	336,950	188,393	525,343
– Inter-segment sales	(22,688)	–	(22,688)
Sales to external parties	<b>314,262</b>	<b>188,393</b>	<b>502,655</b>
EBITDA	56,657	3,688	60,345
Interest income	1,759	951	2,710
Finance costs	(260)	(1,159)	(1,419)
Share of results of associated company and joint ventures	–	(89)	(89)
Income tax expense	(12,797)	(2,360)	(15,157)
<b>Included within segment results:</b>			
Depreciation and amortisation	(9,035)	(3,495)	(12,530)
Cost of inventories sold	(183,649)	(135,415)	(319,064)
Employee compensation	(27,964)	(23,044)	(51,008)
Logistics and insurance	(8,463)	(4,843)	(13,306)
<b>Other segment information</b>			
Capital expenditure on property, plant and equipment	27,884	726	28,610
<b>Sales are analysed as:</b>			
– Own Brands	222,348	59,680	282,028
– Agency Brands	91,914	128,713	220,627
	<b>314,262</b>	<b>188,393</b>	<b>502,655</b>

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### 36. SEGMENT INFORMATION (continued)

The segment information provided to the Executive Committee for the reportable segments for the year ended 31 December 2023 is as follows:

	Indonesia US\$'000	Regional Markets US\$'000	Total US\$'000
<b>Sales:</b>			
- Total segment sales	370,413	185,073	555,486
- Inter-segment sales	(17,333)	-	(17,333)
Sales to external parties	<b>353,080</b>	<b>185,073</b>	<b>538,153</b>
EBITDA	68,474	5,983	74,457
Interest income	2,203	922	3,125
Finance costs	(80)	(1,137)	(1,217)
Share of results of associated company and joint ventures	-	(312)	(312)
Income tax expense	(16,579)	(2,555)	(19,134)
<b>Included within segment results:</b>			
Depreciation and amortisation	(8,029)	(2,947)	(10,976)
Cost of inventories sold	(203,087)	(130,370)	(333,457)
Employee compensation	(29,092)	(22,107)	(51,199)
Logistics and insurance	(9,783)	(5,431)	(15,214)
<b>Other segment information</b>			
Capital expenditure on property, plant and equipment	18,508	7,004	25,512
<b>Sales are analysed as:</b>			
- Own Brands	248,023	61,806	309,829
- Agency Brands	105,057	123,267	228,324
	<b>353,080</b>	<b>185,073</b>	<b>538,153</b>

Sales between segments are carried out at arm's length. The revenue from external parties reported to the Executive Committee is measured in a manner consistent with that in the consolidated income statement.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 36. SEGMENT INFORMATION (continued)

### (a) Reconciliation of segment profits

The Executive Committee assesses the performance of the operating segments based on a measure of earnings before interest, tax, depreciation and amortisation ("EBITDA") for its operations. This measurement basis excludes the effect of expenditure from the operating segments that are not expected to recur regularly in every period which are separately analysed.

A reconciliation of EBITDA to profit before tax is set out below:

	The Group	
	2024 US\$'000	2023 US\$'000
<b>EBITDA</b>	<b>60,345</b>	74,457
Interest expense (Note 6)	(1,419)	(1,217)
Interest income (Note 4)	2,710	3,125
Depreciation of property, plant and equipment (Note 18)	(12,234)	(10,560)
Amortisation of intangible assets (Note 20(c))	(296)	(416)
Profit before tax	<b>49,106</b>	65,389

### (b) Geographical information

Sales are based on the country in which the customer is located. Non-current assets are shown by the country where the assets are located. The non-current assets information is based on the locations of the non-current assets and excludes deferred tax assets.

	The Group			
	Revenue		Non-current assets	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Indonesia	314,262	353,080	101,563	86,649
Regional Markets:				
– Philippines	52,105	54,853	6,698	7,906
– Malaysia	127,265	121,463	3,681	5,054
– Singapore	2,028	2,035	20,861	22,147
– Other countries	6,995	6,722	105	147
	<b>502,655</b>	538,153	<b>132,908</b>	121,903

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 37. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant to the Group's accounting periods beginning on or after 1 January 2024 and which the Group has not early adopted:

- Amendments to SFRS(I) 1-21 – Lack of Exchangeability
- Amendments to SFRS(I) 9 and SFRS(I) 7 – Amendments to the Classification and Measurement of Financial Instruments
- SFRS(I) 18 – Presentation and Disclosure in Financial Statements
- SFRS(I) 19 – Subsidiaries without Public Accountability: Disclosures

The new or amended accounting Standards and Interpretations listed above are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. These are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

## 38. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Delfi Limited on 25 March 2025.

## APPENDIX (SHAREHOLDERS' MANDATE)

This Appendix is circulated to Shareholders of Delfi Limited together with the Company's Annual Report. Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval to renew the Shareholders' Mandate to be tabled at the Annual General Meeting to be held at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2, on 29 April 2025 at 10:00 a.m.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

The Singapore Exchange Securities Trading Limited takes no responsibility for the correctness of any of the statements made, reports contained/referred to, or opinions expressed, in this Appendix.

### **DELFI LIMITED**

(Incorporated in the Republic of Singapore)

Company Registration Number: 198403096C

### **APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**



## APPENDIX (SHAREHOLDERS' MANDATE)

### DEFINITION

In this appendix (**Appendix**), the following definitions apply throughout unless otherwise stated:

<b>AGM</b>	:	The annual general meeting of the Company to be convened on 29 April 2025, notice of which is set out in the Annual Report 2024 dispatched together with this Appendix;
<b>Audit Committee</b>	:	An audit committee of the Company (as may be reconstituted as and when required in compliance with prevailing laws) presently comprising Mr Graham Nicholas Lee (Chairman), Mr Doreswamy Nandkishore and Mr Chin Koon Yew;
<b>CDP</b>	:	The Central Depository (Pte) Limited;
<b>Company</b>	:	Delfi Limited;
<b>Companies Act</b>	:	Companies Act, 1967 of Singapore;
<b>Directors</b>	:	The directors of the Company as at the date of this Appendix;
<b>Executive Directors</b>	:	The executive directors as at the date of this Appendix, unless otherwise stated;
<b>Group</b>	:	The Company and its subsidiaries;
<b>Independent Director(s)</b>	:	The independent director(s) of the Company as at the date of this Appendix unless otherwise stated;
<b>Interested Person</b>	:	A director, chief executive officer or controlling shareholder of the Company or an associate of such director, chief executive officer or controlling shareholder;
<b>Interested Person Transaction</b>	:	A transaction proposed to be entered into between the Group and any Interested Person;
<b>John Chuang</b>	:	Chuang Tiong Choon also known as Ma Wei Lin;
<b>Joseph Chuang</b>	:	Chuang Tiong Liep also known as Chit Ko Ko;
<b>Latest Practicable Date</b>	:	The latest practicable date prior to the printing of this Appendix, being 14 March 2025;
<b>Listing Manual</b>	:	The listing manual of the SGX-ST;
<b>Rp or Rupiah</b>	:	Indonesian Rupiah;
<b>Securities Account</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account;
<b>SGX-ST</b>	:	Singapore Exchange Securities Trading Limited;
<b>Shareholders</b>	:	Registered holders of Shares, except that where the registered holder is CDP, the term <b>Shareholders</b> shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares;
<b>Shares</b>	:	Ordinary shares in the capital of the Company;

## APPENDIX (SHAREHOLDERS' MANDATE)

<b>Substantial Shareholder</b>	:	A person who has an interest in Shares which is 5% or more of the total votes attached to all the voting;
<b>S\$</b>	:	Singapore dollars;
<b>US\$ and cents</b>	:	United States dollars and cents, respectively;
<b>William Chuang</b>	:	Chuang Tiong Kie also known as Maung Lu Win; and
<b>% or per cent.</b>	:	Per centum or percentage.

The terms **Depositor** and **Depository Register** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, 2001 of Singapore (**Securities and Futures Act**).

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual and Securities and Futures Act or any modification thereof and not otherwise defined in this Appendix shall have the same meaning assigned to it under the Companies Act, the Listing Manual and Securities and Futures Act or any modification thereof, as the case may be.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 1. INTRODUCTION

The purpose of this Appendix is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval at the AGM to renew the general mandate (**Shareholders' Mandate**) that will enable the Group to enter into transactions with the Interested Persons in compliance with Chapter 9 of the Listing Manual.

Chapter 9 of the Listing Manual applies to transactions which a listed company or any of its subsidiaries or associated companies propose to enter into with an interested person of the listed company. An **interested person** is defined as a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.

Chapter 9 of the Listing Manual allows a listed company to seek a Shareholders' Mandate for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the listed company's **interested persons**.

The Shareholders' Mandate was approved at the annual general meeting of the Company held on 23 April 2024 and will be effective until the next annual general meeting is held or required by law to be held, whichever is the earlier. Accordingly, the Directors propose that the Shareholders' Mandate be renewed at the AGM to be held on 29 April 2025, to take effect until the next annual general meeting of the Company.

General information relating to Chapter 9 of the Listing Manual, including the meanings of terms such as **interested person**, **associate**, **associated company** and **controlling shareholder**, are set out in the Annexure of this Appendix.

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

#### 2.1 Classes of Interested Persons

The Shareholders' Mandate will apply to the Group's interested person transactions including PT Tri Keeson Utama, PT Fajar Mataram Sedayu, PT Freyabadi Indotama and PT Sederhana Djaja and each of their associates. Please refer to the section "Potential Conflicts of Interest" in the Company's prospectus dated 28 October 2004 for more details.

Transactions with Interested Persons which do not fall within the ambit of the proposed Shareholders' Mandate will be subject to the provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

#### 2.2 Scope of Interested Person Transactions

The interested person transactions with the Interested Persons which will be covered by the Shareholders' Mandate are the following:

##### (a) Transactions with PT Tri Keeson Utama

By virtue of their aggregate interest in 99.9% of the shareholding in PT Sederhana Djaja, the Executive Directors, Mr John Chuang, Mr Joseph Chuang and Mr William Chuang are deemed to be interested in 100.0% of the issued share capital of PT Tri Keeson Utama held by PT Sederhana Djaja. Accordingly, transactions between the Group and PT Tri Keeson Utama are deemed to be interested person transactions.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.2 Scope of Interested Person Transactions (continued)

##### (a) Transactions with PT Tri Keeson Utama (continued)

PT Tri Keeson Utama is principally engaged in the business of mixing and blending cocoa cakes and cocoa powder. The Company and/or its subsidiary, PT General Food Industries, has been selling cocoa products such as cocoa powder and cocoa cakes to PT Tri Keeson Utama. The value of the Company's sales to PT Tri Keeson Utama for the period from 1 January 2024 up to the Latest Practicable Date are as set out below:

**For the period from  
1 January 2024 up to the  
Latest Practicable Date**

Aggregate value of sales to PT Tri Keeson Utama (US\$'000)	Nil
------------------------------------------------------------	-----

These transactions were entered into on a willing buyer and willing seller basis. The provision of cocoa products to PT Tri Keeson Utama is a recurrent interested person transaction.

Following the completion of the divestment of Cocoa Ingredients Division on 30 June 2013, sales of cocoa ingredients or products to PT Tri Keeson Utama has ceased. However, the Company may continue to provide some products to PT Tri Keeson Utama.

##### (b) Transactions with PT Fajar Mataram Sedayu

By virtue of their indirect interest in 99.9% of the shareholding in PT Sederhana Djaja, the Executive Directors, Mr John Chuang, Mr Joseph Chuang and Mr William Chuang are deemed to be interested in 51.0% of the issued share capital of PT Fajar Mataram Sedayu. The remaining shareholding interest in PT Fajar Mataram Sedayu is held by unrelated third parties. Accordingly, transactions between the Group and PT Fajar Mataram Sedayu are deemed to be interested person transactions.

PT Fajar Mataram Sedayu is principally engaged in the manufacture and sale of compound chocolate rice primarily for industrial use, as well as the manufacture and sale of consumer chocolate targeted at the lower segment of the Indonesian consumer chocolate market.

##### (i) Sale of materials by the Group to PT Fajar Mataram Sedayu

The Company's subsidiaries, PT Perusahaan Industri Ceres and PT General Food Industries, have been undertaking the sale of products such as cocoa liquor, cocoa butter and vegetable fats to PT Fajar Mataram Sedayu. The value of the Company's sales to PT Fajar Mataram Sedayu for the period from 1 January 2024 up to the Latest Practicable Date are as set out below:

**For the period from  
1 January 2024 up to the  
Latest Practicable Date**

Aggregate value of sales to PT Fajar Mataram Sedayu (US\$'000)	Nil
----------------------------------------------------------------	-----

These transactions were entered into on a willing buyer and willing seller basis. The provision of products such as cocoa liquor, cocoa butter and vegetable fats to PT Fajar Mataram Sedayu is a recurrent interested person transaction.

Following the completion of the divestment of Cocoa Ingredients Division on 30 June 2013, sales of cocoa ingredients or products to PT Fajar Mataram Sedayu has ceased. However, the Company may continue to provide some of the Company's products to PT Fajar Mataram Sedayu.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.2 Scope of Interested Person Transactions (continued)

##### (b) Transactions with PT Fajar Mataram Sedayu (continued)

##### (ii) Purchase of goods from PT Fajar Mataram Sedayu

The Company's subsidiary, PT Nirwana Lestari, has been undertaking the purchase of products from PT Fajar Mataram Sedayu, for distribution in Bali, Indonesia. PT Nirwana Lestari intends to continue purchasing such products from PT Fajar Mataram Sedayu. The quantum of the Company's purchases from PT Fajar Mataram Sedayu for the period 1 January 2024 to the Latest Practicable Date are set out below:

**For the period from  
1 January 2024 up to the  
Latest Practicable Date**

Aggregate value of purchases from PT Fajar Mataram Sedayu (US\$'000)	Nil
----------------------------------------------------------------------	-----

These transactions were entered into on a willing buyer and willing seller basis. The purchase of chocolate rice, chocolate spread, wafer, and other products from PT Fajar Mataram Sedayu is a recurrent interested person transaction. The Company intends to continue purchasing such products from PT Fajar Mataram Sedayu.

##### (c) Transactions with PT Freyabadi Indotama

By virtue of their aggregate interest in 100.0% of the shareholding in Berlian Enterprises Limited, the Executive Directors, Mr John Chuang, Mr Joseph Chuang and Mr William Chuang are deemed to be interested in 49.0% of the issued share capital of PT Freyabadi Indotama held in aggregate by McKeeson Investments Pte Ltd and PT Sederhana Djaja. Accordingly, transactions between the Group and PT Freyabadi Indotama are deemed to be interested person transactions.

PT Freyabadi Indotama is a joint venture entity, in which Fuji Oil Ltd, an unrelated third party, McKeeson Investments Pte Ltd and PT Sederhana Djaja own 51.0%, 30.0% and 19.0% of its issued share capital respectively. PT Freyabadi Indotama is principally engaged in the manufacture and sale of industrial chocolate.

##### (i) Sale of materials by the Group to PT Freyabadi Indotama

The Company's subsidiaries, PT Perusahaan Industri Ceres, PT Nirwana Lestari and PT General Food Industries have been undertaking the sale of products such as cocoa powder, cocoa butter, chocolate rice, cocoa liquor and other products to PT Freyabadi Indotama. The value of the Company's sales to PT Freyabadi Indotama for the period from 1 January 2024 up to the Latest Practicable Date are set out below:

**For the period from  
1 January 2024 up to the  
Latest Practicable Date**

Aggregate revenue received from PT Freyabadi Indotama (US\$'000)	27
------------------------------------------------------------------	----

These transactions were entered into on a willing buyer and willing seller basis. The provision of products such as cocoa powder, cocoa butter, chocolate rice, cocoa liquor and other products to PT Freyabadi Indotama is a recurrent interested person transaction. The Company intends to continue providing the Company's products to PT Freyabadi Indotama.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.2 Scope of Interested Person Transactions (continued)

##### (c) Transactions with PT Freyabadi Indotama (continued)

##### (ii) Purchase of products from PT Freyabadi Indotama

The Company's subsidiaries, PT Nirwana Lestari, PT Perusahaan Industri Ceres have been undertaking the purchase of chocolate coating and plastic packaging products from PT Freyabadi Indotama. The value of the Company's purchases from PT Freyabadi Indotama for the period from 1 January 2024 up to the Latest Practicable Date are as set out below:

	For the period from 1 January 2024 up to the Latest Practicable Date
Aggregate purchases from PT Freyabadi Indotama (US\$'000)	18,772

These transactions were entered into on a willing buyer and willing seller basis. The purchase of chocolate coating and plastic packaging products from PT Freyabadi Indotama is a recurrent interested person transaction. The Company intends to continue purchasing such products from PT Freyabadi Indotama.

##### (d) Transactions with PT Sederhana Djaja

By virtue of their aggregate interest in 100.0% of the shareholding in Berlian Enterprises Limited, the Executive Directors, Mr John Chuang, Mr Joseph Chuang and Mr William Chuang are deemed to be interested in 99.9% of the issued share capital of PT Sederhana Djaja held by McKeeson Investments Pte Ltd. Accordingly, transactions between the Group and PT Sederhana Djaja are deemed to be interested person transactions. PT Sederhana Djaja is an investment holding company.

The total annual rental paid by the Group to PT Sederhana Djaja for the period from 1 January 2024 up to the Latest Practicable Date are as set out below:

	For the period from 1 January 2024 up to the Latest Practicable Date
Total annual rental paid to PT Sederhana Djaja (US\$'000)	Nil

These transactions were entered into on a willing buyer and willing seller basis. The Group terminated its lease agreements with PT Sederhana Djaja in 2018. However, the Company may continue to lease properties from PT Sederhana Djaja.

#### 2.3 Rationale for and Benefits of the Shareholders' Mandate

In the ordinary course of the Group's business activities, the Group and the Interested Persons may enter into transactions with each other from time to time. Further, it is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Directors are of the view that it will be beneficial to the Group to transact or continue to transact with the Interested Persons, especially since the transactions are to be entered into on normal commercial terms.



## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.3 Rationale for and Benefits of the Shareholders' Mandate (continued)

Due to the time-sensitive nature of commercial transactions, the Company is seeking Shareholders' approval pursuant to Chapter 9 of the Listing Manual for the renewal of the Shareholders' Mandate to enable the Group to enter into transactions with the Interested Persons, provided that such transactions are entered into in the Group's ordinary course of business, are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The Shareholders' Mandate is intended to enhance the Group's ability to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for the entry by the Group into such transactions. This will substantially reduce administrative time and expenses associated with the making of such announcements or the convening of general meetings from time to time, and allow resources to be focused towards other corporate and business opportunities.

The Shareholders' Mandate will not cover any transactions between the Group and the Interested Persons which have a value below S\$100,000 as the threshold and aggregation requirements under Chapter 9 of the Listing Manual do not apply to such transactions. In addition, the transactions will not include the purchase or sale of assets, undertakings or businesses that are not in the Group's ordinary course of business.

If approved at the AGM, the Shareholders' Mandate will take effect from the date of the passing of the resolution to be proposed at the AGM and will continue to be in force until the next annual general meeting. The Company will seek the approval of Shareholders for the renewal of the Shareholders' Mandate annually.

Pursuant to Rule 920(1)(a) of the Listing Manual, the Company is required to:

- (a) disclose the Shareholders' Mandate in the Company's Annual Report, giving details of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year under review, (in the form set out in Rule 907 of the Listing Manual); and
- (b) announce the aggregate value of transactions conducted pursuant to the Shareholders' Mandate for the financial periods which it is required to report on within the time period required for the announcement of the financial results of the Group (in the form set out in Rule 907 of the Listing Manual).

#### 2.4 Review Procedures for Interested Person Transactions

The Company has established the following guidelines and procedures to ensure that all Interested Person Transactions are made on the Company's normal commercial terms and conditions are consistent with the Group's usual business practices and policies, which are generally no more favourable to the Interested Person than those extended to unrelated third parties:

- (a) All Interested Person Transactions will be documented and submitted periodically to the Audit Committee for their review to ensure that such transactions are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the Company. In the event that a member of the Audit Committee is deemed to have an interest in an Interested Person Transaction, he will abstain from reviewing that particular transaction. The Audit Committee will include the review of Interested Person Transactions as part of the standard procedures during the Audit Committee's examination of the adequacy of the Group's internal controls.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.4 Review Procedures for Interested Person Transactions (continued)

- (b) In respect of any purchase of products or procurement of services from Interested Persons, quotes received from at least two unrelated third parties in respect of the same or substantially the same types of transactions are to be used as a comparison wherever possible. The Audit Committee will review these comparables, taking into account pertinent factors, including but not limited to:
- (i) whether the pricing is in accordance with the Company's usual business practice and policies;
  - (ii) quality of the products offered;
  - (iii) delivery time;
  - (iv) track record; and
  - (v) whether the terms are no more favourable to the Interested Persons than those extended by unrelated third parties.

In cases where it is not possible to obtain comparables from other unrelated third parties, the Company may enter into the transaction with the Interested Person provided that the price and terms received from the Interested Person are no less favourable than those extended by the Interested Person to the unrelated third parties, taking into account all pertinent factors including, but not limited to business practices, industry norms, volume, quality, delivery time and track record.

- (c) In respect of any sale of products to Interested Persons, the Audit Committee will review the terms of the sale to ensure that they are not prejudicial to the interest of the Shareholders, taking into account pertinent factors, including but not limited to whether transactions with Interested Persons have been carried out at the prevailing market rates or prices on terms which are no more favourable to the Interested Person than the usual commercial terms extended to unrelated third parties.

Where the prevailing market rates or prices are not available due to the nature of the product to be sold, the Company may enter into the transaction with the Interested Person provided that the pricing policies are consistent with the usual margin obtained by the Group for the same or substantially similar type of transaction with unrelated third parties. In determining the transaction price payable by Interested Persons for such products, factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications and duration of contract will be taken into account.

The Group will implement the following procedures for the identification of interested persons and the recording of all the Company's interested person transactions:

- (a) at or about the fifteenth day of each month, the heads of the various departments are required to submit details of all Interested Person Transactions entered into during the previous month to the Chief Financial Officer, such as the actual value of the transactions. A "nil" return is expected if there are no Interested Person Transactions for the month;
- (b) the Chief Financial Officer will maintain a register of interested person transactions carried out with Interested Persons; and
- (c) following the review of the list by the Chief Financial Officer, the list will be submitted to the Company's Chief Executive Officer for approval prior to the submission to the Audit Committee for review and approval.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 2. THE RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS (continued)

#### 2.4 Review Procedures for Interested Person Transactions (continued)

The Directors will ensure that all disclosure requirements on the Interested Person Transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with. In addition, such transactions will be subject to Shareholders' approval if required by the Listing Manual. The Company will disclose in its Annual Report the aggregate value of the Interested Person Transactions conducted during the financial year.

The Company will maintain a register of transactions carried out with the Interested Persons pursuant to the Shareholders' Mandate (recording the basis, including the quotations obtained to support such basis, on which they were entered into), and the Company's internal audit plan will incorporate a review of all transactions entered into in the relevant financial year pursuant to the Shareholders' Mandate.

The Audit Committee shall review these internal audit reports on the Interested Person Transactions annually to ascertain that the established review procedures to monitor the Interested Person Transactions have been complied with.

If, during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the review procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, the Company will revert to Shareholders for a fresh mandate based on new guidelines and review procedures to ensure that Interested Person Transactions will be conducted at arm's length, on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

### 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the Substantial Shareholders in Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
<b>Substantial Shareholders</b>				
Lim Mee Len	–	–	319,326,500 <sup>(1)</sup>	52.25
John Chuang	220,800	0.04	319,710,500 <sup>(2)</sup>	52.31
Butterfield Trust (Asia) Limited ( <i>BTAL</i> )	–	–	317,723,100 <sup>(3)</sup>	51.99
Johnsonville Assets Limited ( <i>JAL</i> )	–	–	317,723,100 <sup>(4)</sup>	51.99
Johnsonville Holdings Limited ( <i>JHL</i> )	–	–	317,723,100 <sup>(5)</sup>	51.99
Aerodrome International Limited ( <i>Aerodrome</i> )	–	–	317,723,100 <sup>(6)</sup>	51.99
Joseph Chuang	270,800	0.044	310,511,000 <sup>(7)</sup>	50.81
Maplegold Assets Limited ( <i>Maplegold</i> )	–	–	310,191,000 <sup>(8)</sup>	50.75
Berlian Enterprises Limited ( <i>Berlian</i> )	–	–	310,191,000 <sup>(9)</sup>	50.75
Springbright Investments Limited ( <i>Springbright</i> )	–	–	293,414,000 <sup>(10)</sup>	48.01
First Pacific Advisors, LP ( <i>FPALP</i> )	36,571,310	5.984	–	–
Steven T. Romick	–	–	36,571,310 <sup>(11)</sup>	5.984
J. Richard Atwood	–	–	36,571,310 <sup>(12)</sup>	5.984
FPA GP, Inc. ( <i>FGI</i> )	–	–	36,571,310 <sup>(13)</sup>	5.984

## APPENDIX (SHAREHOLDERS' MANDATE)

### 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)

	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
<b>Directors</b>				
Doreswamy Nandkishore	22,000	0.0036	–	–
John Chuang	220,800	0.036	319,710,500 <sup>(2)</sup>	52.31
Joseph Chuang	270,800	0.044	310,511,000 <sup>(7)</sup>	50.81
William Chuang	630,800	0.10	–	–
Graham Nicholas Lee	–	–	–	–
Lee Meng Tat	–	–	–	–
Chin Koon Yew	–	–	1,298,400 <sup>(14)</sup>	0.21
Lim Seok Bee	–	–	–	–
Pedro Mata-Bruckmann	–	–	177,000 <sup>(15)</sup>	0.03

**Notes:**

- <sup>1.</sup> Mdm Lim Mee Len (wife of Mr John Chuang) is deemed to be interested in the Shares held (directly and indirectly) by Aerodrome, Berlian, Springbright and McKeeson Investments Pte Ltd (*McKeeson*), including her shares which are held by her nominee, Citibank Nominees Singapore Pte Ltd. Mdm Lim's interests arise as she is the beneficiary of the Johnsonville Assets Trust (*JAT*) and Johnsonville Holdings Trust (*JHT*) of which BTAL has been appointed as the trustee. BTAL owns 100% of JAL and JHL, which in turns own 70% and 30% of the issued and paid-up share capital of Aerodrome. Accordingly, she is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- <sup>2.</sup> Mr John Chuang is deemed to be interested in all the shares held (directly and indirectly) by his wife, Mdm Lim Mee Len, including his shares which are held by his nominee, DBS Nominees Pte Ltd. He is also one of the beneficiaries of JAT and JHT.
- <sup>3.</sup> BTAL is a Singapore registered public trust company and its deemed interest arises from its 100% shareholding in JAL and JHL. Accordingly, BTAL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- <sup>4.</sup> JAL has a 70% shareholding in Aerodrome. Accordingly, JAL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- <sup>5.</sup> JHL has a 30% shareholding in Aerodrome. Accordingly, JHL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- <sup>6.</sup> Aerodrome is the holding company of Berlian. Accordingly, Aerodrome is deemed to be interested in all the shares held (directly and indirectly) by Berlian.
- <sup>7.</sup> Mr Joseph Chuang is the sole shareholder of Maplegold. Accordingly, he is deemed to be interested in all the shares held (directly and indirectly) by Maplegold, including the shares held (directly or indirectly) by his wife, Madam Cheah Leong Teen and his shares which are held by his nominee, Citibank Nominees Singapore Private Limited.
- <sup>8.</sup> Maplegold has a 30% shareholding in Berlian. Accordingly, Maplegold is deemed to be interested in all the shares held (directly and indirectly) by Berlian.
- <sup>9.</sup> Berlian is the sole shareholder of McKeeson and Springbright. Accordingly, Berlian is deemed to be interested in all the shares held (directly and indirectly) by McKeeson and Springbright. In addition, Berlian's shares in the Company are held by its nominee, Citibank Nominees Singapore Private Limited.
- <sup>10.</sup> Springbright's shares in the Company are held by its nominee, Raffles Nominees (Pte) Ltd.
- <sup>11.</sup> Mr Steven T. Romick may be deemed to share voting and/or investment power over the securities of the Company as a director and officer of the general partner of FPALP. Mr Romick disclaims beneficial ownership of the securities owned by FPALP's clients.
- <sup>12.</sup> Mr J. Richard Atwood may be deemed to share voting and/or investment power over the securities of the Company as a director and officer of the general partner of FPALP. Mr Atwood disclaims beneficial ownership of the securities owned by FPALP's clients.
- <sup>13.</sup> FGI may be deemed to share voting and/or investment power over the securities of the Company as the general partner of the investment advisor, FPALP. The general partner disclaims beneficial ownership of the securities owned by FPALP's clients.
- <sup>14.</sup> Mr Chin Koon Yew is deemed to be interested in all the shares held (directly and indirectly) by his wife, Mdm Lily Chew Swee Ai, including his shares which are held by his nominee, Standard Chartered Bank (Singapore) Limited.
- <sup>15.</sup> Mr Pedro Mata-Bruckmann's shares in the Company are held by his nominee, Merrill Lynch (Singapore) Pte Ltd.

## APPENDIX (SHAREHOLDERS' MANDATE)

### 4. AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed the terms of the Shareholders' Mandate subject to the renewal. Having considered, *inter alia*, the scope, the guidelines on review procedures, the rationale and the benefits of the Shareholders' Mandate, the Audit Committee confirms that (a) the review procedures for determining the prices of Interested Person Transactions have not changed since approval for the Shareholders' Mandate was last given; and (b) the review procedures set out in paragraph 2.4 of this Appendix are sufficient to ensure that the Interested Person Transactions will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, during the periodic reviews by the Audit Committee, it is of the view that the established review procedures are no longer appropriate or adequate to ensure that the Interested Person Transactions will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and minority Shareholders, the Company will seek a fresh mandate from Shareholders based on new review procedures.

### 5. DIRECTORS' RECOMMENDATIONS

The Independent Directors are of the opinion that the entry into of the Interested Person Transactions by the Group in the ordinary course of its business will enhance the efficiency of the Group and is in the best interests of the Company. For the reasons set out in paragraph 2.3 of this Appendix, the Independent Directors recommend that Shareholders vote in favour of Resolution 13 being the Ordinary Resolution relating to the proposed renewal of the Shareholders' Mandate at the forthcoming AGM.

### 6. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report 2024 of the Company, will be held at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2, on 29 April 2025 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution relating to the renewal of the Shareholders' Mandate at the AGM as set out in the Notice of AGM.

### 7. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form attached to the Notice of AGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, not later than 48 hours before the time fixed for the AGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the AGM if he so wishes.

### 8. INSPECTION OF DOCUMENTS

Copies of the audited financial statements of the Company for the last two financial years ended 31 December 2023 and 2024 are available for inspection at the registered office of the Company at 111 Somerset Road, #16-12, TripleOne Somerset, Singapore 238164, during normal business hours from the date of this Appendix up to the date of the AGM.

### 9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed in this Appendix are fair and accurate and that there are no material facts the omission of which would make any statement in this Appendix misleading.

## ANNEXURE

### GENERAL INFORMATION RELATING TO CHAPTER 9 OF THE LISTING MANUAL

#### SCOPE

Chapter 9 of the Listing Manual applies to transactions which a listed company or any of its subsidiaries (which are not listed on the SGX-ST or an approved stock exchange) or associated companies (which are not listed on the SGX-ST or an approved stock exchange, provided that the listed group, or the listed group and its interested person(s) has control over) proposes to enter into with a counter-party which is an interested person of the listed company.

#### DEFINITIONS

An **interested person** means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.

An **associate** means (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual), means (i) an immediate family member (that is, the spouse, child, adopted child, stepchild, sibling or parent), (ii) the trustees of any trust of which he or his immediate family is beneficiary or, in the case of discretionary trust, is a discretionary object, and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and, (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies, taken together (directly or indirectly), have an interest of 30% or more.

An **associated company** means a company in which at least 20% but not more than 50% of its shares are held by the listed company or the group.

A **controlling shareholder** means a person who holds (directly or indirectly) 15% or more of the total number of issued shares excluding treasury shares in the Company or one who in fact exercises control over the listed company.

#### GENERAL REQUIREMENTS

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and are hence excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement or, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated NTA), are reached or exceeded. In particular, shareholders' approval is required where:

- (a) the value of such transaction, when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the listed company, is equal to or exceeds 5% of the latest audited consolidated NTA of the listed company; or
- (b) the value of such transaction is equal to or exceeds 5% of the latest audited consolidated NTA of the listed company.

Immediate announcement of a transaction is required where:

- (a) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the listed company is equal to or exceeds 3% of the latest audited consolidated NTA of the listed company; or
- (b) the value of such transaction is equal to or exceeds 3% of the latest audited consolidated NTA of the listed company.

#### GENERAL MANDATE

A listed company may seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.



## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

### FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

#### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL

##### (a) Corporate information

Company Secretaries  
Lee Wei Hsiung, ACS, ACG  
Cheok Hui Yee, ACS, ACG

##### **Registered Office**

111 Somerset Road, #16-12 TripleOne Somerset Singapore 238164  
Tel: (65) 6477 5600 Fax: (65) 6887 5181  
Email address: enquiry@delfilimited.com

##### **Registrar and Share Transfer Office**

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

##### **Auditor**

PricewaterhouseCoopers LLP  
7 Straits View, Marina One, East Tower, Level 12, Singapore 018936  
Ms. Theresa Sim May Ling  
Partner-in-charge (since the financial year ended 31 December 2024)

##### (b) Material contracts

Chuang Tiong Choon, Chuang Tiong Liep and Chuang Tiong Kie, who are the Company's executive directors, are deemed to have an aggregate interest of 49.0% in the issued share capital of PT Freyabadi Indotama ("Freyabadi") held in aggregate by McKeeson Investments Pte Ltd and PT Sederhana Djaja, by virtue of their aggregate interest in 100% of the shareholding in Berlian Enterprises Limited. Chuang Tiong Kie is also the President Director of Freyabadi.

By virtue of their aggregate interest in 99.9% of the shareholding in PT Sederhana Djaja, Chuang Tiong Choon, Chuang Tiong Liep and Chuang Tiong Kie who are the Company's executive directors, are deemed to be interested in 100% of the issued share capital of PT Tri Keeson Utama ("TKU") held by PT Sederhana Djaja.

##### (i) Call Option Agreement

On 22 September 2004, the Company entered into a call option agreement with PT Sederhana Djaja and McKeeson Investments Pte Ltd (collectively, the "Grantors") pursuant to which the Grantors granted to the Company the right to require the Grantors to sell to the Company ordinary shares, representing 49%, 100% and 51% of the issued and paid-up share capital of Freyabadi, TKU and PT Fajar Mataram Sedayu ("FMS") respectively.

##### (ii) Deed of Undertaking

On 22 September 2004, each of Chuang Tiong Choon, Chuang Tiong Liep and Chuang Tiong Kie (the "Covenantors") entered into a deed of undertaking with the Company to undertake and agree to dispose of their respective shareholding interests in Freyabadi, TKU and FMS in the event that the Audit Committee determines that a potential conflict of interest may arise between the Group, Freyabadi and TKU and between the Group and FMS; and the Group's acquisition of each Covenantor's shareholding interests in Freyabadi, TKU and FMS is not in the Group's commercial interest.

## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL (continued)

#### (c) (i) Key Management Personnel's remuneration

A breakdown showing the level and mix of each executive director's remuneration (including salary, bonus, directors' fees and benefits-in-kind) paid and payable for financial years 2023 and 2024 are as follows:

	Remuneration (S\$)	Basic Salary (%)	2024 Variable or Bonuses (%)	Benefits in Kind (%)	Total (%)
Chuang Tiong Choon	2,821,365	43	52	5	100
Chuang Tiong Liep	892,749	72	19	9	100
Chuang Tiong Kie	645,566	70	21	9	100
		Basic Salary (%)	2023 Variable or Bonuses (%)	Benefits in Kind (%)	Total (%)
<b>S\$2,500,000 to S\$2,999,999</b>					
Chuang Tiong Choon		33	62	5	100
<b>S\$1,000,000 to S\$1,499,999</b>					
Chuang Tiong Liep		49	45	6	100
Chuang Tiong Kie		33	62	5	100

The remuneration of its non-executive directors for financial years 2023 and 2024 are as follows:

	FY2024 S\$	FY2023 S\$	Fee (%)	Total (%)
Pedro Mata-Bruckmann	112,313	207,035	100	100
Doreswamy Nandkishore	172,816	109,846	100	100
Graham Nicholas Lee <sup>(1)</sup>	169,498	132,140	100	100
Lee Meng Tat <sup>(2)</sup>	164,616	–	100	100
Chin Koon Yew <sup>(3)</sup>	–	–	–	–
Lim Seok Bee <sup>(3)</sup>	–	–	–	–
Davinder Singh <sup>(4)</sup>	22,569	71,454	100	100
Anthony Michael Dean <sup>(5)</sup>	–	50,300	100	100
Koh Poh Tiong <sup>(5)</sup>	–	37,927	100	100
<b>Total</b>	<b>641,812</b>	<b>608,702</b>		

<sup>(1)</sup> Graham Nicholas Lee joined the Company with effect from 1 January 2023.

<sup>(2)</sup> Lee Meng Tat joined the Company with effect from 1 June 2023.

<sup>(3)</sup> Chin Koon Yew and Lim Seok Bee joined the Company with effect from 1 October 2024.

<sup>(4)</sup> Davinder Singh retired from the Company with effect from 23 April 2024.

<sup>(5)</sup> Anthony Michael Dean and Koh Poh Tiong retired from the Company with effect from 25 April 2023.

## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL (continued)

#### (c) (i) Key Management Personnel's remuneration (continued)

	Basic Salary (%)	Variable or Bonuses (%)	2024 Benefits in Kind (%)	Retirement (%)	Total (%)
<b>S\$750,000 to S\$999,999</b>					
Nancy Florencia	94	6	-	-	100
<b>S\$500,000 to S\$749,999</b>					
Amos Moses Yang	63	5	32	-	100
Richard Jeffrey Chung Ting Tshung	59	39	2	-	100
Tan Chay Kee	63	31	6	-	100
<b>S\$250,000 to S\$499,999</b>					
Ferry Haryanto	80	13	7	-	100
	Basic Salary (%)	Variable or Bonuses (%)	2023 Benefits in Kind (%)	Retirement (%)	Total (%)
<b>S\$750,000 to S\$999,999</b>					
Nancy Florencia	86	14	-	-	100
<b>S\$500,000 to S\$749,999</b>					
Amos Moses Yang	57	9	34	-	100
Richard Jeffrey Chung Ting Tshung	56	36	8	-	100
Tan Chay Kee	67	22	11	-	100
<b>S\$250,000 to S\$499,999</b>					
Ferry Haryanto	76	19	5	-	100

\* The total remuneration paid to the top five key officers was US\$2,277,000 (2023:US\$2,251,000)

#### (c) (iii) Remuneration of employees who are immediate family members of a director or the CEO and whose salary exceeds S\$100,000 per year are as follows:

##### S\$300,000 to S\$499,999

David Chuang Koong Wey	Director of Information Technology	Son of Mr Chuang Tiong Choon
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## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL (continued)

#### (d) Properties of the Group

Held by	Location	Land Area (sq m)	Tenure	Existing use
<b>PT Perusahaan Industri Ceres</b>	<b><u>Leasehold Land and Buildings</u></b>			
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 92 Regency: Bandung, Province: West Java Indonesia	4,378	30 years from February 2003	Factory, Warehouse, Office Building
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 92 Regency: Bandung, Province: West Java Indonesia	24,185	30 years from September 2004	Factory, Warehouse, Office Building
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 88 Regency: Bandung, Province: West Java Indonesia	3,840	30 years from November 2008	Factory, Warehouse
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 94 Regency: Bandung, Province: West Java Indonesia	14,610	30 years from March 2009	Factory, Warehouse, Office Building
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 86 Regency: Bandung, Province: West Java Indonesia	15,750	30 years from March 2009	Factory, Warehouse
	Village: Pasawahan, Sub district: Dayeuh Kolot, No. 90 Regency: Bandung, Province: West Java Indonesia	9,900	30 years from March 2009	Factory, Warehouse
	Desa Wanakerta, Kecamatan Telukjambe Barat, Kabupaten Karawang	223,961	30 years from July 2016 to September 2020	For future expansion
		27,284	Registration in Progress	For future expansion
	Unit CBD-WL-1 Kelurahan Salembaran Jati, Salembaran Jaya & Dadap, Kecamatan Kosambi, Kabupaten Tangerang	2,827	Registration in Progress	For future expansion

## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL (continued)

#### (d) Properties of the Group (continued)

Held by	Location	Land Area (sq m)	Tenure	Existing use
<b>PT Nirwana Lestari</b>	<b>Leasehold Land and Buildings</b>			
	Village: Bojong Menteng Sub District: East Bekasi, Jln Raya Narogong, Km 7 Regency: Bekasi Province: West Java Indonesia	19,450	20 years from December 2008	Office, Warehouse
	Denpasar, Bali 80116 Jl. Cargo Permai I no.188	1,515	10 years from January 2019	Warehouse
	Denpasar, Bali 80116 Jl. Cargo Permai I no.188	1,260	20 years from September 2011	Office, Warehouse
<b>Delfi Foods, Inc.</b>	(Agreement No. 108) Denpasar, Bali 80116 Jl. Cargo Permai I no.188 (Agreement No. 15)	2,800	20 years from September 2011	Office, Warehouse
	Barangay Parang, Marikina City, Metro Manila, Philippines	25,296	Freehold	Factory, Warehouse, Office Building

#### (e) Interested person transactions and conflicts of interest ("IPT")

Pursuant to Rule 920(1) of the Listing Manual of the SGX-ST, the Company has obtained a Shareholders' Mandate for it to enter into certain categories of interested person transactions with PT Tri Keeson Utama, PT Fajar Mataram Sedayu, PT Freyabadi Indotama and PT Sederhana Djaja and each of their associates. Transactions with interested persons which do not fall within the Shareholders' Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual of the SGX-ST.

As at 31 December 2024, the total IPT of US\$18.80 million (2023: US\$15.92 million) was recorded, as shown below.

Name of interested person	(1) Aggregate value of all interested person transactions during the financial year under review (excluding transactions conducted under shareholders' mandate pursuant to Rule 920)	(1) Aggregate value of all interested person transactions conducted under a shareholders' mandate pursuant to Rule 920
	2024 US\$'000	2024 US\$'000
<b>PT Freyabadi Indotama</b>		
- Sales of goods	-	27
- Purchase of products	-	18,772
	-	18,799

Note:

(1) Includes transactions that are individually less than S\$100,000 in value

## DISCLOSURE UNDER SGX-ST LISTING MANUAL REQUIREMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LISTING MANUAL (continued)

#### (f) Auditors' fees

	The Group	
	2024	2023
	US\$'000	US\$'000
Auditor's remuneration paid/payable to:		
- Auditor of the Company	306	269
- Other auditors*	206	206
Other fees paid/payable to:		
- Auditor of the Company	20	39
- Other auditors*	0	-
	<b>532</b>	<b>514</b>

\* Includes the network of member firms of PricewaterhouseCoopers International Limited (PwCIL)

#### (g) Appointment of auditors

The Group has complied with Rules 712 and 716 of the Listing Manual of the SGX-ST issued by Singapore Exchange Securities Trading Limited in relation to its auditor.

#### (h) Compliance with Rule 716 of the Listing Manual of SGX-ST

Both the Audit Committee and Board are satisfied that the appointment of different auditors of its subsidiaries would not compromise the standard and effectiveness of the audit of the Company. Accordingly, the Company is in compliance with Rule 716 of the Listing Manual of the SGX-ST.

#### (i) Review of the provision of non-audit services by the auditors

The Audit Committee has undertaken a review of non-audit services provided by the auditor, and in the opinion of the Audit Committee, the provision of these non-audit services would not affect their independence.

#### (j) Internal controls

Please refer to information disclosed in the Corporate Governance Report.



## SHAREHOLDINGS STATISTICS

AS AT 14 MARCH 2025

Total number of ordinary shares	: 611,157,000
Total number of voting shares	: 611,157,000
Total number of treasury shares held	: Nil
Total number of subsidiary holdings held	: Nil
Class of shares	: Ordinary shares
Voting rights	: 1 vote per ordinary share

### ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	15	0.96	175	0.00
100 – 1,000	177	11.33	114,090	0.02
1,001 – 10,000	737	47.18	4,169,828	0.68
10,001 – 1,000,000	608	38.93	37,972,320	6.21
1,000,001 and above	25	1.60	568,900,587	93.09
	1,562	100.00	611,157,000	100.00

### TOP 20 SHAREHOLDERS

No.	Name of Shareholder	No. of Shares	%
1	Citibank Nominees Singapore Pte Ltd	393,241,053	64.34
2	Raffles Nominees (Pte) Limited	44,227,741	7.24
3	DBS Nominees (Private) Limited	42,844,747	7.01
4	HSBC (Singapore) Nominees Pte Ltd	28,592,688	4.68
5	ABN Amro Clearing Bank N.V.	15,091,910	2.47
6	DBSN Services Pte. Ltd.	6,363,093	1.04
7	Mckeeson Investments Pte Ltd	6,000,000	0.98
8	Phillip Securities Pte Ltd	5,025,149	0.82
9	Ong Wai Meng	2,300,000	0.38
10	United Overseas Bank Nominees (Private) Limited	2,291,537	0.37
11	Morgan Stanley Asia (Singapore) Securities Pte Ltd	2,220,303	0.36
12	UOB Kay Hian Private Limited	2,215,500	0.36
13	OCBC Securities Private Limited	2,139,001	0.35
14	DBS Vickers Securities (Singapore) Pte Ltd	1,865,800	0.31
15	Chuang Yok Hoa @ Ma Lin Zi	1,850,000	0.30
16	CGS International Securities (Singapore) Pte. Ltd.	1,518,300	0.25
17	Chuang Mying Hwa @ Mying Mying	1,410,000	0.23
18	OCBC Nominees Singapore Private Limited	1,347,400	0.22
19	Ronie Tan Choo Seng	1,335,000	0.22
20	IFAST Financial Pte. Ltd.	1,280,800	0.21
		563,160,022	92.14

### SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on information available to the Company, approximately 40.44% of the Company's shares listed on the Singapore Exchange Securities Trading Limited were held in the hands of the public. Therefore, the Company has complied with Rule 723 of the Listing Manual.

# SHAREHOLDINGS STATISTICS

AS AT 14 MARCH 2025

## SUBSTANTIAL SHAREHOLDERS

(as recorded in the Register of Substantial Shareholders)

Name	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
Lim Mee Len	-	-	319,326,500 <sup>(1)</sup>	52.25
John Chuang	220,800	0.04	319,710,500 <sup>(2)</sup>	52.31
Butterfield Trust (Asia) Limited ( <i>BTAL</i> )	-	-	317,723,100 <sup>(3)</sup>	51.99
Johnsonville Assets Limited ( <i>JAL</i> )	-	-	317,723,100 <sup>(4)</sup>	51.99
Johnsonville Holdings Limited ( <i>JHL</i> )	-	-	317,723,100 <sup>(5)</sup>	51.99
Aerodrome International Limited ( <i>Aerodrome</i> )	-	-	317,723,100 <sup>(6)</sup>	51.99
Joseph Chuang	270,800	0.044	310,511,000 <sup>(7)</sup>	50.81
Maplegold Assets Limited ( <i>Maplegold</i> )	-	-	310,191,000 <sup>(8)</sup>	50.75
Berlian Enterprises Limited ( <i>Berlian</i> )	-	-	310,191,000 <sup>(9)</sup>	50.75
Springbright Investments Limited ( <i>Springbright</i> )	-	-	293,414,000 <sup>(10)</sup>	48.01
First Pacific Advisors, LP ( <i>FPALP</i> )	36,571,310	5.984	-	-
Steven T. Romick	-	-	36,571,310 <sup>(11)</sup>	5.984
J. Richard Atwood	-	-	36,571,310 <sup>(12)</sup>	5.984
FPA GP, Inc. ( <i>FGI</i> )	-	-	36,571,310 <sup>(13)</sup>	5.984

### Notes:

- Mdm Lim Mee Len (wife of Mr John Chuang) is deemed to be interested in the Shares held (directly and indirectly) by Aerodrome, Berlian, Springbright and McKeeson Investments Pte Ltd (*McKeeson*), including her shares which are held by her nominee, Citibank Nominees Singapore Pte Ltd. Mdm Lim's interests arise as she is the beneficiary of the Johnsonville Assets Trust (*JAT*) and Johnsonville Holdings Trust (*JHT*) of which BTAL has been appointed as the trustee. BTAL owns 100% of JAL and JHL, which in turns own 70% and 30% of the issued and paid-up share capital of Aerodrome. Accordingly, she is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- Mr John Chuang is deemed to be interested in all the shares held (directly and indirectly) by his wife, Mdm Lim Mee Len, including his shares which are held by his nominee, DBS Nominees Pte Ltd. He is also one of the beneficiaries of JAT and JHT.
- BTAL is a Singapore registered public trust company and its deemed interest arises from its 100% shareholding in JAL and JHL. Accordingly, BTAL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- JAL has a 70% shareholding in Aerodrome. Accordingly, JAL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- JHL has a 30% shareholding in Aerodrome. Accordingly, JHL is deemed to be interested in all the shares held (directly and indirectly) by Aerodrome.
- Aerodrome is the majority and controlling shareholder of Berlian. Accordingly, Aerodrome is deemed to be interested in all the shares held (directly and indirectly) by Berlian.
- Mr Joseph Chuang is the sole shareholder of Maplegold. Accordingly, he is deemed to be interested in all the shares held (directly and indirectly) by Maplegold, including the shares held (directly or indirectly) by his wife, Madam Cheah Leong Teen and his shares which are held by his nominee, Citibank Nominees Singapore Private Limited.
- Maplegold has a 30% shareholding in Berlian. Accordingly, Maplegold is deemed to be interested in all the shares held (directly and indirectly) by Berlian.
- Berlian is the sole shareholder of McKeeson and Springbright. Accordingly, Berlian is deemed to be interested in all the shares held (directly and indirectly) by McKeeson and Springbright. In addition, Berlian's shares in the Company are held by its nominee, Citibank Nominees Singapore Private Limited.
- Springbright's shares in the Company are held by its nominee, Raffles Nominees (Pte) Ltd.
- Mr Steven T. Romick is the director and officer of the general partner of FPALP and disclaims beneficial ownership of the securities owned by FPALP's clients. Accordingly, he is deemed to be interested in all the shares held (directly and indirectly) by FPALP.
- Mr J. Richard Atwood is the director and officer of the general partner of FPALP and disclaims beneficial ownership of the securities owned by FPALP's clients. Accordingly, he is deemed to be interested in all the shares held (directly and indirectly) by FPALP.
- FGI is the general partner of the investment advisor, FPALP and disclaims beneficial ownership of the securities owned by FPALP's clients. Accordingly, FPA GP, Inc is deemed to be interested in all the shares held (directly and indirectly) by FPALP.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("**AGM**" or the "**Meeting**") of **DELFI LIMITED** ("**Company**") will be held at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2, on Tuesday, 29 April 2025 at 10:00 a.m., for the following purposes:

### A. AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2024, together with the auditors' report thereon. **(Resolution 1)**
2. To declare a final dividend of 1.57 Singapore cents per ordinary share for the financial year ended 31 December 2024. **(Resolution 2)**
3. To re-elect the following Directors who will be retiring under Regulation 104 or 108 of the Constitution of the Company or Rule 720(5) of the Listing Manual of the SGX-ST and who, being eligible, offer themselves for re-election as Directors of the Company:
  - (a) Mr Chuang Tiong Liep (Regulation 104/Rule 720(5)) **(Resolution 3)**
  - (b) Mr Chuang Tiong Kie (Regulation 104/Rule 720(5)) **(Resolution 4)**
  - (c) Mr Doreswamy Nandkishore (Regulation 104/Rule 720(5)) **(Resolution 5)**
  - (d) Mr Chin Koon Yew (Regulation 108) **(Resolution 6)**
  - (e) Mdm Lim Seok Bee (Regulation 108) **(Resolution 7)**

*(See explanatory note)*
4. To approve additional Directors' fees of US\$65,982 payable by the Company for the financial year ended 31 December 2024. **(Resolution 8)**  
*(See explanatory note)*
5. To approve Directors' fees of US\$521,729 payable by the Company for the financial year ending 31 December 2025 (2024: US\$434,814 (excluding US\$65,982)). **(Resolution 9)**
6. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **(Resolution 10)**

### B. TO TRANSACT ANY OTHER ORDINARY BUSINESS THAT MAY PROPERLY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

## NOTICE OF ANNUAL GENERAL MEETING

### C. AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as ordinary resolutions:

#### 7. Share Issue Mandate

(Resolution 11)

That, under Section 161 of the Companies Act 1967 ("**Act**") and the Listing Manual of the SGX-ST, authority be given to the Directors of the Company to:-

- (a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements, or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares under any Instruments made or granted by the Directors while this Resolution was in force,

provided that:-

- (1) the aggregate number of Shares to be issued under this Resolution (including Shares to be issued under the Instruments, made or granted under this Resolution) does not exceed 50 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares under the Instruments made or granted under this Resolution) does not exceed 20 per cent of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), at the time of the passing of this Resolution, after adjusting for:-
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

## NOTICE OF ANNUAL GENERAL MEETING

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

**8. Authority to allot and issue new ordinary shares under the Delfi Limited Scrip Dividend Scheme (Resolution 12)**

That under Section 161 of the Act, authority be given to the Directors to allot and issue from time to time such number of new ordinary shares in the capital of the Company as may be required to be allotted and issued under the Delfi Limited Scrip Dividend Scheme.

**9. The Proposed Renewal of the Mandate for Interested Person Transactions (Resolution 13)**

That:-

- (a) approval be given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and its associated companies which are entities at risk as defined in Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into any of the transactions falling within the types of interested person transactions, particulars of which are set out in the Annual Report of the Company for the financial year ended 31 December 2024 ("**Appendix**") with any person who falls within the class of interested persons described in the Appendix, provided that such transactions are made at arm's length and on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and will be subject to the review procedures for interested person transactions as set out in the Appendix;
- (b) the approval given in sub-paragraph (a) above ("**IPT Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company is held or is required by law to be held, whichever is the earlier; and
- (c) the Directors be authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

By Order of the Board of Directors

Lee Wei Hsiung/Cheok Hui Yee  
Company Secretaries  
Singapore, 14 April 2025

## NOTICE OF ANNUAL GENERAL MEETING

### NOTES:

- (1) The AGM of the Company will be held, in a wholly physical format at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2, on Tuesday, 29 April 2025 at 10:00 a.m. There will be no option for members to participate virtually.
- (2) If a member wishes to submit questions related to the resolutions tabled for approval at the AGM prior to the AGM, all questions must be submitted by no later than 10:00 a.m. on 21 April 2025 through email to [delfi.agm@delfilimited.com](mailto:delfi.agm@delfilimited.com) and provide the following particulars, for verification purpose:
  - full name as it appears on his/her/its CDP and/or SRS share records;
  - NRIC/Passport/UEN number;
  - contact number and email address; and
  - the manner in which you hold in the Company (e.g. via CDP and/or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, member may also ask question during the AGM.

- (3) The Company will endeavour to address all substantial and relevant questions received from shareholders by 25 April 2025, 10:00 a.m., being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGXNet and the Company's website. The Company will also address any subsequent clarifications sought or follow up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://www.delfilimited.com>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.
- (4) A member of the Company (other than a Relevant Intermediary\*) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies or Chairman to attend, speak and vote in his/her/its stead at the AGM of the Company. A proxy need not be a member of the Company.
- (5) Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first named.

If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies (except where the Chairman of the AGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the AGM as the member's proxy for the relevant resolutions will be treated as invalid.

- (6) A member who is a Relevant Intermediary\* entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM instead of such member, but each such proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.



## NOTICE OF ANNUAL GENERAL MEETING

\*A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities Future Acts 2001 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (7) The instrument appointing proxy(ies) or the Chairman of the Meeting as proxy must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (8) A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, 1967.
- (9) The instrument appointing a proxy(ies) or Chairman of the Meeting as proxy must be deposited in the following manner;
- (a) if submitted by post, be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),
- in either case, by 10:00 a.m. on 27 April 2025 being not less than forty-eight (48) hours before the time appointed for holding the AGM.
- (10) Investors who hold shares through the Central Provident Fund Investment Scheme ("**CPF Investors**") or the Supplementary Retirement Scheme ("**SRS Investors**"):-
- (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the Meeting (i.e. by 10:00 a.m. on 16 April 2025).
- (11) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- (12) In the case of a member whose Shares are entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the proxy or proxies lodged if such member, being appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

## NOTICE OF ANNUAL GENERAL MEETING

### PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing proxy(ies) or the Chairman of the Meeting as proxy to vote at the AGM of the Company and/or any adjournment thereof, or (b) submitting any question prior to the AGM of the Company in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration and analysis by the Company (or its agents or service providers) of the instruments appointing proxy(ies) for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/ or guidelines (collectively, the **"Purposes"**);
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (iii) addressing substantial and relevant questions from members received before the AGM of the Company and if necessary, following up with the relevant members in relation to such questions;
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
- (v) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/ or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the AGM of the Company may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a member (such as his name, his presence at the AGM of the Company and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES & STATEMENT UNDER REGULATION 64 OF THE CONSTITUTION OF THE COMPANY

### **ORDINARY BUSINESS**

Resolutions from 3 to 7 are to re-elect Mr Chuang Tiong Liep, Mr Chuang Tiong Kie, Mr Doreswamy Nandkishore, Mr Chin Koon Yew and Mdm Lim Seok Bee who will be retiring by rotation under Regulation 104 or 108 of the Constitution of the Company or Rule 720(5) of the Listing Manual of the SGX-ST.

#### **Resolution 3:**

If re-elected, Mr Chuang Tiong Liep, shall remain as an Executive Director, Group Chief Growth and Marketing Officer, member of the Executive Committee ("EC"). Please refer to page 186 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

#### **Resolution 4:**

If re-elected, Mr Chuang Tiong Kie, shall remain as an Executive Director, Business Development Director, member of the EC. Please refer to page 186 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

#### **Resolution 5:**

If re-elected, Mr Doreswamy Nandkishore, shall remain as an Independent Director, Chairman of the Board of Director and Remuneration Committee ("RC"), member of the Audit Committee ("AC"), Nominating Committee ("NC") and Sustainability Committee ("SC"). He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST. Please refer to page 186 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

#### **Resolution 6:**

If re-elected, Mr Chin Koon Yew, shall remain as an Independent Director, Chairman of Risk Management Committee, member of AC and NC. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST. Please refer to page 186 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

#### **Resolution 7:**

If re-elected, Mdm Lim Seok Bee, shall remain as an Independent Director, member of NC, RC and SC. She will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST. Please refer to page 186 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Resolution 8 is to approve additional Directors' fees of US\$65,982 payable by the Company for the financial year ended 31 December 2024.

#### **Resolution 8:**

The increase in additional fees was due to the appointment of Mr Chin Koon Yew and Mdm Lim Seok Bee as Independent Directors on 1 October 2024 and the changes to the composition of the Board Committees which took effect on 1 October 2024. Please refer to page 56 of the Corporate Governance in the Annual Report for more details.

## NOTICE OF ANNUAL GENERAL MEETING

### **SPECIAL BUSINESS**

#### **Resolution 11:**

The proposed Resolution 11, if passed, will empower the Directors, from the date of the AGM until the next AGM of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, with a sub-limit of 20 per cent for Shares issued other than on a *pro rata* basis to Shareholders.

#### **Resolution 12:**

The proposed Resolution 12, if passed, will empower the Directors to allot and issue shares in the Company under the Delfi Limited Scrip Dividend Scheme to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

#### **Resolution 13:**

The proposed Resolution 13, if passed, will renew the IPT Mandate (which was last renewed at the AGM of the Company held on 23 April 2024) to facilitate the Company, its subsidiaries and associated companies which are entities at risk as defined in Chapter 9 of the Listing Manual of the SGX-ST, to enter into Interested Persons Transactions, the details of which are set out in the Annual Report. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or the date by which the next AGM is required by law to be held, whichever is the earlier.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Mr Chuang Tiong Liep, Mr Chuang Tiong Kie, Mr Doreswamy Nandkishore, Mr Chin Koon Yew and Mdm Lim Seok Bee who will be retiring by rotation under Regulation 104/Rule 720(5) (for Mr Chuang Tiong Liep, Mr Chuang Tiong Kie, and Mr Doreswamy Nandkishore) and 108 (for Mr Chin Koon Yew and Mdm Lim Seok Bee) of the Constitution of the Company, are seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 29 April 2025 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

The information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST, as required under Rule 720(6) of the Listing Manual of the SGX-ST, is set out below:

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
Date of Appointment:	2 March 1999	31 May 2001
Date of last re-appointment:	26 April 2022	26 April 2022
Age:	73	66
Country of principal residence:	Singapore	Singapore
The Board's comments on this re-appointment (including rationale, selection criteria, and the search and nomination process):	The Board of Directors, after considering the recommendation of the Nominating Committee, has reviewed and considered Mr Chuang Tiong Liep's (" <b>Joseph</b> ") work experience and suitability for re-appointment as an Executive Director of the Company. The Board has reviewed and concluded that Joseph possesses the expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors, after considering the recommendation of the Nominating Committee, has reviewed and considered Mr William Chuang Tiong Kie's (" <b>William</b> ") work experience and suitability for re-appointment as an Executive Director of the Company. The Board has reviewed and concluded that William possesses the expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility:	Executive. Mr Chuang Tiong Liep is responsible for the overall management and business development of our Branded business.	Executive. Mr Chuang Tiong Kie is responsible for the overall business expansion of our business.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.):	Executive Director, Group Chief Growth and Marketing Officer, and a member of the Executive Committee.	Executive Director, Business Development Director, and a member of the Executive Committee.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
3 January 2017	1 October 2024	1 October 2024
26 April 2022	Not Applicable	Not Applicable
66	69	72
India	Singapore	Singapore
The Board of Directors has accepted and approved the Nominating Committee's recommendation, who has reviewed and considered Mr Doreswamy Nandkishore's contributions and performance as an Independent Director of the Company.	The Board of Directors has accepted and approved the Nominating Committee's recommendation, who has reviewed and considered Mr Chin Koon Yew's contributions and performance as an Independent Director of the Company.	The Board of Directors has accepted and approved the Nominating Committee's recommendation, who has reviewed and considered Mdm Lim Seok Bee's contributions and performance as an Independent Director of the Company.
Non-Executive.	Non-Executive.	Non-Executive.
Chairman of the Board, Independent Director, Chairman of Remuneration Committee and a member of the Audit Committee, Nominating Committee and Sustainability Committee.	Independent Director, Chairman of the Risk Management Committee, a member of the Audit Committee and Nominating Committee.	Independent Director, a member of the Nominating Committee, Remuneration Committee and Sustainability Committee.



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
Professional qualifications:	GCE "A" Level Certification	Bachelor of Science, California State University, Long Beach
Working experience and occupation(s) during the past 10 years:	<p>Delfi Limited</p> <p>28 Oct 2004 – 1 Oct 2017</p> <ul style="list-style-type: none"> <li>President Director – Branded consumer Division</li> </ul> <p>1 October 2017 – Present</p> <ul style="list-style-type: none"> <li>Group Chief Growth and Marketing Officer</li> </ul>	<p>Delfi Limited</p> <p>28 Oct 2004 – 1 Oct 2017</p> <ul style="list-style-type: none"> <li>Chief Operational Officer – Branded Consumer Division (Indonesia)</li> </ul> <p>1 Oct 2017 – Present</p> <ul style="list-style-type: none"> <li>Business Development Director</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries:	<p><u>The Company</u></p> <p>Direct Interest: 270,800</p> <p>Deemed Interest: 310,511,000</p> <p><u>Subsidiaries of the Group</u></p> <p>Delfi Marketing, Inc.</p> <p>Direct Interest: 1</p>	<p><u>The Company</u></p> <p>Direct Interest: 630,800</p>
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries:	<p>Yes.</p> <ul style="list-style-type: none"> <li>Brother to Mr Chuang Tiong Choon (Executive Director, Chief Executive Officer, Managing Director and Substantial Shareholder);</li> <li>Brother-in-law to Madam Lim Mee Len (Substantial Shareholder); and</li> <li>Brother to Mr Chuang Tiong Kie (Executive Director).</li> </ul>	<p>Yes.</p> <ul style="list-style-type: none"> <li>Brother to Mr Chuang Tiong Choon (Executive Director, Chief Executive Officer, Managing Director and Substantial Shareholder);</li> <li>Brother-in-law to Madam Lim Mee Len (Substantial Shareholder); and</li> <li>Brother to Mr Chuang Tiong Liep (Executive Director).</li> </ul>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
<ul style="list-style-type: none"> <li>Bachelor's degree in Engineering (B-Tech), The Indian Institute of Technology</li> <li>Post Graduate in Management and Business Administration (PGDM), The Indian Institute of Management</li> <li>Program for Executive Development, IMD Lausanne</li> </ul> <p>Please refer to Other Principal Commitments including Directorships</p>	<ul style="list-style-type: none"> <li>MBA from Henley-Brunel University</li> <li>ACCA UK (1980)</li> </ul> <p>Independent Director of JB Foods Ltd (2014 to April 2024)</p>	<ul style="list-style-type: none"> <li>University of London, Bachelor of Science (Hons)</li> <li>ZDS Solingen, Diploma in Chocolate and Confectionery</li> </ul> <p>March 2012 – June 2021 – Delfi Limited, Chief Operating Officer and Chief of Quality Assurance, Food Safety R&amp;D and Technology</p> <p>August 2021 – Sino Pacific Thailand, Technical Consultant</p> <p>December 2022 – Current – Sinopac Consultant Services (S) Pte. Ltd., Operations Director</p> <p>October 2023 – Present – Steenland Chocolate B.V., Executive Director</p>
<p><u>The Company</u> Direct Interest: 22,000</p> <p><u>Subsidiaries of the Group</u> Nil</p>	<p><u>The Company</u> Direct Interest: 1,119,300 Deemed Interest: 179,100</p>	<p>Nil</p>
None	None	None

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
Conflict of interest (including any competing business)	Deemed to be interested in Berlian Limited, the ultimate holding company of:  (i) PT Freyabadi Indotama;  (ii) Freyabadi (Thailand) Co., Ltd.;  (iii) PT Tri Keeson Utama; and  (iv) PT Fajar Mataram Sedayu.	Deemed to be interested in Berlian Limited, the ultimate holding company of:  (i) PT Freyabadi Indotama;  (ii) Freyabadi (Thailand) Co., Ltd.;  (iii) PT Tri Keeson Utama; and  (iv) PT Fajar Mataram Sedayu.
Undertaking (in the format set out in Appendix 7.7 of Listing Rules) under Rule 720(1) has been submitted to the listed issuer:	Yes	Yes
Other Principal Commitments* including Directorships Past (for the last 5 years)	<u>As a Director</u> Delfi Singapore Pte Ltd	Nil
Other Principal Commitments* including Directorships (Present)	<u>As a Director</u> Delfi Limited Delfi-Orion Pte. Ltd. Delfi Yuraku Pte. Ltd. Ceres (International) Marketing Pte Ltd Freyabadi (Thailand) Co., Ltd. Brands of Hudsons Sdn. Bhd. Ceres Simes Confectionery Sdn. Bhd. Maplegold Assets Ltd. Pavilion View Holdings Limited McKeeson Consultants Private Limited  <u>As a Commissioner</u> PT Nirwana Lestari PT Freyabadi Indotama PT Perusahaan Industri Ceres PT Citra Tunggal Lestari  <u>Other Principal Commitments</u> Nil	<u>As a Director</u> Delfi Limited McKeeson Consultants Pte Ltd McKeeson Investment 1 Pte Ltd Freyabadi (Thailand) Co., Ltd Delfi-Orion Pte. Ltd. Delfi Yuraku Pte. Ltd.  <u>As a Commissioner</u> PT Freyabadi Indotama PT General Food Industries PT Delfi – Yuraku Indonesia  <u>Other Principal Commitments</u> Nil
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
None	None	None
Yes	Yes	Yes
Tiserin Capital Management	Independent Director of J.B. Foods Ltd. (2014 to 2024)	Nil
<u>As a Director</u> Delfi Limited I & N Developmental Investments Ltd Mayar Foods RA consulting DWC-LLC Livinguard Technologies AG Al Muhaidib Group	<u>As a Director</u> Delfi Limited  <u>Other Principal Commitments</u> Chairman of Risk Management Committee (Operating Level) of J.B. Foods Ltd - Non-Executive and Non-Independent role	<u>As a Director</u> Delfi Limited Steenland Chocolate B.V.  <u>Other Principal Commitments</u> Nil
<u>Other Principal Commitments</u> Nil		
No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	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
(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

ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
Yes	No	No
Blippar.com Ltd is a startup based in London. Mr Doreswamy Nandkishore ceased to be a director of this company in 2018. The company subsequently went into administration about a year later. This is a normal business risk with start up companies.		
No	No	No
No	No	No
No	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(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
(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
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(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	No	No

ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE AGM

Name of Retiring Director	Chuang Tiong Liep	Chuang Tiong Kie
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(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
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(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
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(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 of business trust?	No	No
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(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
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Any prior experience as a director of an issuer listed on the Exchange?	N/A	N/A
-------------------------------------------------------------------------	-----	-----

If yes, please provide details of prior experience.

If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.

Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).

ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION AT THE AGM

Doreswamy Nandkishore	Chin Koon Yew	Lim Seok Bee
No	No	No
No	No	No
No	No	No
No	No	No
N/A	N/A	N/A

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DELFI LIMITED

(Company Registration No. 198403096C)  
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

TO BE EFFECTIVE THIS FORM MUST BE SUBMITTED  
NO LATER THAN 10:00 A.M. ON 27 APRIL 2025  
(For CPF/SRS Investors, see Note 7.)

**IMPORTANT:**

- The AGM of the Company will be held, in a wholly physical format at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2, on Tuesday, 29 April 2025 at 10:00 a.m.. There will be no option for members to participate virtually.
- For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR THEIR INFORMATION ONLY.
- This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 April 2025.
- A relevant intermediary may appoint more than two proxies to attend the AGM and vote (please see Note 3 for the definition of "relevant intermediary").

**PLEASE READ THE NOTES TO THE PROXY FORM**

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.),  
of (Address) \_\_\_\_\_  
being a \*member/members of Delfi Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing whom, Chairman of the Annual General Meeting ("AGM" or "Meeting"), as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM of the Company to be convened and held at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore 238865 in the Legacy Room, on Level 2 on Tuesday, 29 April 2025 at 10:00 a.m. (Singapore time) and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/she/they will on any matter arising at the AGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as \*my/our proxy for that resolution will be treated as invalid.

No.	Resolutions relating to:	No. of votes 'For'**	No. of votes 'Against'**	No. of votes 'Abstain'**
<b>Ordinary Business</b>				
1	To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024, together with the auditors' report thereon.			
2	To declare final dividend.			
3	To re-elect Mr Chuang Tiong Liep as a Director of the Company.			
4	To re-elect Mr Chuang Tiong Kie as a Director of the Company.			
5	To re-elect Mr Doreswamy Nandkishore as a Director of the Company.			
6	To re-elect Mr Chin Koon Yew as a Director of the Company.			
7	To re-elect Mdm Lim Seok Bee as a Director of the Company.			
8	To approve additional Directors' fees for the financial year ended 31 December 2024.			
9	To approve Directors' fees for the financial year ending 31 December 2025.			
10	To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to fix their remuneration.			
<b>Special Businesses</b>				
11	To authorise Directors to issue shares and/or instruments under Section 161 of the Companies Act 1967.			
12	To authorise Directors to issue new ordinary shares under the Delfi Limited Scrip Dividend Scheme.			
13	To renew the Mandate for Interested Person Transactions.			

\* Delete where inapplicable.

\*\* If you wish to exercise all your votes "For" or "Against", or "Abstain" please tick with "✓" within the box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each resolution.

**Note:** Please note that the short descriptions given above of the resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of AGM for the full purpose and intent of the resolutions to be passed.

Dated this \_\_\_\_\_ day, \_\_\_\_\_ of 2025

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	
<b>Total</b>	

\_\_\_\_\_  
Signature of Member(s)  
and/or Common Seal of Corporate Shareholder

IMPORTANT – PLEASE READ NOTES OVERLEAF



## Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. A proxy need not be a member of the Company.
3. A member who is a Relevant Intermediary\* entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote at the AGM instead of such member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

\*A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy(ies) or Chairman of the Meeting as proxy must be deposited in the following manner;
    - i) if submitted by post, be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
    - ii) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),in either case, by 10:00 a.m. on 27 April 2025 being not less than forty-eight (48) hours before the time appointed for holding the AGM.
  5. The instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorized in writing. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
  6. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, 1967.
  7. Investors who hold shares through Relevant Intermediaries\*, including under the Central Provident Fund Investment Scheme ("CPF Investors") or the Supplementary Retirement Scheme ("SRS Investors"), and who wish to appoint the Chairman of the AGM as a proxy should approach their respective Relevant Intermediaries\*, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 16 April 2025).
  8. The Company shall be entitled to reject the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy.
  9. In the case of members whose Shares entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy lodged if such members, being the appointor, are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the virtual AGM, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2025.

Some of the information in this report constitute “forward looking statements” which reflect Delfi’s current intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which may be outside Delfi’s control. You are urged to view all forward looking statements with caution. For updated information, please contact our Corporate Office.

**NOTE ABOUT PRINTING:**

In line with Delfi Limited continuing efforts to promote environmental sustainability, this report is printed on environmentally-friendly paper.

If you would like additional copies or to share this report, we encourage you to download the soft copy in order to reduce consumption of resources from printing and distributing hard copies. The portable document format (PDF) soft copy is available for download via Delfi Limited website: [www.delfilimited.com](http://www.delfilimited.com).

**ABOUT THE FOREST STEWARDSHIP COUNCIL**

The Forest Stewardship Council™(FSC™) is an independent, non-governmental, not-for-profit organisation established to promote the responsible management of the world’s forests.

For more information, please visit: [www.fsc.org](http://www.fsc.org).



## **DELFI LIMITED**

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Co. Reg. No. 198403096C  
(Incorporated in the Republic of Singapore)

**[www.delfilimited.com](http://www.delfilimited.com)**