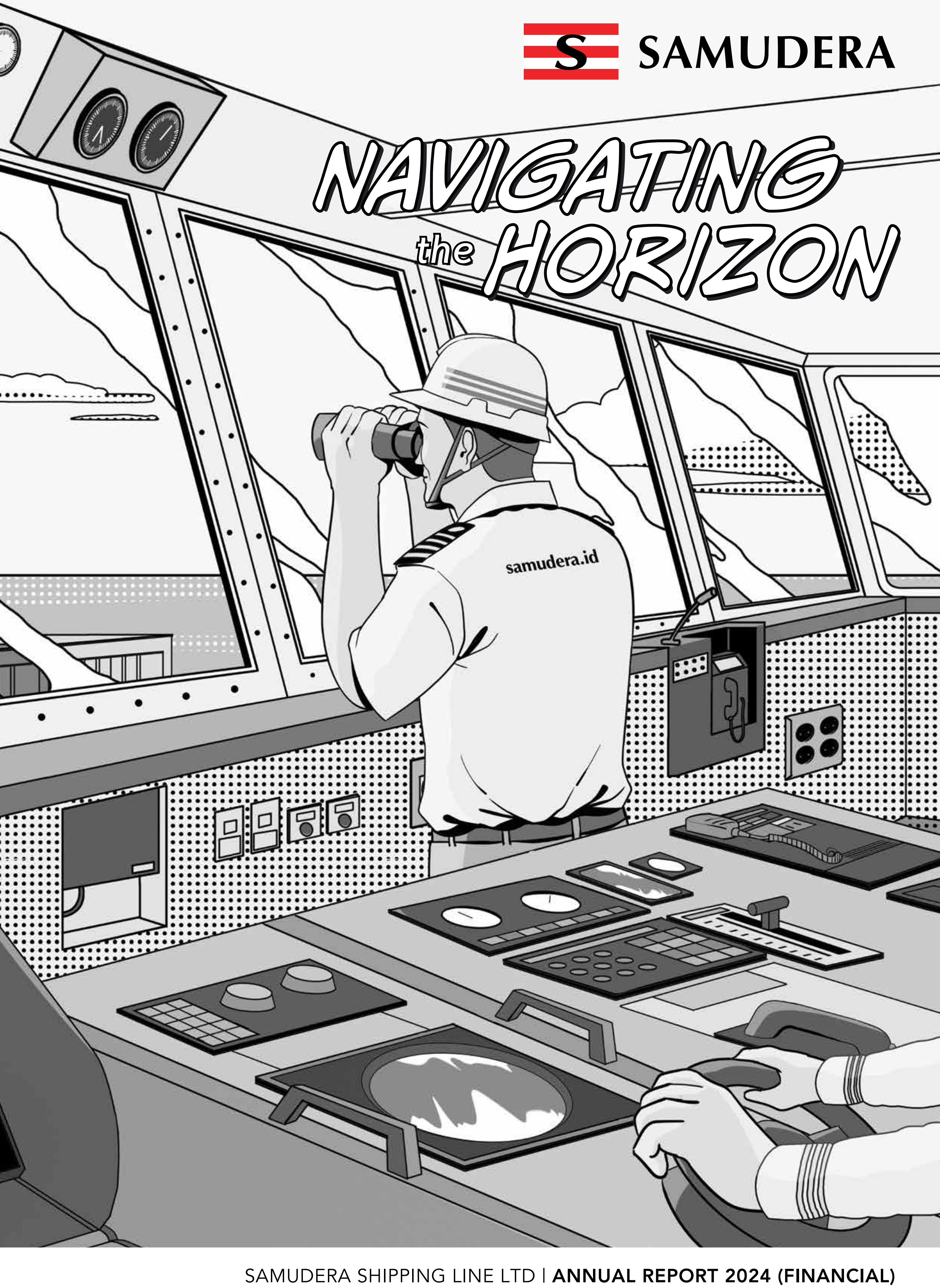
SAMUDERA

NAVIGATING the HORIZON



FINANCIAL
Contents

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**" or the "**Directors**") of Samudera Shipping Line Ltd (the "**Company**", together with its subsidiaries, the "**Group**") is committed to maintaining transparency and ensuring that a high standard of corporate governance is practiced throughout the Group so as to align with shareholders' interests and enhance shareholders' value.

This report describes the Group's corporate governance processes and practices that were adopted and in place throughout the financial year ended 31 December 2024 ("**FY2024**") with specific reference to the Principles and the Provisions of the Code of Corporate Governance 2018 (issued on 6 August 2018 and last amended on 11 January 2023), including the accompanying Practice Guidance (the "**Code**") and the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX–ST**").

The Company has complied substantially with the Code and where there are any deviations, appropriate explanations and/or alternative corporate governance practices adopted by the Company have been provided in the relevant sections below. In areas where the Company has not complied with the Code, the Board will continue to review and assess the Company's corporate governance practices regularly so as to determine the needs to implement appropriate measures in order to enhance shareholders' value and corporate accountability.

BOARD MATTERS

The Board's Conduct of its Affairs

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

Provisions 1.1 and 1.3: Principal Duties of the Board

The Board sets the appropriate tone–from–the–top for the entire organisation where ethics and values are concerned. The Board works together with Management and oversees the operations and business affairs of the Company and its subsidiaries, with the fundamental principle to act in the best interests of the Company.

The Board not only supervises Management's performance toward maximising long–term shareholders' value, but is also responsible for setting the strategic direction and establishing goals for Management as well as working together with Management to achieve these goals set for the Group. The Board also seeks to align the interests of the Board and Management with that of shareholders and balance the interests of all stakeholders.

In addition to its statutory duties and responsibilities, the principal functions of the Board include:

- To set up and review the broad policies, long–term strategies and financial objectives of the Group and to ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- To supervise the management of the business and affairs of the Group and monitor the performance of Management;
- To review the operational and financial performance of the Group, including the review and approval of financial results announcements, annual budgets, major funding proposals, potential investments, divestment proposals, material capital investments, interested person transactions and related party transactions, audited financial statements, annual reports and circulars (if any);
- To oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance and to ensure that the Group maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets;
- To approve the changes in the composition of the Board and Board Committees, including appointment/ resignation of Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**") as recommended by the Nominating Committee;
- To review significant changes to the Group's organisational structure and key management personnel ("**KMP**") as recommended by the Group CEO;

- To approve the framework of remuneration for Directors and KMP as recommended by the Remuneration Committee;

- To review any conflict of interests relating to Directors and/or controlling shareholders (where applicable), major acquisitions and disposals of assets, dividend and other distributions to shareholders, and those transactions or matters which require the Board's approval under the provisions of the Listing Manual of the SGX–ST ("**SGX Listing Rules**") or any applicable regulations;

- To assume responsibility for the Group's compliance with its corporate governance practices, the Companies Act 1967 (the "**Companies Act**") and rules and regulations of the relevant regulatory bodies;

- To set up the Group's values and standards (including ethical standards) and consider sustainability issues in relation to the Economic, Environmental, Social and Governance ("**ESG**") factors identified as material for the Company as part of its strategic formulation; and

- To ensure accurate, adequate and timely reporting to, and communication with shareholders.

The Board delegates the formulation of business policies and day–to–day management to the Group CEO and the Executive Directors.

The Executive Directors and Managing Directors of the Group, who are reporting to the Group CEO, are classified as KMP of the Company. For FY2024, the Company has four KMPs, who are not Directors or the CEO of the Company.

Matters Reserved for Board's Approval
Management seeks the Board's approval on matters required under the Companies Act and the SGX Listing Rules. The Company has adopted a framework of delegated authorisations in its Authorisation Matrix approved by the Board.

The Board retains approval authority over transactions and strategic matters exceeding certain threshold limits, while delegating authority for transactions below those limits to KMPs and Management of the Company. The Authorisation Matrix is reviewed periodically and updated as necessary to align with changes in the Group's organisational structure, strategic priorities, and regulatory requirements.

The Authorisation Matrix sets out the level of authorisation and their respective approval limits for a range of transactions, including but not limited to operating and capital expenditures. The following matters are specifically reserved for the Board's decision and approval:

- The Group's annual budget;

- Financial results announcements;

- Annual report and audited financial statements;

- Dividend payment(s) to shareholders;

- Corporate strategies and financial restructuring;

- Changes to the composition of the Board and Board Committees;

- Changes to the KMPs;

- Major investments/divestments or acquisition/disposal proposal and material capital expenditures; and

- Any other transactions of a material nature requiring announcement under the SGX Listing Rules.

Independent Judgement
Each Director, in the course of carrying out his/her duties, exercises due diligence and independent judgment and makes decisions objectively in the best interests of the Group at all times. The Board provides shareholders with a balanced and clear assessment of the Group's performance, position and prospects on a half–yearly basis.

Conflict of Interests
During the course of any discussion, Directors are required to promptly disclose any conflict or potential conflict of interest (direct or indirect) in relation to the subject matter or proposed transaction to the Company as soon as they are aware of the conflict–related matters. In addition, Directors are also required to abstain from all discussions, deliberations and decisions in respect of the conflict–related matters.

Mr Bani Maulana Mulia (Group CEO and Executive Director) and Mr Ridwan Hamid (Executive Director, Group Business Support) are also Directors of the Company's controlling shareholders and in instances where conflict of interest exists, they will abstain from voting and/or making recommendations. In consultation with the Audit Committee, the Company has put in place a set of procedures and measures to mitigate any potential conflict of interests arising from the dual directorships of Mr Bani and Mr Ridwan since their appointment as Executive Directors of the Company in 2020.

Board Competencies
As part of the Board renewal process, the Nominating Committee ("**NC**") reviews and considers the skills, qualifications and experience of a nominated director before recommending any proposed appointments to the Board for approval. A formal letter of appointment is given to all newly appointed Directors, setting out their duties and obligations.

During the year under review, based on the NC's review and recommendation, the Board had approved the appointment of Messrs Max Loh Khum Whai, Goh Teik Poh, and Tay Beng Chai as Independent and Non–Executive Directors of the Company with effect from 29 April 2024 in place of Messrs Quah Ban Huat, Nicholas Peter Ballas, and Ng Chee Keong, who have been Independent Directors of the Company for more than 9 years from the date of their initial appointment.

Provision 1.2: Directors' Orientation and Training
The Board recognises the importance of appropriate orientation training and continuing education for its Directors. Newly appointed Directors are given orientation and briefings by Management on the business activities of the Group and its strategic directions, so as to familiarise them with the Group's operations, financial performance and encourage effective participation in Board discussions.

For any newly appointed Director(s) who has no prior experience as a director of a listed company, in addition to the orientation, he or she will be encouraged to also attend the relevant programme conducted by the Singapore Institute of Directors ("**SID**") to acquire knowledge of what is expected of a listed company director. As disclosed in the Company's announcement released on 11 April 2024 pursuant to Appendix 7.4.1 of the SGX Listing Rules, Mr Tay Beng Chai and Mr Max Loh Khum Whai have prior experience as a director of a company listed on SGX and was not required to undergo any further trainings as prescribed by SGX. As Mr Goh Teik Poh had attended and completed the courses conducted by SID (LED 1 to LED 9) for new directors of listed entities prior to his appointment as Independent Director of the Company, the NC was of the view that he was not required to undergo any further training as prescribed by SGX.

During FY2024, the Company had arranged for the following training and courses attended by the Directors:

Name of Directors	Details of Training/Courses Attended
Ridwan Hamid	Director Financial Reporting Fundamentals
Goh Teik Poh	(LED 1) Listed Entity Director Essentials (LED 2) Board Dynamics (LED 3) Board Performance (LED 4) Stakeholder Engagement (LED 5) Audit Committee Essentials (LED 6) Board Risk Committee Essentials (LED 7) Nominating Committee Essentials (LED 8) Remuneration Committee Essentials (LED 9) Environmental, Social & Governance
Low Chee Wah	Nominating Committee Essentials

All Directors are encouraged to attend seminars, conferences or any courses in connection to new laws, regulations and risk management (including management of commercial, financial, operational and compliance risks) conducted by professional bodies, including active participation in the SID. The cost of arranging and funding the training of the Directors will be borne by the Company. Directors receive regular updates on latest developments and issues pertaining to regulatory changes, corporate matters as well as corporate governance.

Where required, the Company Secretary and external professionals bring to the Directors' attention relevant updates in the industry and changes in accounting standards and regulations. The Directors are also given access to professionals for consultation as and when they deem necessary at the expense of the Company.

Provision 1.4: Delegation by the Board

Our Directors recognise the importance of good corporate governance and in offering high standards of accountability to our shareholders. In order to provide an independent oversight and to discharge its responsibilities more efficiently, the Board has delegated specific areas of responsibilities to three Board Committees: Audit Committee ("**AC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**"). These Board Committees have been constituted with clearly defined Terms of Reference, which have been amended to be in line with the Code to ensure their continued relevance and adequacy to meet the governance standards expected of the Board. The Chairman of the respective Committee will report to the Board on the outcome of the Committee meetings and their recommendations on the specific agendas mandated to the Committee by the Board.

The Board is free to request for further clarification and information from Management on all matters within their purview. The Board is ultimately responsible for the final decision on all matters.

Provision 1.5: Directors' Attendance at Meetings

To address the competing time commitments of the Directors, the schedule of all Board and Board Committees' meetings, the Annual General Meeting and/or Extraordinary General Meeting is prepared and given to all Directors well in advance, before the beginning of each financial year. The Board conducts at least four meetings on a quarterly basis to review the Group's financial and operational performance, half–year and full–year financial results, annual budget and where necessary, additional Board meetings are held to address significant issues or transactions.

During FY2024, the Board met five (5) times to review and approve the annual budget (including the proposed investments and/or divestments during the year), the Company's half–yearly and full–year financial results announcements, the Company's sustainability policies and practices (including the material ESG factors and proposed measurements/targets for each identified ESG factors), and the Group's strategic business plan. Ad–hoc meetings are also held to address significant issues or transactions. The Company's Constitution (the "**Constitution**") allows for Board meetings to be conducted by way of electronic means either via a telephone/video conference and/or by means of similar communication equipment where all Directors participating in the meeting are able to hear each other. Decisions of the Board and Board Committees may also be obtained through circular resolutions in writing.

The number of meetings held and attendance by Directors at the general meetings and meetings of the Board and Board Committees during FY2024 is set out as follows:

		Board Committees			General Meetings	
	Board	AC(3)	NC	RC	AGM	EGM
Number of Meetings held	5	2	1	3	1	1
Name of Directors	**No. of meetings attended**					
Masli Mulia	5	2	1	3	1	1
Bani Maulana Mulia	5	2	1	3	1	1
Ridwan Hamid	5	2	–	–	1	1
Tan Meng Toon	5	2	–	–	1	1
Quah Ban Huat (1)	1	1	1	1	1	1
Nicholas Peter Ballas (1)	1	1	1	1	1	1
Ng Chee Keong (1)	1	1	1	1	1	1
Lee Lay Eng Juliana	5	2	1	3	1	1
Low Chee Wah	5	2	1	3	1	1
Max Loh Khum Whai (2)	4	1	–	2	1	1
Goh Teik Poh (2)	4	1	–	2	1	1
Tay Beng Chai (2)	4	1	–	2	1	1

(1) Messrs Quah Ban Huat, Nicholas Peter Ballas, and Ng Chee Keong had resigned as Independent Directors of the Company effective from the conclusion of the Company's AGM held on 29 April 2024. They had attended all the Board and Board Committees' meetings held during the period 1 January 2024 to 29 April 2024, including the AGM and EGM held on 29 April 2024.
(2) Messrs Max Loh Khum Whai, Goh Teik Poh and Tay Beng Chai were appointed as Independent and Non–Executive Directors of the Company effective from the conclusion of the Company's AGM held on 29 April 2024. They had attended all the Board and Board Committees' meetings held during the period 29 April 2024 to 31 December 2024, comprising 4 Board meetings, 1 AC meeting, 2 RC meetings, 1 AGM, and 1 EGM.
(3) The Non–Executive Board Chairman, the Group CEO, 2 Executive Directors and Mr Low Chee Wah, who are not members of the AC, had attended all AC meetings held during FY2024 via invitation.

Board members who are non–committee members of the AC, NC, RC would attend the respective Board Committee meetings via invitation (where necessary).

The Board is of the view that the contribution of each Director should not be focused only on his/her attendance at meetings of the Board and/or Board Committees. A Director's contribution also extends beyond the confines of the formal environment of such meetings, through the sharing of views, advice, experience and strategic networking relationships which would further the interests of the Company.

During the year under review, the Board and Management had a dedicated session on corporate strategy to assess achievements, refine priorities, and chart the path forward for sustainable growth. The discussion was structured around presentations and facilitated discussions, encouraging collaborative thinking. The Board and Management actively participated, ensuring alignment on long–term objectives and reinforcing the Group's commitment to long–term value creation.

Multiple Board Representations
All Directors are required to declare annually their Board representations in other public listed companies and their other principal commitments to the NC.

Details of each Director's present and past three years directorships or chairmanships in other public listed companies, and other principal commitments are set out on pages 30 to 33 of this Annual Report.

When a Director has multiple board representations, the NC considers whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company, taking into consideration the Director's number of public listed company board representations and other principal commitments.

Based on the individual Director's confirmation to the NC on his ability to carry out his/her duties as a Director of the Company and to address any competing time commitments that may arise, the NC believes that it would not be necessary to stipulate a maximum limit on the number of public listed company board representations of each Director.

Notwithstanding that there is no formal guideline in place to address the conflict of competing time commitments that are faced by Directors with multiple board representations, the NC and the Board are cognizant of the recommendations as set out under Practice Guidance 4 of the Code. The NC would continue to review, on an on–going basis, and recommend appropriate changes to the Company's practices and disclosures as and when deemed feasible and appropriate for the Company.

For the year under review, the NC is satisfied that the Directors have given adequate time and attention to the affairs of the Group to discharge their duties as Directors of the Company through their attendance at meetings of the Board and Board Committees, notwithstanding their multiple board representations and other principal commitments.

Provision 1.6: Access to Information
All Directors are updated on major milestones, significant developments or events relating to the Group's business operations on an on–going basis. The Directors have unrestricted access to the Company's resources such as its Constitution, Terms of References of the respective Board Committees, Annual Reports and any other pertinent information for their reference. The Directors can also request for further explanations, briefings or informal discussions on any aspects of the Group's operations and business issues from Management from time to time.

To enable the Board and the Board Committees' members to engage in full deliberation, including to make informed decisions on the issues to be considered at each meeting and discharge their duties and responsibilities effectively, Management provides the Board and the Board Committees' members with complete, adequate and timely information and meeting materials prior to Board meetings. In addition, all relevant information on the Group's annual budgets, financial statements, material events and transactions complete with background and explanations are circulated to Directors as and when they arise. Any material variance between any projections/budgets and the actual results is disclosed and explained to the Board.

Provision 1.7: Separate and Independent Access to Management, the Company Secretary and External Advisers
The Directors have separate and independent access to the Company's KMPs and the advice and services of the Company Secretary. The Company Secretary assists the Chairman and the Chairman of each Board Committee in preparing the agendas for the respective meetings in consultation with the Management. The Company Secretary (and/or her representatives) attends and prepares minutes of all meetings of the Board and Board Committees, including assisting the Board to ensure that proper procedures are observed and requirements of the Companies Act 1967 and the SGX Listing Rules are complied with. The appointment or removal of the Company Secretary is subject to the approval of the Board as a whole.

Where the Directors require independent advice from external professionals in the course of discharging their duties, such advice would be provided at the Company's expense, subject to approval by the Board.

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

During FY2024, at the NC's recommendation, the Board had approved the following changes to the composition of the Board and Board Committees:

(i) Resignation of Messrs Nicholas Peter Ballas, Quah Ban Huat, and Ng Chee Keong as Independent and Non–Executive Directors of the Company;

(ii) Appointment of Messrs Max Loh Khum Whai, Tay Beng Chai and Goh Teik Poh as Independent and Non–Executive Directors of the Company;

(iii) Appointment of Ms Lee Lay Eng Juliana as the Lead Independent Director;

(iv) Appointment of Mr Low Chee Wah as the Chairman of the NC, and a member of the RC;

(v) Appointment of Mr Max Loh Khum Whai as the Chairman of the AC, and a member of the NC and RC;

(vi) Appointment of Mr Goh Teik Poh as the Chairman of the RC, and a member of the AC and NC; and

(vii) Appointment of Mr Tay Beng Chai as a member of the AC, NC and RC.

As at the date of this Report, the Board composition comprises one Non–Independent and Non–Executive Chairman, three Executive Directors and five Independent and Non–Executive Directors as set out in the table below:

Name of Directors	Designation	Date of Initial Appointment	Date of Last Re–Appointment	AC	NC	RC
Masli Mulia	Chairman, Non–Independent and Non–Executive Director	01.04.2007	29.04.2024	–	Member	–
Bani Maulana Mulia	Executive Director and Group CEO	01.09.2020	28.04.2023	–	–	–
Ridwan Hamid	Executive Director, Group Business Support	01.11.2020	28.04.2023	–	–	–
Tan Meng Toon	Executive Director, Group Business Operations	01.08.2018	29.04.2024	–	–	–
Lee Lay Eng Juliana	Lead Independent and Non–Executive Director	01.08.2018	29.04.2024	Member	Member	Member
Low Chee Wah	Independent and Non–Executive Director	01.08.2023	29.04.2024	–	Chairman	Member
Max Loh Khum Whai	Independent and Non–Executive Director	29.04.2024	–	Chairman	Member	Member
Goh Teik Poh	Independent and Non–Executive Director	29.04.2024	–	Member	Member	Chairman
Tay Beng Chai	Independent and Non–Executive Director	29.04.2024	–	Member	Member	Member

Provisions 2.1, 2.2 and 2.3: Board Independence
The NC conducts an annual review of the Board composition and for FY2024, the NC is satisfied that (i) majority of the Board composition is made up of Non–Executive Directors (66.67%) in line with Provision 2.3 of the Code; and (ii) majority of the Board composition is made up of Independent and Non–Executive Directors (55.56%) in line with the SGX Listing Rule 210(5)(c) and Provision 2.2 of the Code. No individual or small group of individuals dominate the Board's decision making process enabling the Board members to make decisions in the best interest of the Company. Each Board member maintains high level of commitment in their roles as a Director of the Company and demonstrates objectivity and professionalism when deliberating on issues brought before the Board and there is no undue influence by Management over the Board.

The profiles of the Directors, including information on their qualifications and experiences are set out on pages 26 to 33 of this Annual Report.

The independence of each Independent and Non–Executive Director is assessed annually by the NC. For FY2024, the NC has reviewed and determined the independence of the Independent and Non–Executive Directors based on the guidelines provided in SGX Listing Rule 210(5), Provision 2.1 and Practice Guidance 2 of the Code, including considering whether the Independent Directors have any business relationships with the Group, its substantial shareholders or its officers and if so, whether such relationship could interfere or be reasonably perceived to interfere with the Independent Directors' ability to exercise independent judgment in the best interest of the Group. There were no business relationships between the Group and the respective Independent Directors for FY2024.

Each Independent and Non–Executive Director, existing or newly–appointed, is required to annually confirm his/her independence and that there are no existing conditions that would impair his/her independence by completing and signing the Confirmation of Independence declaration form, which is based on the guidelines as set out in the NC Terms of Reference and the Code. The NC will then review the declarations submitted by each Independent and Non–Executive Director to determine their independence.

Taking into consideration that Mr Low Chee Wah's spouse is an equity partner in Ernst & Young LLP ("**EY**"), which is the Company's external audit firm, and also an equity partner and head of tax of Ernst & Young Solutions LLP ("**EYS**"), an affiliate of EY, which provides tax and other non–audit services to the Group –– in order to mitigate any potential conflict of independence, the NC had determined and resolved that Mr Low would not be appointed as a member of the AC, and he would have to recuse from all discussions on conflicted issues. In addition, Mr Low must also disclose to the AC and NC on any conflict of interest (arising due to his spouse's position as equity partner in both EY and EYS) as soon as he is aware of the matter.

When deliberating on the nomination of Mr Max Loh Khum Whai's appointment as an Independent and Non–Executive Director of the Company and as a member and Chairman of the AC, the NC had deliberated and taken into consideration that Mr Loh retired from his position as Managing Partner (Asean & Singapore) in EY in July 2022. In order to mitigate any potential conflict of independence and in compliance with Provision 10.3 of the Code, the NC had recommended that Mr Loh be appointed as (i) an Independent Director effective from 29 April 2024 and (ii) as a member and the Chairman of the AC with effect from 1 July 2024, after the two–years "cooling–off" period following his retirement as Managing Partner in EY, the Company's existing auditing firm. The Board had concurred with the NC's recommendation.

For the year under review, the NC has reviewed the independence of the five Independent Directors, namely, Ms Lee Lay Eng Juliana, Messrs Low Chee Wah, Max Loh Khum Whai, Goh Teik Poh, and Tay Beng Chai, and is satisfied that there are no relationships which would impair their independent judgment or would deem any of them to be non–independent. In reviewing each Independent and Non–Executive Director's independence, the NC has considered the relationships identified by the Code and SGX Listing Rule 210(5), and is satisfied that the Independent and Non–Executive Directors are also independent of the substantial shareholders of the Company.

Each member of the NC had abstained from all discussions, deliberations and decisions in respect of assessment of their own independence.

Independence of Director who has served on the Board beyond Nine Years in line with SGX Listing Rule 210(5)(d)(iv)
The date of appointment of each Independent Director of the Company is set out on pages 30 to 33 of this Annual Report. During the year under review, Messrs Quah Ban Huat, Nicholas Peter Ballas and Ng Chee Keong (who had served on the Board for more than nine years from the date of their first appointment) resigned as Independent Directors of the Company effective from the conclusion of the Company's AGM on 29 April 2024 in compliance with the SGX Listing Rule 210(5)(d)(iv) and the SGX Transitional Practice Note 4 which came into effect on 11 January 2023.

The Board, after taking into consideration the NC's evaluation and recommendation, had approved the appointments of Messrs Max Loh Khum Whai, Goh Teik Poh, and Tay Beng Chai as new Independent Directors of the Company effective from the conclusion of the Company's AGM on 29 April 2024. The NC and Board had carefully selected these Independent Directors based on their expertise, experience, and ability to provide objective judgement in the best interests of the Company.

The Company's Board composition remains in compliance with Provision 2.2 of the Code and continues to uphold high standards of corporate governance, ensuring a balanced and diverse Board composition that fosters independent decision–making.

Provision 2.4: Composition, Size, Competency and Diversity of the Board
The NC, annually, reviews the size and composition of the Board and Board Committees, including the skills and core competencies of each Director to ensure an appropriate balance and diversity of skills and experience for effective decision–making. The Board, as a whole, consists of a good mix of individuals from the private sector with appropriate skills, expertise, industry knowledge, professional and commercial experience with core competencies in accounting and audit, financial, legal and tax advisory, and gender diversity necessary to contribute, direct, manage and lead the Group effectively. The objective judgment of the Independent and Non–Executive Directors on corporate affairs and their collective experience and contributions are valued by the Company.

The Board is of the view that the current Board size, composition, competency and diversity is appropriate, taking into account the nature and scope of the Group's operations.

As the Board consists of five (5) Independent and Non–Executive Directors, objectivity on issues deliberated is assured and Management is able to benefit from their diverse external perspectives on issues brought before the Board. Objectivity and independence of the Board decisions are maintained through the professionalism of each Board member, who have demonstrated a high level of commitment in their roles as Directors of the Company.

The Independent and Non–Executive Directors constructively challenge and assist in the development of proposals on strategy, and assist the Board in reviewing the performance of Management in achieving agreed goals and objectives of the Group's business, and monitor the reporting of performance. Management also has access to the Independent and Non–Executive Directors for guidance and informal discussions both within and outside the meetings of the Board and Board Committees.

Board Diversity Policy
Based on the recommendation of the NC, the Board had on 17 March 2022 adopted a Board Diversity Policy as it acknowledges the importance of boardroom diversity in terms of age, gender, culture, nationality, ethnicity, tenure, different background of core competency, industry knowledge and recognises the benefits of this diversity. A diversity of tenure will achieve the progressive renewal of the Board so that there is continuity of experienced directors as well as the onboarding of new directors to provide fresh perspectives on an ongoing basis. All director appointments will be based on merit, having due regard to the overall balance and effectiveness of the Board.

In considering potential Board candidates for the refreshment of Board, the NC and the Board not only take into account gender diversity but also diversity in respect of skills, experience and expertise as recommended by the Code. In particular, core competencies and expertise of the potential candidates would be paramount considerations.

The profiles of the Directors are set out on pages 26 to 33 of this Annual Report. The current Board composition provides a diversity of skills, gender, experience, and knowledge to the Company as follows:

Balance and Diversity of the Board *(as at 31 December 2024)*

		Number of Directors	Proportion of the Board
(i)	***Core Competencies/Skills Set***		
	Audit, Accounting, Taxation and Finance related	4	44%
	Legal	2	22%
	Relevant Industry Knowledge	7	78%
	Strategic Planning	8	89%
	Sustainability	5	56%
(ii)	***Gender***		
	Male	8	89%
	Female	1	11%

The Board considers that its current Directors possess the necessary competencies, knowledge and diversity to lead and govern the Group effectively. As such, the NC is of the view that the Company does not need any additional targets or plans to further diversify its Board composition. Notwithstanding, the NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions and set targets and timelines (where required) to the Board for consideration and approval. The NC will also continue its identification and evaluation of suitable candidates to ensure and enhance its balance and diversity (including age, gender and skills set diversity) on the Board.

Provision 2.5: Meeting of Non–Executive Directors and/or Independent Directors without Management
During the period under review, the Independent and Non–Executive Directors (both the past and present Directors) had met a total of four times amongst themselves without the presence of Management (including the Non–Executive Board Chairman, the Group CEO, and Executive Directors). The feedback and views expressed during such meetings had been communicated to the Board Chairman and the Group CEO, as appropriate.

Chairman and Chief Executive Officer
Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered power of decision–making.

Provisions 3.1 and 3.2: Separate Role and Responsibilities of Chairman and Group CEO
There is a clear division of roles and responsibilities between the Board Chairman and the Group CEO of the Company to ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision making.

Mr Masli Mulia is the Non–Independent and Non–Executive Chairman and he was given a formal letter of appointment setting out in writing his roles and responsibilities as the Non–Executive Chairman of the Company. Mr Bani Maulana Mulia is the Executive Director and the Group CEO of the Company and he was given a service contract setting out in writing his duties and responsibilities as the Group CEO of the Company. The Group CEO, Mr Bani Maulana Mulia is the son of the Board Chairman, Mr Masli Mulia.

The Chairman, Mr Masli Mulia, provides leadership to the Board and the Group CEO. He is responsible for:

(a) Ensuring that Board meetings are held when necessary and sets the agenda of the Board meetings in consultation with the other Directors and Management, including setting the pace for a constructive debate and an effective contribution from the Board members at the meetings;

(b) Ensuring effective communication and constructive dialogue between shareholders, the Board and Management at the Company's AGM and other general meetings; and

(c) Providing close oversight, guidance, advice and leadership to the Group CEO and Management.

The Group CEO, Mr Bani Maulana Mulia, manages and oversees the Group's business and is responsible for:

(a) The day–to–day operations of the Group's business which are carried out with the assistance of the other Executive Directors and KMPs;

(b) Steering the strategic direction and business growth of the Group, including formulating and implementing business plans, strategic policies for long–term growth of the Group's business. Strategic decisions are made in consultation with the Board;

(c) Reviewing the Board papers before they are presented to the Board and ensures that the Board members are provided with complete, adequate and timely information; and

(d) Promoting high standards of corporate governance.

Provision 3.3: Role of Lead Independent Director
In view that the Chairman is not independent, the Board had appointed Ms Lee Lay Eng Juliana as the Company's Lead Independent Director on 29 April 2024. The Lead Independent Director is responsible for leading and coordinating the activities of the Independent and Non–Executive Directors and serve as a principal liaison on Board issues between the Independent and Non–Executive Directors and the Chairman of the Board to provide a non–executive perspective and contribute to a balance of viewpoints on the Board.

The Lead Independent Director may call for meetings of Independent and Non–Executive Directors to meet or communicate amongst themselves, without the presence of the Non–Executive Board Chairman and Executive Directors, as and when the need arises.

The Lead Independent Director is available to shareholders who have concerns for which contact through the normal channels of the Board Chairman, Group CEO or Executive Directors have failed to resolve or for which such contact is inappropriate. During FY2024, there was no query or request received from shareholders on any matters which required the Lead Independent Director's attention.

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

Provisions 4.1 and 4.2: Composition, Role and Duties of NC
The NC comprises the following six (6) members, five (5) of whom are Independent and Non–Executive Directors. The NC Chairman is independent and not associated in any way with the substantial shareholders of the Company.

Low Chee Wah	Chairman
Masli Mulia	Member
Lee Lay Eng Juliana	Member
Max Loh Khum Whai	Member
Goh Teik Poh	Member
Tay Beng Chai	Member

The NC is regulated by a set of written Terms of Reference and is responsible for making recommendations to the Board on all Board appointments and re–appointments through a formal and transparent process. In respect of re–nominations, the NC will consider the individual Director's contribution and performance and whether the Director has adequate time and attention to devote to the Company, in the case of Directors with multiple board representations.

The key functions of the NC include:

- To review board succession plans for Directors, in particular, the Chairman, the Group CEO, the CFO (or a KMP of an equivalent position), Executive Directors, and KMPs, including Managing Directors;

- To conduct a formal assessment on the effectiveness of the Board as a whole and to assess the contribution by each individual Director to the effectiveness of the Board, particularly when a Director serves on multiple Boards;

- To establish procedures for and make recommendations to the Board on the appointments of new Directors, including making recommendations on the composition of the Board generally and the balance between Executive and Non–Executive Directors appointed to the Board and re–appointments;

- To regularly review the Board structure, size and composition having regard to the scope and nature of the operations and the core competencies of the Directors as a group;

- To establish procedures for evaluation of the performance of the Board, its Board Committees and Directors, and propose objective performance criteria which shall be approved by the Board;

- To determine the independence of each Director, namely the Independent Directors;

- To ensure that all Board appointees undergo an appropriate induction programme;

- To review and determine that each Director carries out his duties as a Director of the Company adequately, taking into consideration each Director's number of public listed company board representations and other principal commitments; and

- To undertake such other duties or functions as may be delegated by the Board or required by regulatory authorities under the SGX Listing Rules or the Code.

During FY2024, the NC had met once and:

(a) Assessed and evaluated the effectiveness of the Board and the Board's performance as a whole;

(b) Reviewed the Board and Board Committees' composition and assessed the independence of each Independent Director;

(c) Reviewed and recommended the appointment of Messrs Max Loh Khum Whai, Goh Teik Poh, and Tay Beng Chai as an Independent and Non–Executive Director of the Company, including changes to the composition of the Board and Board Committees; and

(d) Recommended the re–appointment of Directors retiring pursuant to SGX Listing Rule 720(5) ("**LR 720(5)**") and Articles 91 and 97 of the Company's Constitution.

Provision 4.3: Process for Selection, Appointment and Re–appointment of Directors
Re–appointment of Directors
The NC reviews the re–appointment of each Board member in accordance with the Company's Constitution. All Directors are required to submit themselves for re–nomination and re–appointment at regular intervals and at least once every three years. Pursuant to Articles 87 and 91 of the Company's Constitution, at each AGM, one–third of the Directors (including Managing Director or CEO) shall retire from office by rotation. Article 92 provides that Directors who are due to retire by rotation under Article 91 shall be those longest in office since their last re–election of appointment, and the retiring Directors are eligible to offer themselves for re–appointment.

Article 97 further provides that all newly appointed Directors shall retire from office at the next AGM following their appointment and shall not be taken into account in determining the number of Directors retiring by rotation under Article 91.

In addition, the NC is cognizant that in accordance with LR 720(5), all Directors must submit themselves for re–nomination and re–appointment at least once every three years.

At the NC meeting held in February 2025, the NC had reviewed and recommended for the Board's consideration that the following Directors be subject to re–appointment pursuant to LR 720(5) and the Company's Constitution at the forthcoming AGM to be held on 29 April 2025:

Name of Directors	Designation	Due for re–appointment pursuant to:
Max Loh Khum Whai	Independent and Non–Executive Director	Article 97
Goh Teik Poh	Independent and Non–Executive Director	Article 97
Tay Beng Chai	Independent and Non–Executive Director	Article 97
Bani Maulana Mulia	Executive Director and Group Chief Executive Officer	Article 91 and LR 720(5)
Ridwan Hamid	Executive Director, Group Business Support	Article 91 and LR 720(5)

There are no relationships including immediate family relationships between Messrs Goh Teik Poh, Max Loh Khum Whai, Tay Beng Chai, Ridwan Hamid and the other Directors, the Company or its substantial shareholders.

Mr Ridwan Hamid is the Finance Director of PT Samudera Indonesia Tbk ("**PTSI**"), a controlling shareholder of the Company and PT Samudera Indonesia Tangguh ("**PTSIT**"), being the controlling shareholder of PTSI.

Mr Bani Maulana Mulia ("**Mr Bani Mulia**") does not have any relationship including immediate family relationship between each of the retiring Directors named above and the rest of the Directors of the Company, except Mr Masli Mulia. Mr Bani Mulia is the son of Mr Masli Mulia (Non–Executive Board Chairman) and the brother of Mr Trisnadi Sukur Muslim Mulia (Managing Director, Head of Strategy & Business Development). Mr Bani Mulia is also the President Director of PTSI and PTSIT as well as a Director of PT Ngrumat Bondo Utomo and PT NBU Indonesia Utama. PT Ngrumat Bondo Utomo is the ultimate holding company of the Company, and PT NBU Indonesia Utama is a shareholder of PTSIT.

The NC has reviewed and recommended the nomination of each retiring Director to the Board after taking into consideration factors such as the individual Director's contribution, performance, attendance at the Board and/or Board Committee meetings, and adequate time devoted to the affairs of the Group to discharge their duties as Directors of the Company.

The Board has accepted the NC's nomination of the retiring Directors, and each retiring Director has given their consent for re–appointment at the forthcoming AGM of the Company.

Details of each retiring Director's (i) date of first appointment, (ii) date of last re–appointment as Director of the Company and (iii) information as required in Appendix 7.4.1 pursuant to SGX Listing Rule 720(6) are set out on pages 34 to 38 of this Annual Report.

Each NC member had abstained from all discussions, deliberations and decisions in respect of their own performance assessment and re–appointment.

Board Appointment Process
The NC recommends all appointments of Directors to the Board, after taking into account the following factors:

(a) The Group's strategic and business plans, and operational requirements; and

(b) The suitability of candidates for Board appointment, based on their skills, core competencies, experiences and expertise.

The Company has in place a process for selecting and appointing new Directors. Potential candidates who possess relevant experience and have the calibre to contribute to the Company are shortlisted for consideration. Curriculum vitae of the shortlisted candidates will be circulated to the NC for their review, taking into consideration the candidate's suitability, qualification, core competencies, experiences, expertise and knowledge. Thereafter, NC will conduct interview(s) with the potential candidates, before making its recommendation to the Board.

Provision 4.4: Continuous Review of Directors' Independence
The Board concurred with the NC's view that the five (5) Independent and Non–Executive Directors, namely, Ms Lee Lay Eng Juliana, Messrs Low Chee Wah, Max Loh Khum Whai, Goh Teik Poh and Tay Beng Chai are independent, taking into account the circumstances set out in SGX Listing Rule 210(5), Provision 2.1 and Practice Guidance 2 of the Code and any other salient factors.

Alternate Directors
The Board is of the view that alternate directors should only be appointed in extenuating circumstances. The Company currently does not have any alternate directors.

Provision 4.5: Directors' Time Commitments
The NC assesses the effectiveness of the Board as a whole and takes into account each Director's contribution and devotion of time and attention to the Company.

As explained in Provision 1.5 under the sub–header "Multiple Board Representation" above, all Directors are required to declare their listed company board representations and principal commitments to the NC annually. In cases where a Director has multiple listed company board representations, the NC also assesses on an annual basis, whether such Director has any issue with competing time commitments which may impact his or her ability to provide sufficient time and attention, and adequately carry out his or her duties as a Director of the Company. Based on the Directors' annual confirmation, commitments and contributions to the Company, which are also evident in their level of attendance and participation at Board and Board Committee meetings, the NC and the Board are satisfied that all the Directors were able to and have been adequately carrying out their duties as Directors of the Company in FY2024.

The NC also assesses potential candidates identified for appointment to the Board, on their individual credentials and their ability to devote appropriate time and attention to the Company and ensures that new Directors are aware of their duties and obligations.

Information in respect of each Director's academic and professional qualifications, directorships and/or chairmanships for both present and those held over the preceding three years in other public listed companies and other principal commitments is set out in the "Board of Directors" section on pages 26 to 33 of the Annual Report. In addition, information on shareholdings in the Company and its related companies held by each Director is set out in the "Directors' Statement" section on pages 34 to 36 of the Annual Report (Financial).

Succession Planning
Succession planning is vital to ensure leadership continuity and sustainable growth of the Group. This is an important part of the corporate governance process and responsibilities of the NC to review and make recommendations to the Board on all Board appointments, re–appointment of Directors and succession planning for KMP.

The NC reviews the composition of the Board and the Board Committees annually, having considered the skill sets, industry knowledge, core competencies and expertise of the Board members to align with the Company's strategic priorities and factors affecting the long term success of the Company.

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

Provisions 5.1 and 5.2: Board Evaluation Process
The NC has established evaluation procedures and performance criteria for the assessment of the Board's performance as a whole. The evaluation of the Board's performance is carried out on an annual basis, and some of the areas of assessment covered under the evaluation includes: Board composition, Board conduct of affairs, procedures and information to Board, internal controls and risk management, Board accountability, CEO performance and succession planning and standards of conduct of the Board.

Each Director assesses the effectiveness of the Board as a whole by providing feedback to the NC. The performance measurements ensure that the mix of skills and experience of the Directors continue to meet the needs of the Group.

During FY2024, the NC had with the assistance of the Company Secretary conducted the assessment by preparing a performance evaluation questionnaire to be completed by each Director, which were then collated and the findings were analysed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board. No external facilitator had been engaged by the Board for this assessment.

The NC is of the view that the Board and Board Committees operate effectively and that each individual Director has contributed to the effectiveness of the Board as a whole. The results of the NC's assessment for FY2024 have been communicated to and accepted by the Board.

The Chairman, in consultation with the NC, will, if necessary, propose steps to be undertaken to strengthen the Board's leadership so as to improve the effectiveness of the Board's oversight of the Company.

Board Performance Criteria
Most of the Company's industry peers are not listed entities in Singapore, comparative financial information/ratios would therefore not be easily obtained for comparison and benchmarking purposes.

The NC and the Board, having considered Management's rationale, concurred that it was not feasible for the Company to disclose the following details as recommended under Provision 5.1 and Practice Guidance 5 of the Code:

- performance criteria, which allow for comparison with industry peers;
- how the Board has enhanced long–term shareholder value; and
- justification by the Board on the circumstances that deem the changes on the performance criteria to be necessary.

The NC would continue to review, on an on–going basis, and recommend appropriate changes to the Company's practices and disclosures as and when deemed feasible and appropriate for the Company.

Individual Evaluation for the Chairman, Each Director and Board Committees
There are no formal performance evaluations carried out on an annual basis for (i) the Chairman, (ii) each Director on an individual basis, and (iii) each Board Committee (AC, NC and RC respectively), however this is done on a collective basis involving all Board members.

The NC and the Board are cognizant of the recommendations as set out under Provisions 5.1, 5.2 and Practice Guidance 5 of the Code and would continue to review the need of such evaluations, on an on–going basis, and recommend appropriate changes to the Company's practices and disclosures as and when deemed feasible and appropriate for the Company.

When nominating Directors who are retiring by rotation for re–appointment at the AGM, the NC reviews each retiring Director's contribution, performance, attendance and participation at the Board and/or Board Committee meetings, and adequate time devoted to the affairs of the Group to discharge their duties as Directors of the Company.

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

Provisions 6.1, 6.2 and 6.3: Composition, Role and Duties of RC
The RC comprises the following five (5) members, all of whom are Independent and Non–Executive Directors.

Goh Teik Poh	Chairman
Low Chee Wah	Member
Lee Lay Eng Juliana	Member
Max Loh Khum Whai	Member
Tay Beng Chai	Member

The RC is regulated by a set of written Terms of Reference. Its key functions include:

- To review and recommend to the Board a framework of remuneration for each Executive Director and KMP that are competitive and sufficient to attract, retain and motivate KMPs of the required quality to run the Company successfully;

- To review and determine the specific remuneration packages and terms of employment for each Executive Director and KMP, which cover all aspects of remuneration including basic salary, and variables such as allowances, bonuses and benefits–in–kind;

- To determine the appropriateness of the remuneration of the Independent and Non–Executive Directors taking into consideration the level of their contribution;

- To review and recommend to the Board the terms of renewal of the service contracts of Executive Directors; and

- To undertake such other duties or functions as may be delegated by the Board or required by regulatory authorities under the SGX Listing Rules or the Code.

During FY2024, the RC had met three times and:

(a) Reviewed and recommended the quantum of Directors' fees payable to the Independent and Non–Executive Director, Mr Low Chee Wah for the pro–rated period from 1 August 2023 (his date of appointment) to the financial year ended 31 December 2023;

(b) Reviewed and recommended the payment of Directors' fees for financial year ending 31 December 2024;

(c) Reviewed and determined the remuneration packages and service contracts for Executive Directors, including the Group CEO to ensure that they are adequately but not excessively remunerated;

(d) Reviewed and determined the remuneration packages for the KMPs, including the Managing Directors reporting to the Group CEO, to ensure that they are adequately but not excessively remunerated; and

(e) Reviewed proposed changes to the key performance indicators ("**KPIs**") for the KMPs (comprising the Group CEO, Executive Directors and Managing Directors reporting to the Group CEO).

The RC also had several informal meetings during the year with an external remuneration consultant and Management to review and discuss the existing versus proposed KPIs for KMPs in line with their bonus proposal for FY2023, and the FY2024 remuneration packages for the Group CEO, Executive Directors, and KMPs in comparison with the benchmarks populated by the external remuneration consultant.

At the RC meeting held in February 2025, the RC had reviewed and recommended Directors' fees for the financial year ending 31 December 2025 ("**FY2025**"), to be paid quarterly in arrears to the Non–Independent and Non–Executive Board Chairman and the five Independent and Non–Executive Directors of the Company, for the Board's consideration, which will be tabled for the shareholders' approval at the Company's AGM to be held on 29 April 2025.

The RC also considered, in consultation with the Group CEO, amongst other things, the performance of the Group's KMPs, including their responsibilities, skills, expertise and contributions to the Group's performance and whether the remuneration packages are competitive and sufficient to ensure that the Group is able to attract and retain the best available executive talent. The recommendations of the RC would be submitted to the Board for endorsement. The RC has full authority to engage any external professional to advise on matters relating to remunerations as and when the need arises.

No individual Director is involved in fixing his own remuneration. The Non–Executive Board Chairman and the Independent and Non–Executive Directors are paid Directors' fees annually on a standard fee basis. Each member of the RC abstains from making any recommendation on or voting on any resolutions in respect of his own remuneration package, except for providing information and documents specifically requested by the RC.

The RC reviews the terms and conditions of service agreements of the Executive Directors before their execution. In the course of such review, the RC will consider the Group's obligations arising in the event of termination of Executive Directors and KMP, to ensure that the service agreements contain fair and reasonable termination clauses and are not overly generous so as to avoid rewarding poor performance.

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

Provisions 7.1 and 7.3: Performance–related Remuneration for Executive Directors and Key Management Personnel
The service contracts for Executive Directors are for a fixed appointment period and do not contain onerous removal clauses.

The RC carried out an annual review to ensure that the remuneration of the Group CEO, Executive Directors and KMPs commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group as well as other listed companies of the same size and in the same industry. Elements of the Group's relative performance and the performance of the individual Directors form part of the Executive Directors' remuneration packages so as to align their interests with those of shareholders and to promote the success of the Company in the longer term. The RC ensures that the Group CEO evaluates the performance of each KMP through individual assessments before determining and recommending to the RC on the proposed percentage of increment and bonus entitlement for each KMP. The RC ensures that the remuneration package is competitive and sufficient to attract, retain and motivate Executive Directors and KMPs. At the request of the RC, Management would engage external consultants to carry out benchmark reviews against the current threshold for similar–sized companies as well as those in the shipping industry (public listed and private limited), as and when required.

The Executive Directors do not receive Directors' fees. The remuneration of the Executive Directors (including Group CEO) and the KMPs comprise primarily a basic salary component and a variable component which is inclusive of bonuses and other benefits.

The variable component, including bonus payout for the Executive Directors (including Group CEO) and the KMPs, is determined based on factors such as the Group's achievement in overall profitability, projected revenue growth, operating cash flow as well as return on operational assets, in particular, the following KPIs were identified for FY2024:

1. The achievement of net profit of the Group and the Company compared to its budget;

2. Operational cash flow achievement compared to its budget/outlook;

3. Revenue growth achievement compared to its budget; and

4. Return on operational assets, achievement compared to its budget.

The performance of the Group CEO is reviewed by the Board Chairman and RC, collectively, at the end of each financial year. A separate performance assessment is carried out by the Group CEO for each KMP, namely, the two (2) Executive Directors and four (4) Managing Directors, who reports to the Group CEO at the end of each financial year. In addition to the KPIs specified above, the following factors were also taken into consideration for the performance assessment of the KMPs:

- Job knowledge and Expertise

- Commercial Sense

- Leadership

The RC takes into consideration the above–mentioned factors, amongst other criteria, as well as feedback from the Board Chairman and Group CEO on their respective assessments when determining the variable component, including bonus payout entitled to each the Executive Director (including the Group CEO) and KMP in respect of each financial year–end.

For FY2024, the RC had reviewed and confirmed that the Executive Directors, the Group CEO and KMPs had met the KPIs and performance criteria as identified above.

The Company currently does not have any share–based compensation scheme or long–term incentive schemes involving the offer of shares or grant of options in place to encourage the KMPs, Executive Directors, and Independent and Non–Executive Directors to hold shares in the Company.

Provision 7.2: Remuneration of Non–Executive Directors
The Board comprises one (1) Non–Independent and Non–Executive Board Chairman and five (5) Independent and Non–Executive Directors. Each Non–Executive Director is given a letter of appointment, and he/she does not have a service agreement with the Company.

When reviewing the structure and level of Directors' fees for each Non–Executive Director, the RC takes into consideration their respective roles and responsibilities in the Board and Board Committees, including level of contributions, and taking into account factors such as efforts and time spent. The Directors' fees for the five Independent and Non–Executive Directors are not overly compensated, the RC is mindful that the amount of Directors' fees proposed for each Independent and Non–Executive Director should not be excessive so as not to compromise or reasonably be perceived to compromise their independence. The Directors' fees for the Independent and Non–Executive Directors were last adjusted in FY2022.

The quantum of Directors' fees is reviewed annually and recommended by the RC for the Board's endorsement and recommendation for the shareholders' approval at the Company's AGM. As at the date of this report, the majority of the Independent Directors serve on the various Board Committees (AC, NC and RC) receive the same fees, while the Lead Independent Director receives a higher fee to reflect the expanded responsibilities.

The RC, having reviewed the findings from the external consultant's report, was of the view that Management's proposal to increase the quantum of Directors' fees payable to the Non–Executive Directors of the Company in respect of FY2025 as set out in the table below, is in line with the market benchmarks:

Appointments	Per Annum
Non–independent and Non–Executive Chairman	S$184,300
Independent and Non–Executive Directors	S$75,000
Lead Independent Director	S$78,000

To facilitate the payment of Directors' fees during the financial year in which they are incurred, the Company is seeking shareholders' approval for the proposed Directors' fees of S$562,300.00 for FY2025, to be paid on a quarterly basis in arrears.

The Board concurred with the RC that the proposed Directors' fees for FY2025 is appropriate and not excessive, taking into consideration the level of contributions by the directors and factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the directors.

Each member of the RC had abstained from all discussions, deliberations and decisions in respect of their own remuneration. No director is involved in deciding his/her own remuneration.

The Company has not adopted or implemented any share incentive schemes for its Directors (to encourage the Non–Executive Directors to hold shares in the Company to align with shareholders' interests). The Board is of the view that, for the time being, such scheme would not be necessary since the Independent Directors had always been mindful of and given considerations to shareholders' interests.

The RC and the Board are cognizant of the recommendations as set out under Provision 7.2 and Practice Guidance 7 of the Code and would continue to review, on an on–going basis, the need to implement and adopt such schemes as and when deemed feasible and appropriate for the Company.

Contractual Provisions for Executive Directors
The Company does not use contractual provisions to allow the Group to reclaim incentive components of remuneration from Executive Directors and KMPs in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

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

Provisions 8.1 and 8.3: Remuneration of Directors, CEO and the Four Key Management Personnel (who are not Directors or the CEO)
As explained in Provisions 7.1 and 7.3 above, the variable component of the remuneration for the Executive Directors, the Group CEO and KMPs is determined after taking into account, amongst other factors, the individual's performance and the performance of the Group in terms of specific key financial performance indicators which are aligned to the Company's short and long term strategies focusing on enhancing shareholders' value and value creation for its stakeholders.

There are no termination, retirement and post–employment benefits that may be granted to Executive Directors (including the CEO) and the four KMPs (who are not Directors or the CEO) of the Company and the Group.

Directors' Remuneration Disclosure

The Directors' fees payable to each Non–Executive Director in respect of FY2025 is disclosed under Provision 7.2 above.

The exact amount and breakdown of remuneration paid or payable by the Company pertaining to FY2024 to each individual Director and the Group CEO are set out in the table below. The Company's subsidiaries do not pay any forms of remuneration (fixed, variable or performance–related income, bonuses or benefits in kind) to each individual Director and the Group CEO of the Company.

Name of Directors	Total Remuneration	Directors' Fee	Fixed Salary	Bonus	Benefits
Non–Executive Directors					
Masli Mulia	S$179,000	100%	–	–	–
Quah Ban Huat[1]	S$22,000	100%	–	–	–
Ng Chee Keong[1]	S$21,000	100%	–	–	–
Nicholas Peter Ballas[1]	S$21,000	100%	–	–	–
Lee Lay Eng Juliana	S$65,000	100%	–	–	–
Low Chee Wah	S$62,000	100%	–	–	–
Max Loh Khum Whai[2]	S$41,000	100%	–	–	–
Goh Teik Poh[2]	S$41,000	100%	–	–	–
Tay Beng Chai[2]	S$41,000	100%	–	–	–
Executive Directors					
Bani Maulana Mulia	S$1,219,000	–	44.2%	55.4%	0.4%
Tan Meng Toon	S$729,000	–	50.9%	45.3%	3.8%
Ridwan Hamid	S$611,000	–	54.0%	45.2%	0.8%

1 Messrs Quah Ban Huat, Nicholas Peter Ballas, and Ng Chee Keong resigned as Independent Directors of the Company effective from the conclusion of the Company's AGM held on 29 April 2024. Their directors' fees were pro–rated for the period from 1 January 2024 to 29 April 2024.

2 Messrs Max Loh Khum Whai, Goh Teik Poh, and Tay Beng Chai were appointed as Independent and Non–Executive Directors of the Company effective from the conclusion of the Company's AGM held on 29 April 2024. Their directors' fees were pro–rated for the period from their date of appointment to 31 December 2024.

Remuneration Disclosure for KMPs (who are not Directors or the CEO)

The Company has only four KMPs, namely, the 4 Managing Directors (who are not Executive Directors or the CEO), further details of KMPs are set out on pages 42 to 43 of this Annual Report. The table below shows a breakdown in the mix of their remuneration in the bands of S$250,000 paid or payable pertaining to FY2024:

Name of KMP	Remuneration Band	Fixed Salary	Bonus	Benefits
Lee Thuan Aun, Thomas	S$500,001 to S$750,000	51.2%	45.8%	3.0%
Trisnadi Sukur Muslim Mulia	S$500,001 to S$750,000	38.8%	38.3%	22.9%
Wong Pui Yee Agnes	S$250,001 to S$500,000	51.5%	44.8%	3.7%
I Kadek Didik Wijaya	S$250,001 to S$500,000	50.7%	45.5%	3.8%

Total Aggregate Remuneration for the 4 KMPs

The total aggregate remuneration payable to the four KMPs (who are not Directors or the CEO) of the Company for FY2024 is S$2,190,000.

Details of Employee Share Schemes

As explained in Provision 7.2 above, no remuneration or compensation was paid or is to be paid in the form of share options, as the Company currently does not have any employee share schemes or long–term incentive plans, as it is difficult to determine how much such long–term incentive plan contributes to the retention of employees and to motivate their performance.

Provision 8.2: Remuneration to Employees who are Substantial Shareholders of the Company, or are Immediate Family Members of a Director or the CEO or Substantial Shareholders of the Company
Details of employees who are substantial shareholder of the Company, or are immediate family members of a director, the CEO or substantial shareholders of the Company and whose remuneration had exceeded S$100,000 per annum in FY2024 is set out below:

Remuneration Band	Name of Employees	Employees' Relationship
S$600,001 to S$700,000	Trisnadi Sukur Muslim Mulia	Son of Mr Masli Mulia, the Non–Independent and Non–Executive Director, Chairman of the Company. Brother of Mr Bani Maulana Mulia, the Executive Director and Group CEO of the Company.

The RC would continue to review, on an on–going basis, the requirements under Provisions 8.1, 8.2, 8.3 and Practice Guidance 8 of the Code and recommend appropriate changes to the Company's practices and disclosures as and when deemed feasible and appropriate for the Company.

ACCOUNTABILITY AND AUDIT
<u>Risk Management and Internal Controls</u>
Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

Provision 9.1: Adequacy and Effectiveness of Risk Management and Internal Controls and the Company's Level of Risk Tolerance and Risk Policies
The Board is responsible for the governance of risk and sets the direction for the Group in the way risks are managed in the Group's businesses. In addition, the Company's approach to risk management is set out in the "Risk Management Policies and Processes" section on pages 31 to 33 of this Annual Report (Financial).

The Board is committed to maintain an adequate and effective systems of internal controls (including financial, operational, compliance and information technology controls), and risk management systems to safeguard the interests of the shareholders and the Group's assets. To achieve this, regular internal reviews are constantly being undertaken to ensure that the systems of internal controls and risk management systems maintained by the Group is sufficient to provide reasonable assurance that the Group's assets are safeguarded against loss from unauthorised use or dispositions, transactions are properly authorised and proper financial records are being maintained.

The risk management team of the Group (the "**RM team**") oversees and assesses the Group's risk management framework and policies, and reports directly to the AC on a half–yearly basis. The AC would report all material updates to the Board. Hence, the Board is of the view that it would not be necessary to establish a separate board risk committee to oversee and monitor the Group's risk management framework and policies as recommended under Provision 9.1 of the Code.

The RM team had carried out an enterprise risk management exercise to ensure that the Group maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets and identified the Group's risk profile which summarises the material risks faced by the Group and the control–measures put in place to manage such risks. The Group has documented an overview of its key risks, the risk tolerance level, the key personnel responsible for each identified risk type and the internal control mechanisms in place, which includes operational, financial, information technology and compliance. During the year under review, the RM team had worked together with the respective risk owners to monitor and implement proposed risk mitigation plans to lower the level of risk for each area identified in the Group's risk profile, which had been reviewed and approved by the AC.

The AC has reviewed the Group's financial controls and risk management policies and procedures, and based on its assessment and reports of the external auditors, internal auditor and the RM team, the AC is assured that adequate and effective internal controls are in place.

As for the operational and compliance controls, the Group has periodically reviewed these control areas through the various heads of department, and has continuously made improvements with the assistance of the internal auditor and the RM team.

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

Based on the internal control procedures established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management, the various Board Committees and the Board, 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 the risk management systems, are adequate and effective as at 31 December 2024.

Provision 9.2: Assurance from the Group CEO and Executive Director, Group Business Support
For FY2024, the Board has received assurances from the Group CEO and the Executive Director, Group Business Support (being the key management personnel responsible for the overall finance and administrative function, risk management and internal controls systems of the Group) that:

(a) Nothing has come to their attention, which may render the Group's financial statements to be false and misleading in any material aspect pursuant to SGX Listing Rule 705(5);

(b) the financial records of the Group have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

(c) the Group's risk management and internal control systems in place are adequate and effective in addressing the needs of the Group in its current business environment, including financial, operational, compliance and information technology risks.

The Board also provides an opinion on the adequacy and effectiveness of the Group's risk management and internal control systems in place, including financial, operational, compliance and information technology controls. This is based on internal controls maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management, the various Board Committees and the Board.

AUDIT COMMITTEE
Principle 10: The Board has an Audit Committee ("AC") which discharge its duties objectively

Provisions 10.1, 10.2 and 10.3: Composition, Role and Duties of AC
The AC comprises the following four (4) members, all of whom are Independent and Non–Executive Directors.

Max Loh Khum Whai	Chairman
Tay Beng Chai	Member
Goh Teik Poh	Member
Lee Lay Eng Juliana	Member

None of the AC members is a former partner or director of the Company's existing auditing firm or auditing corporation (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation. As explained under Provisions 2.1, 2.2 and 2.3 above, Mr Max Loh Khum Whai was appointed as a member and the Chairman of the AC with effect from 1 July 2024, i.e. after two–years "cooling–off" period following his retirement as Managing Partner in EY, the Company's existing auditing firm.

The Board is of the opinion that the AC members are appropriately qualified to discharge their responsibilities. Ms Juliana Lee is specialised in tax advisory and Mr Loh has audit and business advisory background, Mr Goh's expertise is in maritime industry while Mr Tay is recognised and well–respected for his legal expertise in several areas. All members are familiar with financial statements.

The AC is authorised by the Board to investigate any matters within its Terms of Reference. It has unrestricted access to information pertaining to the Group, to both internal and external auditors, and to all employees of the Group. Reasonable resources have been made available to the AC to enable it to discharge its duties properly. The AC has full discretion to invite any Executive Director or KMP or any other person to attend its meetings.

The key responsibilities of the AC include the following:

- To review the external and internal audit plans/audit reports, including the nature and scope of the audit before the audit commences, the significant financial reporting issues and judgments addressed in the management letter issued by the external auditors (if any) and Management's response to the letter to ensure the integrity of the Company's financial statements;

- To review the adequacy and effectiveness of the internal audit function;

- To review the internal auditors' evaluation of the adequacy and effectiveness of the Company's and the Group's system of internal controls in terms of financial, operational, compliance, information technology and risk management;

- To review the assistance and cooperation given by Management to the external auditors and internal auditors and to discuss problems and concerns, if any, arising from the interim and final audits in consultation with the external auditors;

- To review the half–yearly and full–year results announcements and financial statements of the Company, the consolidated financial statements of the Group and any other announcements relating to the Company's financial performance, prior to submission to the Board for approval and release to the SGX–ST;

- To review interested person transactions in accordance with the requirements of the SGX Listing Rules;

- To review all non–audit services provided by the external auditors to determine if the provision of such services would affect the independence and objective of the external auditors;

- To review and recommend the appointment or re–appointment of the external auditors, including their remuneration and terms of engagement for the ensuring year; and

- To review and take actions on the arrangements by which staff of the Group and any other persons may, in confidence raise concerns about possible improprieties in matters of financial reporting or other matters.

The AC has reviewed other aspects of the Company's affairs, as it deems necessary where such matters relate to exposures or risks of regulatory or legal nature, and monitor the Company's compliance with its legal, regulatory and contractual obligations.

The AC met twice during FY2024. The AC activities during the year, amongst other things, included (i) the review on the Group's risk events identified by the RM team, including progress updates on the risk mitigation plans/remedial actions implemented during the year; (ii) the Company's sustainability policies and practices during the year, including identification of the Company's material ESG factors and the proposed measurements and targets in relation thereto; (iii) the review by the AC on investment and/or divestment proposals from an accounting, capital requirements and financing perspective; and (iv) the review by the AC on the Group's compliance with its loan covenants, including the maturity deadlines for the Group's bank loans.

The Executive Directors, external auditors, internal auditor, a representative of the RM team and the KMPs were invited to attend these meetings.

The AC also meets regularly with Management and the external auditors to review auditing and risk management matters and discuss accounting implications of any major transactions, including significant financial reporting issues.

The AC is kept abreast by the Management and the external auditors on changes to accounting standards, SGX Listing Rules and other regulations which could have a direct impact on the Group's business and financial statements.

External Audit
For the year under review, the AC has also reviewed the non–audit services provided by the external auditors and is of the opinion that the provision of such services does not affect their independence and objectivity. The total fees payable by the Group to the external auditors for audit and non–audit services are as disclosed below:

External Auditor Fees for FY2024	S$	% of Total
Total audit fees	349,000	84
Total non–audit fees	67,000	16
Total Fees payable	**416,000**	**100**

The AC is satisfied that the appointment of external auditors is in compliance with the requirements of SGX Listing Rule 712 for FY2024.

In accordance with the requirements of SGX Listing Rule 716, the AC and the Board, having reviewed the appointment of different auditors for the Company's subsidiaries during FY2024, are satisfied that these appointments would not compromise the standard and effectiveness of the audit of the Group.

In the review of the financial statements, the AC has discussed with Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The AC reviewed and discussed the following key audit matters impacting the financial statements with Management and the external auditor. These key audit matters have been addressed by the external auditors in their Independent Auditor's Report on page 37 to 38 of the Annual Report (Financial).

Key Audit Matters	How the AC reviewed these matters and what decisions were made
Impairment Assessment of Vessels	The AC reviewed management's impairment assessment of owned and leased vessels, which included valuation by independent external specialists. Detailed discussion with Management was held taking into account industry trends. The AC also discussed and reviewed the findings of the external auditors with Management and auditors, including their assessment on the appropriateness of the methodologies and the underlying key assumptions applied in the valuation assessment. The AC was satisfied with the valuation assessment along with the methodologies used for the vessels owned and leased by the Group as disclosed in the financial statements.

Whistleblowing Policy
The Company has in place a Whistleblowing Policy that sets out clear procedures and well defined channels for employees of the Group and other external parties such as customers, vendors, banks and other stakeholders to report their concerns (if any) in respect of the following matters within the Group:

- Theft/Fraud/Unethical Behaviour
- Workplace Safety Breaches
- Bullying, Harassment & Discrimination
- Misconduct and Malpractice
- Breach of Laws, Regulations, Policy/Procedures
- Acts which compromise the health and safety of customers and employees
- Abuse of Position or Conflicts of Interest
- Possible improprieties relating to accounting or auditing matters or internal controls or/and operational matters

Whistle–blowing concerns may be reported directly to the AC Chairman or the Head of Internal Audit via mail or email (whistleblow@samudera.id). The Group will treat all information received confidentially and protect the identity and the interest of all whistle–blowers. The AC reviews the Whistleblowing Policy periodically to ensure that arrangements are in place for independent investigation on such matters and for appropriate follow–up actions.

No whistle–blowing concerns were reported for FY2024.

Provision 10.4: Internal Audit Function

The Board recognises the importance of maintaining a sound system of internal controls, procedures and processes for the Group to safeguard the shareholders' investments and the Group's assets. The Company has appointed an in–house internal auditor to oversee the Group's internal audit function, who reports directly to the AC on the progress and adequacy of the internal audit function. The internal auditor has unrestricted access to all the Company's documents, records, properties and personnel, including access to the AC. The internal auditor's primary line of reporting is to the AC Chairman. The appointment, evaluation and removal of internal auditor are solely subject to the approval of the AC.

The internal auditor plans its internal audit schedules in consultation with, but independent of, Management. The audit plan is submitted to the AC for approval prior to the commencement of the internal audit work. The AC reviews the activities of the internal auditor on a regular basis to ensure that the internal audit resources are adequate, in particular the qualification and experience of the internal auditor.

The AC is satisfied that the internal auditor is qualified and experienced. The internal auditor has adopted the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

During FY2024, the internal auditor has also reviewed and assessed the internal controls established and maintained by the Group to ensure that they are adequate, sufficient and effective and reported the findings to AC, recommending improvements and additional controls where appropriate. A copy of the report was also circulated to relevant departments for follow up actions.

The AC annually reviews the adequacy and effectiveness of the internal audit function to ensure that internal audits are conducted effectively and that the Management provides the necessary co–operation to enable the internal auditor to perform its function. The AC also reviews the internal auditor's reports and monitors the remedial actions implemented by Management to address internal control weaknesses identified.

Based on the reviews carried out, the AC was of the view that the internal audit function for FY2024 was independent, effective and adequately resourced.

Provision 10.5: Meeting External Auditors and Internal Auditor without the presence of the Company's Management Annually

The AC met with the external auditors and internal auditor without the presence of Management to review and discuss any issues or areas of audit concerns that they may have in respect of the FY2024 audit (including any suspected fraud or irregularity, or suspected infringement of any applicable law, rules or regulations, which has or is likely to have a material impact on the Company and Group's operating results or financial position, and management's response thereof).

SHAREHOLDERS RIGHTS AND ENGAGEMENT

Shareholder Rights And Conduct of General Meetings

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

Engagement with Shareholders

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

Conduct of General Meetings and Shareholders' Participation

The Company treats all shareholders fairly and equitably, and recognises, protects and facilitates the exercise of shareholders' rights. The Board is mindful of the obligation to provide timely and fair disclosure of information about the Group's business developments and financial performance which would have a material impact on the share price or value of the Company. The Board is accountable to the shareholders while Management is accountable to the Board.

The Company ensures that shareholders have the opportunity to participate effectively in and vote at the general meetings of shareholders. Copies of the Notice and Proxy Form for the AGM and/or Extraordinary General Meetings ("**EGM**"), where applicable, are sent to every shareholder of the Company, informing them of the rules and voting procedures that govern the general meetings. In line with the Group's sustainability strategy, the Annual Report and its Appendix, EGM Circular, the notices and accompanying proxy form, and other related AGM documents are made available for download at the Company's website. Printed copies of these documents are available to Shareholders on request. The notices of the general meetings are also advertised in the newspapers, released via SGXNet and made available on the Company's website at www.samudera.id/ssl.

The Company supports active shareholder participation at general meetings. The shareholders are encouraged to attend the general meetings to ensure high level of accountability and stay informed of the Group's strategies and visions. The Company's Constitution allows any shareholder, who is unable to attend the general meetings in person, to appoint not more than two proxies to attend and vote in his/her place at the general meetings via proxy forms submitted in advance (i.e. not less than seventy–two (72) hours before the time appointed for holding the general meeting). The Company is not implementing absentia voting methods such as by mail, e–mail or fax until the security, integrity and other pertinent issues relating to such voting methods are satisfactorily resolved.

For greater transparency and fairness in the voting process, voting at shareholders' meetings has been conducted by poll since 2013. This allows all shareholders present or represented at the general meetings to vote on a one–share–one–vote basis. The rules, including the voting process, are explained by the scrutineers. The voting results of all votes cast for or against each resolution (including the respective percentages) are disclosed during the general meetings and the same will be announced to the SGX–ST after the conclusion of the general meetings.

General meetings are a principal forum for dialogue with shareholders. The Company welcomes the views of the shareholders on matters concerning the Company and encourages shareholders' participation at the general meetings.

All Directors, including the Chairman of each Board Committee (AC, NC and RC, respectively), external auditors, KMPs and legal advisors (where necessary), are present at the general meetings to address any questions that may be raised by the shareholders. All the Directors had attended the Company's AGM and EGM held in 2024 in–person. Details of the Directors' attendance at the AGM and EGM held during FY2024 are disclosed in Provision 1.5 above.

During the general meetings, shareholders are given opportunities to speak and seek clarifications from the Board and the Management on the Group's business activities, financial performance and other business–related matters. The Company will gather views or inputs and address shareholders' concerns at the general meetings.

Each distinct issue requiring shareholders' approval is proposed as a separate resolution at the general meetings. Detailed information on each resolution in the Notice of AGM or EGM will be set out in the explanatory notes to the AGM or EGM.

In line with Provision 11.5 of the Code, the minutes of the Company's AGM and EGM held last year on 29 April 2024 were announced via SGXNet on 29 May 2024 and made available publicly on the Company's website.

Disclosure of Information

The Company does not practice selective disclosure. Material and price sensitive information is publicly released in a comprehensive, accurate and timely manner via SGXNet.

The Board seeks to keep stakeholders updated on the Group's financial performance, position and prospects through half–yearly and annual financial results as well as timely announcements on developments in the Group's businesses. Half–yearly and full year financial results of the Company are reviewed by the Board before dissemination to shareholders via SGXNet. Half–yearly results were released within 45 days of the reporting period from FY2020 onwards, while the full year results are released within 60 days of the financial year end via SGXNet. In presenting the financial reports, the Board aims to provide shareholders with a balanced and understandable assessment of the Group's performance.

The Company's annual reports are announced and issued within the mandatory period and made available to shareholders on request. Financial results, annual reports and corporate announcements as disclosed by the Company on SGXNet are also accessible on the Company's website at www.samudera.id/ssl.

Following the amendments to SGX Listing Rule 705, which took effect from 7 February 2020, the Company is only required to announce the Company's and the Group's unaudited financial statements on a half–yearly basis.

Notwithstanding the foregoing, the Company will comply with its continuing disclosure obligations to keep shareholders updated as and when appropriate, should there be any material developments (financial or otherwise) relating to the Company or the Group.

Other platforms used in the dissemination of relevant information include press releases, annual reports, shareholder circulars and general meetings. Presentations made at general meetings are announced via SGXNet and made available publicly on the Company's website.

Dividend Policy

The Company will endeavour to maintain a dividend payout ratio of minimum 20% of its net profit attributable to shareholders.

The decision to propose dividend each year will depend on the Board's judgement of the Group's strategy and business plans, financial position, capital needs, and other factors.

In certain circumstances, the Board may not propose any dividend payment. Nonetheless, the Company's historical average payout ratio is around 40% over the past 10 years.

Investor Relations

The Company, besides in–house investor relations ("**IR**") personnel, also engages IR professionals to provide and facilitate communications with all stakeholders; shareholders, analysts and media, on a regular basis, to attend to their queries or concerns as well as to keep the investing public apprised of the Group's corporate developments and financial performance.

The Company conducts analyst briefings and provides quarterly business updates via SGXNet, facilitated by its IR. These initiatives help maintain regular dialogue with investors and promote effective and fair communication with shareholders.

To enable shareholders to contact the Company easily, investor relations access link is available at the Company's website. Shareholders can also contact the Company via investor_relation@samudera.id. Notwithstanding that there is no formal investor relations policy in place, the Board is cognizant of the recommendations as set out under Provisions 12.2, 12.3 and Practice Guidance 12 of the Code.

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

The stakeholders are those who are impacted by the Group's business and operations and those who are similarly able to impact the Group's business and operations. The Company has identified six material stakeholders groups through an assessment of their significance to the Group's business operations. They are namely, investors and shareholders, employees, port authorities, customers, business partners and local community.

The Company regularly engages its stakeholders through various methods such as meetings, briefings, corporate website, survey or intranet portal to understand the key concerns and factors that are important to our stakeholders. This allows us to be responsive and able to focus on efforts to improve our service quality.

The Company has undertaken a process to determine the various issues which are important to these stakeholders, including ESG factors. Details of our stakeholder engagement methods and the resulting areas of focus in relation to the management of stakeholders' concerns during FY2024 is disclosed in the Company's Sustainability Report 2024, which is made available on the Company's website at https://www.samudera.id/samuderashippinglineltd/en/1/sustainabilityreport.

The stakeholders can communicate and engage with the Company at the Company's website at www.samudera.id/ssl or email to sustainability@samudera.id.

DEALINGS IN SECURITIES
The Company has adopted an internal Code of Best Practices on dealings in securities (the "**Code of Best Practices**"), which has been disseminated and distributed to all officers and relevant employees, to provide guidance to the officers, including Directors, of both the Company and its subsidiaries with regard to dealings in the Company's securities. Directors and employees of the Company are regularly reminded not to deal (whether directly or indirectly) in the Company's securities on short–term considerations and to be mindful of the law on insider trading as prescribed by the Securities and Futures Act.

The Code of Best Practices prohibits the officers of the Group from dealing in the Company's securities during the period commencing one month before the announcement of the Company's half–year and full year financial results and ending on the date of announcement of such results on the SGX–ST, and the Code of Best Practices also states that it is an offence to deal in the Company's securities, while they are in possession of unpublished price–sensitive information of the Group.

The Company has complied with the Code of Best Practices.

MATERIAL CONTRACTS
The Group had subsisting service agreements with the holding company and related companies relating to shipping agency services, ship management services, vessel charterparty, container leasing, stevedoring, container depot storage and repair, trucking services, building maintenance and security services and software development and system maintenance at the end of the financial year.

Save as disclosed in the Directors' statement and financial statements, there is no material contract entered into by the Company or any of its subsidiaries, involving the interest of the CEO, any Director or the controlling shareholder subsisting at the end of FY2024.

INTERESTED PERSON TRANSACTIONS

The Group has established internal control procedures to ensure the transactions with interested persons are properly reviewed and approved by the AC and conducted at arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

The AC has reviewed the Interested Person Transactions ("IPTs") for FY2024 and are of the view that the transactions were on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders. The aggregate values of all IPTs conducted during the financial year are as follows:

Interested person	Aggregate value of all transactions excluding transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX–ST Listing Manual		Aggregate value of all transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX–ST Listing Manual	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Expenses				
Immediate holding company				
PT Samudera Indonesia Tbk				
Office rental	–	–	7	7
Vessel charter hire	–	–	2,184	2,881
Subsidiary				
Samudera Ship Management Pte Ltd				
Ship management fees	–	–	613	379
Related company				
PT Samudera Agencies Indonesia				
Agency commission[(1)]	–	–	2,895	2,610
PT Samudera Indonesia Ship Management				
Ship management fees	–	–	199	223
PT Perusahaan Pelayaran Nusantara Panurjwan				
Vessel charter hire	–	–	4,758	5,835
Slot space purchase	33	9	–	–
PT Praweda Sarana Informatika				
Software development and system maintenance	413	566	–	–
PT Masaji Tatanan Kontainer Indonesia				
Container depot storage/repair	–	–	166	151
PT Tangguh Samudera Jaya				
Stevedorage charges	–	–	3,243	–
PT Ista Indonesia				
Car rental	36	37	–	–

INTERESTED PERSON TRANSACTIONS

Interested person	Aggregate value of all transactions excluding transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX–ST Listing Manual		Aggregate value of all transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX–ST Listing Manual	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Related company (cont'd)				
PT Satuan Harapan Indonesia				
Building maintenance and security services	583	567	–	–
PT Samudera Perdana				
Trucking services	211	–	–	–
PT Yasa Wahana Tirta Samudera				
Docking services	1,276	–	–	–
Sales				
Related company				
PT Samudera Energi Tangguh				
Vessel charter hire	–	–	4,239	6,259
PT Perusahaan Pelayaran Nusantara Panurjwan				
Container leasing	282	–	–	–
	2,834	**1,179**	**18,304**	**18,345**

(1) No agency commission is payable for revenue collected or payments made on behalf of Samudera Shipping Line Ltd and the transaction has been accorded as a nil value.

The Group had subsisting service agreements with the holding company and related companies relating to shipping agency services, ship management services, vessel charter hire, container leasing, stevedoring, container depot storage and repair, trucking services, building maintenance and security services and software development and system maintenance at the end of the financial year.

RISK MANAGEMENT POLICIES AND PROCESSES

The risk management policies and processes are set by the Board. These are regularly reviewed and updated.

The Group has set up a risk management team to oversee and assess the Group's risk management framework and policies to ensure that the Group maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets.

The Group identifies, analyses and evaluates risks that affect the operations of the Group's business and realisation of projects. This includes considering factors that trigger and give rise to such risks as well as its potential impact to the organisation. Achieving these objectives will allow the Group to enhance shareholder value by focusing on the key risks, finding an appropriate balance between cost and risk control as well as a more effective capital allocation.

An overview of the key risks identified in the following areas and how they are managed is set out below:

- Strategic
- Investment
- Operations
- Information Technology
- Compliance
- Financial

STRATEGIC

1. The Group adopts a portfolio approach in terms of its business lines. It participates in three business segments – container shipping, bulk and tanker shipping, and logistics. Each has its own unique business cycle, characteristics, risk profile and profitability pattern.

2. The Group conducts a strategy evaluation periodically with the view to build upon its long-term strategic direction and plans. This evaluation also ensures an alignment of its business strategy with the Group's broader vision, mission and values and contributes to the growth of its core business activities. The strategic focus is on the expansion and strengthening of its network and connectivity, to facilitate the provision of high-quality transportation and logistics services.

3. The Group is committed to providing the best quality service for its customers. In this regard, the strong emphasis on organisational effectiveness is geared toward continuous improvement in customer satisfaction as well as customer retention.

INVESTMENT

1. Written approval from the Board is necessary prior to the implementation of any material new investment. The approval process involves a rigorous review of various aspects of the investment proposal.

2. The Group adopts a prudent approach in managing its investments and maximising available resources. In particular, special attention is paid to managing its gearing on a consolidated basis. Although its debt covenants stipulate a gearing ratio no more than 2:1 (being the ratio of interest-bearing debt excluding lease liabilities over net worth), the Group has consistently maintained a gearing ratio that is lower than these covenants.

3. With regard to external borrowings, the Group ensures that it works with a bank or a financial institution that is financially sound and understands the Group's business and its risk characteristics. By choosing its lenders carefully, the Group expects to achieve continued support from the financing community at attractive terms to finance the execution of its strategic plan.

RISK MANAGEMENT POLICIES AND PROCESSES

OPERATIONS

1. The Group relies on proper organisational structures and internal controls to ensure the smooth running of its operations in relation to its business taking into consideration industry environment and various geographical areas that it operates in. The internal auditors conduct periodical review to assess the adequacy and effectiveness of the internal controls with audit findings and recommendations for improvement being reported to the Audit Committee. The Board regularly evaluates the appropriateness of the organisational structure with the proper authorisation matrix and standard operating procedures being put in place.

2. Regular management team meetings are held to facilitate effective communication and timely decisions.

3. The Group places high emphasis on the quality of its human resources through placement and empowerment of the right people, talent management and the use of appropriate management KPIs.

4. The Group operates with the necessary insurance coverage including Hull & Machinery, Protection & Indemnity, Time Charterers' Liability and War Risk covers as and when necessary.

5. When entering into an entirely new market, the Group usually embarks on extensive due diligence and also seeks assistance from suitable consultant(s) or agency(ies) who are knowledgeable about local market conditions.

6. The Group adopts a fleet strategy that aims to maintain a balanced vessel portfolio mix of owned, long-term chartered and short-term chartered vessels.

7. The Group has developed a business continuity plan (BCP) as a guideline to respond, recover, resume and restore business functions when a disruption or disaster occurs. It focuses on crisis management, including setting up of an operational prevention and recovery framework based on roles and responsibilities, to ensure that it can continue to maintain its competitive advantage, minimise any disruptions to its critical business activities, people and assets. The BCP is tested annually to ensure its effectiveness.

8. The Group has a dedicated Quality, Health, Safety and Environment (QHSE) function to support its operational activities. This role primarily identifies threats relating to the operational services and environmental, occupational health and safety. The procedures in line with the policies are established to implement effective controls so that risks are being mitigated, and activity performed by the organisation are safe for the assets, people, environment and stakeholders. The objective of the QHSE function is to achieve continuing improvement in the Group's risk management procedures.

INFORMATION TECHNOLOGY

1. The Group is of the view that information technology is one of the crucial tools to achieve business growth, better productivity and a greater competitive edge. Investments that are made focuses primarily on technology that will improve the quality of service, productivity and security.

2. The Group has established policies in place to manage risks associated with information technology, covering various aspects including disaster recovery, user access management and change management.

3. The Group has also implemented a robust security framework to ensure that there are appropriate preventive, detective and recovery measures to minimize information technology and network security risks to its network and data systems.

4. The Group conducts regular training to heighten employees' awareness on cybersecurity as cyber-attacks can disrupt business operations and lead to losses of confidential information and/or financial loss.

RISK MANAGEMENT POLICIES AND PROCESSES

COMPLIANCE

1. To achieve optimum fleet maintenance, the Group has an in-house ship management team to manage its fleet of container vessels. In addition, the Group also engages various third-party ship management companies to manage its tanker fleet. This ensures that its vessels are in compliance with various regulations, including flag state, IMO regulations such as ISM Code, ISPS Code, MLC standards, Classification Society's rules, Oil Major Terminal vetting inspections, and CDI inspections, among others.

2. The Group engages third-party professional advisory firms for corporate secretarial services to ensure that it is kept apprised of, and in compliance with, all legal and statutory requirements as well as listing rules. The Group may separately appoint relevant professional advisors or legal firms to act on its behalf on any specific matters that arise. The Group has employed an internal legal and compliance officer to handle legal and compliance matters as part of strengthening of its team.

3. The Group has a sustainability team to lead its implementation of sustainability initiatives and practices. The Group publishes an annual sustainability report which provides an overview of the Group's key environmental, social and governance ("ESG") efforts over the past years and document its performance as well as ongoing commitments. The Group engages a third-party professional advisory firm for sustainability reporting matters to ensure that the report is aligned with all relevant rules and disclosure standards.

FINANCIAL

Please refer to Notes to financial statements of the Annual Report.

Footnote:
IMO: International Maritime Organisation
ISM: International Safety Management
ISPS: International Ship and Port Facility Security
MLC: Maritime Labour Convention
CDI: Chemical Distribution Institute
QHSE: Quality, Health, Safety and Environment
ESG: Environment, Social and Governance

DIRECTORS' STATEMENT

The Directors present their statement to the members together with the audited consolidated financial statements of Samudera Shipping Line Ltd (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2024.

OPINION OF THE DIRECTORS

In the opinion of the Directors,

(i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS OF THE COMPANY

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

Masli Mulia	
Bani Maulana Mulia	
Ridwan Hamid	
Tan Meng Toon	
Lee Lay Eng Juliana	
Low Chee Wah	
Max Loh Khum Whai	(Appointed on 29 April 2024)
Tay Beng Chai	(Appointed on 29 April 2024)
Goh Teik Poh	(Appointed on 29 April 2024)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

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

	Direct interest		
Name of directors and companies in which interests are held	**At the beginning of financial year or date of appointment**	**At the end of financial year**	**As at 21 January 2025**
Immediate holding company			
PT Samudera Indonesia Tbk			
Ordinary shares of Indonesian rupiah ("IDR") 5 each (2023: IDR5 each)			
Masli Mulia	65,850,000	65,850,000	65,850,000
Bani Maulana Mulia	44,806,400	48,249,900	48,249,900
The Company			
Samudera Shipping Line Ltd			
Ordinary shares			
Bani Maulana Mulia	3,504,400	3,504,400	3,504,400
Goh Teik Poh	100,000	100,000	100,000

There were no deemed interest held by the directors in the shares of the Company and its related corporations as at 1 January 2024, 31 December 2024 and 21 January 2025.

SHARE OPTIONS

(a) Options to take up unissued shares

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

(b) Options exercised

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

(c) Unissued shares under option

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

AUDIT COMMITTEE
The Audit Committee ("AC") of the Company comprises four members, all of whom are Independent and Non–Executive Directors. The Chairman of the AC is Mr Max Loh Khum Whai and the other members are Ms Lee Lay Eng Juliana, Mr Tay Beng Chai and Mr Goh Teik Poh.

The AC performs the functions specified in Section 201B of the Act, the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX Listing Rules") and the Singapore Code of Corporate Governance issued on 6 August 2018 and last amended on 11 January 2023 (the "Code").

The AC met twice during the financial year. In performing its functions, the AC met with the Company's external auditors and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system. The AC also reviewed the following:

- external and internal audit plans/audit reports, including the nature and scope of the audit before the audit commences and the significant financial reporting issues;

- adequacy and effectiveness of the internal audit function;

- internal auditors' evaluation of the adequacy and effectiveness of the Company's and the Group's system of internal controls in terms of financial, operational, compliance, information technology and risk management;

- assistance and cooperation given by Management to the external auditors and internal auditors and to discuss problems and concerns, if any, arising from the interim and final audits in consultation with the external auditors;

- half–yearly and full–year results announcements and financial statements of the Company and the consolidated financial statements of the Group prior to submission to the Board for adoption;

- interested person transactions in accordance with the requirements of the SGX Listing Rules;

- all non–audit services provided by the external auditors to determine if the provision of such services would affect the independence and objective of the external auditors; and

- the appointment or re–appointment of the external auditors, including their remuneration and terms of engagement for the ensuing year.

The AC has unrestricted access to information pertaining to the Group, to both internal and external auditors, and to all employees of the Group. Reasonable resources have been made available to the AC to enable it to discharge its duties properly. It also has full discretion to invite any Executive Director or key management personnel or any other person to attend its meetings.

AUDITOR
Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the Board of Directors

Ridwan Hamid
Director

Tan Meng Toon
Director

Singapore
21 March 2025

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Samudera Shipping Line Ltd (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2024, the statements of changes in equity of the Group and the Company and the consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards (International) in Singapore ("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 and changes in equity of the Company for the year ended on that date.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Impairment assessment of vessels

The indicator of impairment for vessels are reviewed at the end of each reporting period to determine whether there is any indication that the vessels have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, management needs to estimate the future cash flows expected from the cash generating units and an appropriate discount rate in order to calculate the present value of the future cash flows. The assessment for impairment and the recoverable value is considered a key audit matter as management exercises significant judgement in making assumptions and estimates in the preparation of the discounted cash flow forecasts.

The Group has vessels, including deferred charges, recorded as fixed assets and right–of–use assets with carrying amounts of US$213,458,000 and US$136,011,000 respectively as at 31 December 2024. This approximates 36% of the Group's total assets. In addition, the Group has a joint venture which owns a vessel and the carrying amount of the vessel in the joint venture (Note 15) is US$75,198,000. The Group's share of the carrying amount of the vessel in the joint venture as at 31 December 2024 is US$37,599,000.

Our audit procedures include evaluating the suitability of the impairment model and reasonableness of the key assumptions used by management. We obtained an understanding of management's impairment assessment process, including indicators of impairment and determination of cash generating units for the purpose of estimating the recoverable amounts.

Impairment assessment of vessels (cont'd)
In assessing whether there are indicators of impairment, management took into consideration external and internal sources of information as at 31 December 2024, such as the observations of headroom between fair values and the carrying amount of owned vessels, the trend of market charter and freight rates and the headroom in comparison to the actual contracted rates and the forecasted economic performance of the portfolio of owned and leased vessels utilised for freight operations. We performed the following procedures:

- Obtained an understanding of management's assessment of impairment indicators;

- With respect to the appropriateness of the fair values of owned vessels that were determined based on independent valuation performed by external valuers, we involved our internal specialists to assist in the competence, capabilities and objectivity of the independent professional valuers, and evaluated the appropriateness of the fair valuation prepared by independent professional valuers; and

- With respect to the forecasted economic performance of owned and leased vessels:

    - Reviewed the appropriateness of the cash generating unit (smallest independent cashflows) identified by management and its forecasted economic performance reasonableness;

    - Reviewed the source data used by comparing against the Group's historical performance and available market data; and

    - Reviewed actual performance against previous forecast to assess the robustness of management's forecasting process

We also assessed the adequacy of the disclosures on the impairment of vessels in Notes 3.1(a), 12 and 24 to the financial statements.

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

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

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

Responsibilities of management and directors for the financial statements
Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)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 controls 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 controls.

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

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

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

- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Philip Ling Soon Hwa.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

21 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group 2024 US$'000	Group 2023 US$'000
Revenue	4	532,008	582,931
Cost of sales		(429,738)	(473,992)
Gross profit		102,270	108,939
Other income	5	3,495	8,034
Marketing expenses		(12,450)	(10,259)
Administrative expenses		(10,525)	(9,431)
Other expenses	6	(389)	(162)
Profit from operations		82,401	97,121
Finance income	7	15,341	13,099
Finance costs	8	(14,929)	(10,944)
Operating profit		82,813	99,276
Share of results of a joint venture	15	(7,813)	5,711
Profit before tax		75,000	104,987
Income tax expense	9	(3,793)	(3,951)
Profit for the year	10	71,207	101,036
Attributable to:			
Owners of the Company		70,849	101,233
Non–controlling interests ("NCI")		358	(197)
		71,207	101,036
Earnings per share (US cents)			
Basic and diluted	30	13.17	18.82

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Group	
	2024	**2023**
	US$'000	**US$'000**
Profit for the year	71,207	101,036
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of defined benefit obligation (Note 25)	167	(13)
	167	(13)
Items that may be reclassified subsequently to profit or loss		
Share of other comprehensive income of joint venture (Note 29(b))	(732)	(1,075)
Exchange differences on translation of foreign operations	(747)	1,043
	(1,479)	(32)
Other comprehensive income for the year, net of tax	(1,312)	(45)
Total comprehensive income for the year	69,895	100,991
Total comprehensive income attributable to:		
Owners of the Company	69,801	101,117
Non–controlling interests	94	(126)
	69,895	100,991

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

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non–current assets					
Investment properties	11	514	898	514	477
Property, plant and equipment	12	275,686	217,029	49,364	72,112
Right–of–use assets	24	145,166	173,521	136,753	163,886
Intangible assets	13	1,975	1,669	1,427	999
Subsidiaries	14	–	–	113,121	56,582
Joint venture	15	31,641	40,186	26,917	26,917
Deferred tax assets		371	379	–	–
Due from a subsidiary (non–trade)	19	–	–	1,882	4,396
Lease receivables	24	729	1,064	729	1,064
Total non–current assets		456,082	434,746	330,707	326,433
Current assets					
Cash and bank balances	16	374,533	358,715	322,040	308,707
Trade receivables – third parties	17	84,998	77,085	75,762	69,234
Prepaid operating expenses		20,834	18,473	14,002	13,476
Other receivables and deposits	18	3,796	3,152	358	269
Due from immediate holding company (non–trade)	32	260	260	–	–
Due from immediate holding company (trade)	17	3,360	3,349	3,355	3,326
Due from subsidiaries (trade)	17	–	–	4,492	2,274
Due from subsidiaries (non–trade)	19	–	–	14,281	53,196
Due from related companies (trade)	17	11,540	11,810	10,557	8,394
Due from non–controlling interest of a subsidiary (trade)	17	381	968	–	–
Lease receivables	24	335	291	335	291
Inventories	20	2,279	1,337	1,083	805
Total current assets		502,316	475,440	446,265	459,972
Total assets		958,398	910,186	776,972	786,405

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

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Note	Group		Company	
		2024	2023	2024	2023
		US$'000	US$'000	US$'000	US$'000
Current liabilities					
Bank term loans and borrowing	21	16,062	9,171	787	809
Trade payables	22	24,305	24,025	16,267	18,855
Other payables and liabilities	23	55,529	62,802	38,202	52,463
Due to a subsidiary (trade)	32	–	–	749	161
Due to a subsidiary (non–trade)	32	–	–	2,774	2,649
Due to related companies (trade)		371	415	8	35
Due to non–controlling interests of subsidiaries (non–trade)	26	54	52	–	–
Lease liabilities	24	31,730	41,473	29,362	39,365
Income tax payable		3,423	3,067	2,847	2,488
Total current liabilities		131,474	141,005	90,996	116,825
Non–current liabilities					
Bank term loans and borrowing	21	106,669	58,443	8,799	9,835
Lease liabilities	24	122,301	142,302	115,232	134,136
Retirement benefit obligations	25	518	638	–	–
Deferred tax liabilities		8	22	–	–
Due to non–controlling interests of subsidiaries (non–trade)	26	327	316	–	–
Total non–current liabilities		229,823	201,721	124,031	143,971
Net current assets		370,842	334,435	355,269	343,147
Net assets		597,101	567,460	561,945	525,609
Capital, reserves and non–controlling interests					
Share capital	27	68,761	68,761	68,761	68,761
Treasury shares	28	(174)	(174)	(174)	(174)
Retained earnings		515,905	484,688	493,358	457,022
Other reserves	29	85	642	–	–
Foreign currency translation reserve	29	(1,848)	(1,365)	–	–
Equity attributable to owners of the Company		582,729	552,552	561,945	525,609
Non–controlling interests		14,372	14,908	–	–
Total equity		597,101	567,460	561,945	525,609
Total liabilities and equity		958,398	910,186	776,972	786,405

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital US$'000	Treasury shares US$'000	Other reserves US$'000	Foreign currency translation reserve US$'000	Retained earnings US$'000	Equity attributable to owners of the Company US$'000	Non–controlling interests US$'000	Total equity US$'000
Group								
2024								
At 1 January 2024	68,761	(174)	642	(1,365)	484,688	552,552	14,908	567,460
Total comprehensive income for the year:								
Profit for the year	–	–	–	–	70,849	70,849	358	71,207
Other comprehensive income for the year	–	–	(565)	(483)	–	(1,048)	(264)	(1,312)
Total	–	–	(565)	(483)	70,849	69,801	94	69,895
Transactions with owners, recognised directly in equity:								
Transfer to mandatory reserves fund	–	–	8	–	(8)	–	–	–
Dividends paid by subsidiaries to NCI	–	–	–	–	–	–	(630)	(630)
Dividends paid (Note 31)	–	–	–	–	(39,624)	(39,624)	–	(39,624)
Total	–	–	8	–	(39,632)	(39,624)	(630)	(40,254)
At 31 December 2024	68,761	(174)	85	(1,848)	515,905	582,729	14,372	597,101

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital US$'000	Treasury shares US$'000	Other reserves US$'000	Foreign currency translation reserve US$'000	Retained earnings US$'000	Equity attributable to owners of the Company US$'000	Non–controlling interests US$'000	Total equity US$'000
Group								
2023								
At 1 January 2023	68,761	(174)	1,722	(2,337)	491,930	559,902	13,041	572,943
Total comprehensive income for the year:								
Profit for the year	–	–	–	–	101,233	101,233	(197)	101,036
Other comprehensive income for the year	–	–	(1,088)	972	–	(116)	71	(45)
Total	–	–	(1,088)	972	101,233	101,117	(126)	100,991
Transactions with owners, recognised directly in equity:								
Effect arising from business combinations	–	–	–	–	–	–	3,278	3,278
Transfer to mandatory reserves fund	–	–	8	–	(8)	–	–	–
Dividends paid by subsidiaries to NCI	–	–	–	–	–	–	(1,285)	(1,285)
Dividends paid (Note 31)	–	–	–	–	(108,467)	(108,467)	–	(108,467)
Total	–	–	8	–	(108,475)	(108,467)	1,993	(106,474)
At 31 December 2023	68,761	(174)	642	(1,365)	484,688	552,552	14,908	567,460

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital US$'000	Treasury shares US$'000	Other Reserves US$'000	Retained earnings US$'000	Total equity US$'000
Company					
2024					
At 1 January 2024	68,761	(174)	–	457,022	525,609
Profit for the year, representing total comprehensive income for the year	–	–	–	75,960	75,960
Total	–	–	–	75,960	75,960
Transactions with owners, recognised directly in equity:					
Dividends paid (Note 31)	–	–	–	(39,624)	(39,624)
Total	–	–	–	(39,624)	(39,624)
At 31 December 2024	68,761	(174)	–	493,358	561,945
2023					
At 1 January 2023	68,761	(174)	–	473,179	541,766
Profit for the year, representing total comprehensive income for the year	–	–	–	92,310	92,310
Total	–	–	–	92,310	92,310
Transactions with owners, recognised directly in equity:					
Dividends paid (Note 31)	–	–	–	(108,467)	(108,467)
Total	–	–	–	(108,467)	(108,467)
At 31 December 2023	68,761	(174)	–	457,022	525,609

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Group	
	2024	**2023**
	US$'000	**US$'000**
Operating activities		
Profit before tax	75,000	104,987
Adjustments for:		
Depreciation of property, plant and equipment	14,168	12,040
Depreciation of investment properties	–	35
Depreciation of right–of–use assets	40,994	87,042
Amortisation of intangible assets	556	401
Gain on disposal of property, plant and equipment	(1,822)	(46)
Gain on bargain purchase from acquisition of subsidiary	–	(3,256)
Gain on early extinguishment of lease contracts	(2)	(35)
Allowance (Write back of) for impairment on receivables, net	686	(641)
Impairment loss on right–of–use assets	285	12,161
Finance costs	14,929	10,944
Finance income	(15,341)	(13,099)
Share of results of joint venture	7,813	(5,711)
Property, plant and equipment written off	78	162
Net foreign exchange gain	(172)	(559)
Operating cash flows before movements in working capital	137,172	204,425
Trade receivables	(8,503)	75,480
Other receivables and deposits	(644)	(1,252)
Prepaid operating expenses	(2,361)	477
Due from immediate holding company	(30)	1,728
Due from related companies	195	(2,266)
Due from non–controlling interest of a subsidiary	587	(967)
Inventories	(942)	649
Trade payables	280	(15,075)
Other payables and liabilities	(7,208)	(21,303)
Due to related companies	(44)	257
Cash generated from operations	118,502	242,153
Interest paid	(14,929)	(10,944)
Income tax paid	(3,400)	(2,816)
Net cash from operating activities	100,173	228,393

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Group	
	2024	**2023**
	US$'000	**US$'000**
Investing activities		
Interest income received	15,341	13,099
Proceeds from disposal of property, plant and equipment	1,824	48
Purchase of property, plant and equipment (Note 12(d))	(72,977)	(103,465)
Purchase of intangible assets (Note 13)	(907)	(920)
Net cash used in investing activities	(56,719)	(91,238)
Financing activities		
Repayment of principal portion of lease liabilities	(42,622)	(88,689)
Proceeds from lease receivables	291	253
Proceeds from bank term loans	66,245	43,908
Repayment of bank term loans	(10,813)	(5,557)
Dividends paid	(39,624)	(108,467)
Increase in pledged deposits	(51)	(147)
Dividends paid to non–controlling shareholder of subsidiaries	(630)	(1,285)
Repayment on loan from non–controlling interest of subsidiaries	–	(430)
Net cash used in financing activities	(27,204)	(160,414)
Net increase (decrease) in cash and cash equivalents	16,250	(23,259)
Cash and cash equivalents at beginning of the year	357,269	379,556
Effects of exchange rate changes on the balance of cash held in foreign currencies	(483)	972
Cash and cash equivalents at end of the year (Note 16)	373,036	357,269

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

1. CORPORATE INFORMATION

The Company (Registration Number: 199308462C) is incorporated in Singapore with its principal place of business and registered office at 6 Raffles Quay, #25–01, Singapore 048580. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX–ST"). The financial statements are expressed in United States dollars ("USD").

The principal activities of the Company are the owning and operating of ocean–going ships and the provision of containerised feeder shipping services. The Group also provides logistics and warehousing related services.

The principal activities of its subsidiaries and joint venture are disclosed in Notes 14 and 15 respectively.

The Group operates in South East Asia, the Far East, the Indian Sub–continent and the Middle East.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

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

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

The financial statements are presented in United States Dollars ("USD" or "US$") and all values are rounded to the nearest thousand (US$'000) except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards. The adoption of these standards and interpretations did not have any effect on the financial performance or position of the Group and the Company.

2.3 Standards issued but not yet effective

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

Description	**Effective for financial year beginning on**
Amendments to SFRS(I) 21: Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 9 and SFRS(I) 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual improvements to FRSs – Volume 11	1 January 2026
Amendments to SFRS(I) 18: Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to SFRS(I) 19: Subsidiaries without Public Accountability – Disclosures	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1–28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.4 Foreign currency

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

(a) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to consolidated income statement on disposal of the foreign operation.

(b) Consolidated financial statements

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

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re–attributed to non–controlling interest and are not recognised in profit or loss. For partial disposals of jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.5 Basis of consolidation and business combinations

(a) Basis of consolidation

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

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

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.5 Basis of consolidation and business combinations (cont'd)

(a) Basis of consolidation

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

– Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;

– Derecognises the carrying amount of any non–controlling interest;

– Derecognises the cumulative translation differences recorded in equity;

– Recognises the fair value of the consideration received;

– Recognises the fair value of any investment retained;

– Recognises any surplus or deficit in profit or loss;

– Re–classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or other reserves, as appropriate.

(b) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition–related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

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

The Group elects for each individual business combination, whether non–controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non–controlling interest's proportionate share of the acquiree's identifiable net assets.

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

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.5 Basis of consolidation and business combinations (cont'd)

(c) Subsidiaries

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

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

Details of the Group's significant subsidiaries are shown in Note 14 to the financial statements.

2.6 Transactions with non–controlling interests

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

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

2.7 Joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries. The Group's investment in its joint venture are accounted for using the equity method.

Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. Any change in other comprehensive income ("OCI") of the joint venture is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The aggregate of the Group's share of profit or loss of the joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non–controlling interests in the subsidiaries of the joint venture.

The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss within "Share of results of joint venture" in the statement of profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.7 Joint venture (cont'd)

Upon loss of joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the investment upon loss of control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.8 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Assets in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

Vessels	–	25 years
Vessel improvements	–	2.5 to 5 years
Deferred charges	–	2.5 to 5 years
Motor vehicles	–	3 to 10 years
Equipment	–	3 to 10 years
Furniture and fittings	–	3 to 10 years
Renovation	–	3 to 10 years
Properties	–	15 to 60 years
Containers	–	10 years
Warehouse	–	20 years

Freehold land is not depreciated. Leasehold land with lease that will be extended without difficulty and at no significant cost is not depreciated.

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

Upon acquisition of a vessel, the components of the vessel which are required to be replaced at the next drydocking are identified and the estimate of the cost to be incurred is determined. The cost of these components is to be depreciated over a period to the next estimated drydocking date.

The legal cost of land rights when the land was acquired initially are recognised as part of the cost of the land under the "Property, Plant and Equipment" account and not amortized. The extension or the legal renewal costs of land rights are expensed off to profit or loss.

Deferred charges represent drydocking expenditure incurred for major overhauls of vessels, which is deferred when incurred and depreciated over a period from the current drydocking date to the next estimated drydocking date. When significant drydocking expenditures recur prior to the expiry of the depreciation period, the remaining carrying value of the previous drydocking is expensed in the month of the subsequent drydocking.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.9 Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation, is stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of assets over 15 to 50 years which is its estimated useful life, using straight–line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on disposal of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is disposed.

2.10 Impairment of tangible assets and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

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

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.11 Impairment of non–financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset (i.e. an intangible asset with an indefinite useful life, an intangible asset not yet available for use, or goodwill acquired in a business combination) is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre–tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations are recognised in profit or loss as impairment loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.11 Impairment of non–financial assets (cont'd)

For assets, excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses for an asset other than goodwill may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Reversal of an impairment loss is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal in excess of impairment loss previously recognised through profit or loss is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

2.12 Inventories

Inventories, comprising bunker stocks, oil and spare parts on board of vessels for consumption purposes are stated at lower of cost and net realisable value. Cost is determined on a first–in, first–out basis. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Allowance is made of deteriorated, damaged, obsolete and slow–moving inventories.

2.13 Financial instruments

(a) Financial assets

Initial recognition and measurement

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

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.

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

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The two measurement categories, applicable to the Group, for classification of debt instruments are:

(i) Amortised cost

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

(ii) Fair value through profit or loss

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.13 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement (cont'd)

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Derecognition

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

(c) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses interest rate swaps as derivative financial instruments to hedge its interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment

- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.13 Financial instruments (cont'd)

(c) Derivative financial instruments and hedge accounting (cont'd)

Initial recognition and subsequent measurement (cont'd)

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

2.14 Impairment of financial assets

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

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.14 Impairment of financial assets (cont'd)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and unsecured fixed deposits with financial institutions that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

2.16 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.17 Provisions

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

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

2.18 Employee benefits

(a) Defined contribution plans

The Group participates in the state pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period which the related service is performed.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. Accrual is made for the estimated liability for the unconsumed leave as a result of services rendered by employees up to balance sheet date.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.18 Employee benefits (cont'd)

(c) Retirement benefit costs

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

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out as at each reporting date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other reserves and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

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

The Group presents the first two components of defined benefit costs in profit or loss in the line item "administrative expenses". Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plan.

(d) Other long–term employee benefits

Subsidiaries of the Group provide long service award for all qualified employees.

The cost of providing other long–term benefits is determined using the Projected Unit Credit Method. The provision for long–term employee benefits recognised in the statements of financial position represents the present value of the employee benefits obligation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.19 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

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

(i) Right–of–use assets

The Group recognises right–of–use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right–of–use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right–of–use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right–of–use assets are depreciated on a straight–line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

Vessels	2 to 9 years
Motor vehicles	3 years
Equipment	2 to 5 years
Land	30 years
Properties	2 to 6 years
Containers	3 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right–of–use assets are also subject to impairment.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable and variable lease payments. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

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

Details of the Group's lease liabilities are included in Note 24.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.19 Leases (cont'd)

(a) As lessee (cont'd)

(iii) Short–term leases and leases of low–value assets

The Group applies the short–term lease recognition exemption to its short–term leases that have a lease term of 12 months or less from the commencement date. It also applies the lease of low–value assets recognition exemption that are considered to be low value. Lease payments on short–term leases and leases of low value assets are recognised as expense on a straight–line basis over the lease term.

(b) As lessor

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

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight–line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the lease income.

2.20 Revenue

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

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

(a) Rendering of services

Revenue and operating costs on freight operations are recognised as income and expenses respectively, by reference to the voyage progress as at end of the reporting period. This has been assessed by management to be an appropriate measure of progress towards complete satisfaction of these performance obligations over time under SFRS(I) 15. Unearned revenue received is recognised as contract liabilities, recognised over the period in which the freight services are performed representing the entity's right to consideration for the services performed as at the end of the reporting period. Certain freight operation contracts include a separate performance obligation surrounding the provision of stevedoring service. Such revenue is recognised as the performance obligation to move the customer's specific cargo to and from the vessel is satisfied over time.

Revenue from rendering sea freight forwarding services is recognised at a point in time based on the completion of shipment.

Charter hire revenue comprise time and voyage charter. The performance obligations within a time–charter contract include the lease of the vessel to the charterer and the maintenance of the vessel. Time charter revenue is recognised as such services are rendered over the duration of the time charter agreements and is stated net of taxes and commission paid.

Voyage charter revenue is recognised evenly over the duration of each voyage as the performance obligation is satisfied. The transaction price is in the form of fixed fee at contract inception.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.20 Revenue (cont'd)

(b) Warehousing income

Warehousing income comprise warehouse storage and fourth party logistics services. Fourth party logistics revenue refers to management and operation of warehouse. These revenues are recognised over time.

(c) Interest income

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

(d) Dividend income

Dividend income from investments is recognised in profit or loss when the Group's rights to receive the dividends have been established.

(e) Rental income

The Group's policy for recognition of revenue from operating leases is described above.

2.21 Taxes

(a) Current income tax

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

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

(b) Deferred tax

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

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

– Where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

– Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.21 Taxes (cont'd)

(b) Deferred tax (cont'd)

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

– Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of sales tax included.

2.22 Cash and cash equivalents in the statement of cash flows

Cash and cash equivalents in the statement of cash flows comprise cash on hand, cash at banks, call and fixed deposits less pledged deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2.23 Segment reporting

For management purposes, the Group is organised into operating segments based on services and geographical regions which are managed by respective segment managers responsible for the performance of the respective segment under their charge. The segment or department managers report directly to the management of the Group who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance.

2.24 Share capital

Ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.25 Treasury shares

When the Company purchased its own equity share capital, treasury shares are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified and no dividends are allocated to them.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.26 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non–occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

  (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non–occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.27 Intangible assets

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

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

2.28 Prepaid operating expenses

Prepaid operating expenses, comprising prepaid charter–hire, bunker expenses and other expenses, are initially recognised as prepayments when payments are made. Prepaid charter hire expenses pertaining to short–term leases are subsequently charged to profit or loss on a straight–line basis over the charter–hire period.

2.29 Government grant

Government grants are recognised as a receivable when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised in profit or loss by deducting against the related costs on a systematic basis over the periods for which it is intended to compensate.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods. There are no significant judgements made in applying accounting policies.

3.1 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Impairment of owned and leased vessels

Management exercises their judgement in estimating recoverable amounts of its owned and leased vessels.

The indicator of impairment for the vessels are reviewed at the end of each reporting period to determine whether there is any indication that the vessels have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount of owned vessels is determined based on the higher of its fair value less cost of disposal and its value in use whereas the recoverable amount of leased vessels is based on its value in use.

Management determines the fair value less cost of disposal calculation based on available data from binding sales transactions, conducted at arm's length, for similar vessels or observable market prices less estimated incremental costs for disposing of the vessels.

In assessing value in use, management estimates the future cash flows expected from the CGUs and an appropriate discount rate in order to calculate the present value of the future cash flows. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model.

The carrying amounts and details of the Group's and Company's vessels, deferred charges, vessel improvements and impairment at the end of the reporting period are disclosed in Note 12 and Note 24.

(b) Investments in subsidiaries and joint venture

Management exercises their judgement in estimating recoverable amounts of its investment in subsidiaries and joint venture within the Group.

The indicator of impairment for these investments are reviewed at the end of each reporting period to determine whether there is any indication that these investments have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, management needs to estimate the future cash flows expected from the CGUs and an appropriate discount rate in order to calculate the present value of the future cash flows. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model.

The carrying amounts and details of the Company's investment in subsidiaries and impairment at the end of the reporting period are disclosed in Note 14 and Note 15.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (CONT'D)

3.1 Key sources of estimation uncertainty (cont'd)

(c) *Useful life of vessels, deferred charges and vessel improvements*

The cost of vessels, deferred charges and vessel improvements of the Group and the Company is depreciated on a straight–line basis over the useful life of the vessels. Management estimates the useful life of these vessels, deferred charges and vessel improvements to be 25 years and 2.5 to 5 years respectively. Changes in the expected level of usage could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised.

(d) *Residual values of vessels*

The Group reviews the residual values of vessels periodically to ensure that the amount is consistent with the future economic benefits embodied in these vessels at the point of disposal. Significant judgement is required in determining the residual values of its vessels.

In determining the residual values of its vessels, the Group considers the net proceeds that would be obtained from the disposal of the assets in the resale or scrap markets, fluctuations in scrap steel prices and industry practice.

The effect of the changes in estimate by a 5% increase in the scrap steel price in the estimated residual value of the vessels would reduce the depreciation charge by US$526,000 (2023: US$173,000).

(e) *Estimation of loss allowance*

When measuring ECL, the Group uses reasonable and supportable forward–looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive. Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

The carrying amounts of the Group's and the Company's trade and other receivables are disclosed in Notes 17 and 18 respectively.

(f) *Revenue recognition on an over time basis (freight operations)*

Revenue on freight operations are recognised by reference to the voyage progress as at end of the reporting period. This has been assessed by management to be an appropriate measure of progress towards complete satisfaction of these performance obligations over time. This requires the exercise of judgement and have a degree of complexity when determining the progress of the voyage as at year–end.

The amount of revenue earned from freight operations recognised during the year is disclosed in Note 4.

(g) *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right–of–use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity–specific estimates.

4. REVENUE

The Group derives its revenue from shipping and logistics activities. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 (see Note 35).

A disaggregation of the Group's revenue for the year, is as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Freight operations	473,675	536,663
Charter hire (time and voyage charter)	26,518	18,033
Sea freight forwarding services	2,269	2,279
Warehousing and logistics services	8,834	6,414
Other services	20,712	19,542
	532,008	582,931

Timing of revenue recognition

Over time:		
Freight operations	473,675	536,663
Charter hire (time and voyage charter)	26,518	18,033
Warehousing and logistics services	8,834	6,414
Other services	16,566	15,766
	525,593	576,876
Point in time:		
Sea freight forwarding services	2,269	2,279
Other services	4,146	3,776
	532,008	582,931

5. OTHER INCOME

	Group	
	2024	**2023**
	US$'000	**US$'000**
Gain on disposal of property, plant and equipment, net	1,822	46
Rental income	59	64
Net foreign exchange gains	975	3,831
Insurance claims	484	589
Gain on bargain purchase from acquisition of subsidiary	–	3,256
Gain on early extinguishment of lease contract	2	35
Others	153	213
	3,495	8,034

6. OTHER EXPENSES

	Group	
	2024	**2023**
	US$'000	**US$'000**
Property, plant & equipment written off	78	162
Impairment of right–of–use assets	285	–
Others	26	–
	389	162

7. FINANCE INCOME

	Group	
	2024	**2023**
	US$'000	**US$'000**
Interest income from call deposits and bank balances	15,167	12,888
Interest income from lease receivables	174	211
	15,341	13,099

8. FINANCE COSTS

	Group	
	2024	**2023**
	US$'000	**US$'000**
Interest on bank term loans and borrowing	5,890	2,135
Interest on lease liabilities (Note 24)	9,030	8,798
Interest on loan due to non–controlling interest of a subsidiary	9	11
	14,929	10,944

9. INCOME TAX EXPENSE

Income tax recognised in profit or loss:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Current income tax:		
Current year	3,496	3,088
Over provision in respect of prior years	(25)	(527)
Withholding tax	393	1,442
Deferred tax:		
Current year	(71)	(52)
	3,793	3,951

9. INCOME TAX EXPENSE (CONT'D)

Domestic income tax is calculated at 17% (2023: 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Company has been granted an extension of the status of the Approved International Shipping Enterprise ("AIS") with effect from 15 September 2024 for a period of 10 years. Samudera Ships Investment Pte Ltd has also been granted an extension of the status of the Approved International Shipping Enterprise (Local Subsidiary) effective 15 September 2024. The AIS incentive exempts certain income derived by the Company and its subsidiary from Singapore Income Tax, subject to compliance with the relevant conditions under the scheme and those income not qualifying for this incentive will be taxable at the existing corporate income tax rate.

The income of Samudera Tankers Pte Ltd and Ocean Ships Investment Pte Ltd which arises from shipping activities, is exempted from income tax in accordance with section 13A of the Singapore Income Tax Act, Cap.134.

Income arising from other activities do not enjoy the above–mentioned income tax incentives and exemption. The income of the other companies in the Group are subject to the relevant income tax laws and regulations in the respective countries in which they operate.

The tax charge for the year can be reconciled to the accounting profit as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Profit before tax	75,000	104,987
Income tax expense calculated at 17% (2023: 17%)	12,750	17,848
Effect of income that is not taxable in determining taxable profit	(11,162)	(14,270)
Effect of different tax rates for foreign subsidiaries	22	213
Share of results of a joint venture	1,328	(971)
Over provision in respect of prior years	(25)	(527)
Withholding tax	393	1,443
Others	487	215
	3,793	3,951

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is US$33.6 million (2023: US$35.4 million). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The Group has exposure to income taxes in various jurisdictions. Judgement is involved in determining the Group–wide provision for income taxes. The Group makes provisions for expected tax liabilities based on assessment of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets recognised by the Group arises from allowance of expected credit losses of trade receivables and related party balances.

9. INCOME TAX EXPENSE (CONT'D)

International Tax Reform - Pillar Two Model Rules ("GloBE")

The Group is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in Singapore, the jurisdiction in which the Company is incorporated, and will come into effect from 1 January 2025. The Pillar Two legislation was not effective in 2024 in all jurisdictions in which the Group operates except for a subsidiary incorporated in Australia, Samudera Australia Pty Ltd ("SAPL"), which adopted the Pillar Two legislation effective from 1 January 2024.

For the financial year ended 31 December 2024, SAPL is not liable to pay a top-up tax as it does not have any operations during the year.

The Group continues to follow Pillar Two legislative developments to evaluate the potential future impact on its consolidated results of operations, financial position and cash flows.

The adoption of this legislation has no material impact on the consolidated statement of financial position and consolidated statement of profit or loss for the current financial year.

10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging (crediting):

		Group	
	Note	**2024**	**2023**
		US$'000	**US$'000**
Stevedorage expenses		113,888	98,725
Bunker expenses		83,223	78,120
Short–term lease expenses	24	37,705	20,825
Depreciation of right–of–use assets	24	40,994	87,042
Depreciation of property, plant and equipment	12	14,168	12,040
Depreciation of investment properties	11	–	35
Impairment loss on right–of–use assets	24	285	12,161
Amortisation of intangible assets	13	556	401
Allowance for (Write back of) impairment on receivables, net	17	686	(641)
Directors' fees		369	245
Audit fee:			
Auditors of the Company		200	192
Member firms of the auditors of the Company		61	60
Other auditors		41	37
Non–audit fee:			
Auditors of the Company		37	33
Other auditors		18	23
Employee benefits:			
Wages, salaries and benefits		21,316	20,236
Central Provident Fund and other pension costs		1,733	1,778
		23,049	22,014

11. INVESTMENT PROPERTIES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Cost:				
At 1 January	1,524	1,524	897	897
Reclassification to property, plant and equipment (Note 12)	(627)	–	–	–
At 31 December	897	1,524	897	897
Accumulated depreciation and impairment:				
At 1 January	626	591	420	394
Depreciation for the year (Note 10)	–	35	–	26
Adjustment	(34)	–	(37)	–
Reclassification to property, plant and equipment (Note 12)	(209)	–	–	–
At 31 December	383	626	383	420
Carrying amount:				
At 31 December	514	898	514	477

The Group and the Company have adopted the cost model under SFRS(I) 1–40 for its investment properties. During the financial year ended 31 December 2024, the property in Dubai was reclassified to property, plant and equipment. As at 31 December 2024, the Group's and the Company's investment properties consist of 2 properties located in Singapore. All of them are leased out under operating leases.

The fair values of the Group's and the Company's investment properties at 31 December 2024 and 31 December 2023 have been determined on the basis of valuations carried out at the end of the respective reporting periods by independent appraisers having an appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued, and not related to the Group. The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties. In valuing the investment properties, the appraisers have taken into consideration the prevailing market conditions and have made adjustments for differences where necessary before arriving at the most appropriate market value for the investment properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

11. INVESTMENT PROPERTIES (CONT'D)

The Group and the Company classified fair value measurement using a fair value hierarchy that reflects the nature and complexity of the significant inputs used in making the measurement. The fair value measurement of the Group's and the Company's investment properties are as follows:

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Fair value of investment properties (Level 3 of the fair value hierarchy)	2,072	2,833	2,072	2,015

Level 3 refers to input for the asset and liability that are not based on observable market data (unobservable inputs).

There were no transfers between different levels during the year.

The following information is relevant, in regards to the investment properties:

Valuation techniques	Significant unobservable inputs	Sensitivity
Market Comparable Approach	Recent transaction prices of the residential property in the vicinity, taking into account the length of tenure, floor area and condition of the units.	A decrease in the market conditions would result in a decrease in fair value and vice versa.

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Rental income derived from investment properties	38	46	38	44
Direct operating expenses (including repairs and maintenance)	46	64	41	48

There is no indication of impairment in FY2024 and FY2023 as the fair value of the properties is higher than its carrying value.

12. PROPERTY, PLANT AND EQUIPMENT

Group	Vessels US$'000	Vessel improve-ments US$'000	Deferred charges US$'000	Assets under construction US$'000	Containers US$'000
Cost:					
At 1 January 2023	119,166	572	3,453	13,292	2,700
Additions	85,647	24	3,263	9,806	–
Disposals	–	–	–	–	(1)
Written off	–	–	–	–	–
Adjustment	–	–	–	–	–
Translation difference	819	–	112	2	–
At 31 December 2023	205,632	596	6,828	23,100	2,699
Additions	58,259	–	10,205	–	3,673
Reclassification	23,100	–	–	(23,100)	–
Disposals	–	–	–	–	(11)
Written off	–	(24)	(888)	–	–
Reclassification from investment properties (Note 11)	–	–	–	–	–
Translation difference	–	–	–	–	–
At 31 December 2024	286,991	572	16,145	–	6,361
Accumulated depreciation and impairment:					
At 1 January 2023	70,198	572	1,200	–	1,426
Depreciation for the year	6,426	2	1,891	–	403
Disposals	–	–	–	–	–
Written off	–	–	–	–	–
Translation difference	57	–	47	–	–
At 31 December 2023	76,681	574	3,138	–	1,829
Depreciation for the year	8,096	–	2,651	–	1,066
Disposals	–	–	–	–	(11)
Written off	–	(2)	(888)	–	–
Reclassification from investment properties (Note 11)	–	–	–	–	–
Translation difference	–	–	–	–	–
At 31 December 2024	84,777	572	4,901	–	2,884
Carrying amount:					
At 31 December 2024	202,214	–	11,244	–	3,477
At 31 December 2023	128,951	22	3,690	23,100	870

Motor vehicles US$'000	Equipment US$'000	Furniture and fittings US$'000	Renovation US$'000	Land US$'000	Properties US$'000	Warehouse US$'000	Total US$'000
517	7,739	993	1,125	40,654	8,050	5,886	204,147
40	2,990	6	1,675	–	6	42	103,499
(43)	(783)	–	–	–	–	–	(827)
–	(43)	(2)	(265)	–	–	–	(310)
–	1,461	–	–	341	–	3,232	5,034
(1)	(1)	(2)	(3)	124	(33)	28	1,045
513	11,363	995	2,532	41,119	8,023	9,188	312,588
153	437	1	–	–	237	12	72,977
–	(162)	–	162	–	–	–	–
(1)	(40)	–	–	–	–	(10)	(62)
–	(55)	(31)	(39)	–	(39)	–	(1,076)
–	–	–	–	–	627	–	627
(3)	(309)	(4)	3	(107)	4	(546)	(962)
662	11,234	961	2,658	41,012	8,852	8,644	384,092
227	6,660	955	875	–	1,878	315	84,306
75	1,567	2	47	–	238	1,389	12,040
(43)	(782)	–	–	–	–	–	(825)
–	(36)	(2)	(110)	–	–	–	(148)
(1)	45	(1)	(2)	–	(3)	44	186
258	7,454	954	810	–	2,113	1,748	95,559
83	926	10	286	–	196	854	14,168
–	(39)	–	–	–	–	(10)	(60)
–	(55)	(31)	(18)	–	(4)	–	(998)
–	–	–	–	–	209	–	209
(2)	(181)	(2)	2	–	4	(293)	(472)
339	8,105	931	1,080	–	2,518	2,299	108,406
323	3,129	30	1,578	41,012	6,334	6,345	275,686
255	3,909	41	1,722	41,119	5,910	7,440	217,029

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Vessels US$'000	Vessel improve–ment US$'000	Deferred charges US$'000	Assets under construction US$'000	Containers US$'000
Cost:					
At 1 January 2023	43,781	572	2,021	13,200	2,700
Additions	–	–	1,010	9,900	–
Disposals	–	–	–	–	(1)
Written off	–	–	–	–	–
At 31 December 2023	43,781	572	3,031	23,100	2,699
Additions	–	–	319	–	3,673
Reclassification	–	–	–	(23,100)	–
Disposals	–	–	–	–	(11)
Written off	–	–	(888)	–	–
At 31 December 2024	43,781	572	2,462	–	6,361
Accumulated depreciation:					
At 1 January 2023	29,208	572	546	–	1,426
Depreciation for the year	2,092	–	1,016	–	403
Disposals	–	–	–	–	–
Written off	–	–	–	–	–
At 31 December 2023	31,300	572	1,562	–	1,829
Depreciation for the year	1,140	–	942	–	1,066
Disposals	–	–	–	–	(11)
Written off	–	–	(888)	–	–
At 31 December 2024	32,440	572	1,616	–	2,884
Carrying amount:					
At 31 December 2024	11,341	–	846	–	3,477
At 31 December 2023	12,481	–	1,469	23,100	870

	Motor vehicles US$'000	Equipment US$'000	Furniture and fittings US$'000	Renovation US$'000	Land US$'000	Properties US$'000	Total US$'000
	322	5,593	191	932	28,431	4,525	102,268
	–	514	–	1,664	–	–	13,088
	–	(182)	–	–	–	–	(183)
	–	(3)	–	(265)	–	–	(268)
	322	5,922	191	2,331	28,431	4,525	114,905
	–	123	–	–	–	–	4,115
	–	(162)	–	162	–	–	(23,100)
	–	–	–	–	–	–	(11)
	–	–	–	–	–	–	(888)
	322	5,883	191	2,493	28,431	4,525	95,021
	86	5,366	191	733	–	1,021	39,149
	53	214	–	31	–	130	3,939
	–	(182)	–	–	–	–	(182)
	–	(3)	–	(110)	–	–	(113)
	139	5,395	191	654	–	1,151	42,793
	53	218	–	274	–	70	3,763
	–	–	–	–	–	–	(11)
	–	–	–	–	–	–	(888)
	192	5,613	191	928	–	1,221	45,657
	130	270	–	1,565	28,431	3,304	49,364
	183	527	–	1,677	28,431	3,374	72,112

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(a) The carrying amount of motor vehicles of the Group under lease liabilities as at 31 December 2024 amounted to US$166,000 (2023: US$231,000).

(b) The Group's vessels, land and properties with carrying amount of US$229,749,000 (2023: US$129,262,000) and the Company's land and properties with carrying amount of US$31,233,000 (2023: US$31,803,000) have been placed under legal mortgage to secure the Company's and subsidiaries' bank term loans (Note 21).

(c) The following shows the carrying amount of the vessels of the Group being chartered out on time charter basis under operating leases:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Cost	130,177	93,928
Accumulated depreciation	(49,612)	(34,149)
Carrying amount	80,565	59,779

The depreciation charge for vessels chartered out on time charter basis under operating leases in the year is US$6,335,000 (2023: US$4,189,000).

The charter hire income for the year amounted to US$26,219,000 (2023: US$18,033,000).

(d) During the financial year 31 December 2024, the Group acquired property, plant and equipment with aggregate cost of US$72,977,000 (2023: US$103,499,000) of which US$Nil (2023: US$35,000) was acquired by means of finance lease. Cash payment of US$72,977,000 (2023: US$103,465,000) was made to purchase property, plant and equipment of the Group.

(e) The Group's land includes US$12,582,000 (2023: US$12,689,000) pertaining to several plots of land in Indonesia, with Building Use Rights (HGB) for period ranging from 20 to 30 years. Management believes that there will be no difficulty in the extension of land rights, since all the land was acquired legally and supported by sufficient evidence of ownership. The remaining land pertains to freehold land in Singapore.

13. INTANGIBLE ASSETS

	Goodwill US$'000	Customer relationship US$'000	Computer software US$'000	Club membership US$'000	Total US$'000
Group					
Cost:					
At 1 January 2023	22	–	1,630	202	1,854
Adjustment	(22)	670	–	–	648
Additions	–	–	920	–	920
At 31 December 2023	–	670	2,550	202	3,422
Additions	–	–	574	333	907
Translation difference	–	(47)	(1)	–	(48)
At 31 December 2024	–	623	3,123	535	4,281
Amortisation:					
At 1 January 2023	–	–	1,348	4	1,352
Amortisation for the year	–	–	390	11	401
At 31 December 2023	–	–	1,738	15	1,753
Amortisation for the year	–	77	459	20	556
Translation difference	–	(2)	(1)	–	(3)
At 31 December 2024	–	75	2,196	35	2,306
Carrying amount:					
At 31 December 2024	–	548	927	500	1,975
At 31 December 2023	–	670	812	187	1,669

13. INTANGIBLE ASSETS (CONT'D)

	Computer software US$'000	Club membership US$'000	Total US$'000
Company			
Cost:			
At 1 January 2023	1,630	202	1,832
Additions	920	–	920
At 31 December 2023	2,550	202	2,752
Additions	574	333	907
At 31 December 2024	3,124	535	3,659
Amortisation:			
At 1 January 2023	1,348	4	1,352
Amortisation for the year	390	11	401
At 31 December 2023	1,738	15	1,753
Amortisation for the year	459	20	479
At 31 December 2024	2,197	35	2,232
Carrying amount:			
At 31 December 2024	927	500	1,427
At 31 December 2023	812	187	999

The intangible assets included above have finite useful lives, over which the assets are amortised. The amortisation period for customer relationship, computer software and club membership incurred is 8 years, 3 years and 16 to 18 years respectively.

The amortisation expense has been included in the line item "marketing expenses and administrative expenses" in profit or loss.

14. SUBSIDIARIES

	Company	
	2024	2023
	US$'000	US$'000
Unquoted equity shares at cost (As at 1 January)	100,058	100,008
Addition during the year	57,251	50
Less: Allowance for impairment	(44,188)	(43,476)
	113,121	56,582

Addition

During the financial year 31 December 2024, the Company:

a) made additional capital contributions of US$10,869,000 and US$46,370,000 in wholly owned subsidiaries, Ocean Ships Investment Pte Ltd and Samudera Ships Investment Pte Ltd respectively; and

b) incorporated two (2) wholly–owned subsidiaries, Samudera Australia Pty Ltd and Samudera Ship Brokers Pte Ltd, in which the capital contributions have yet to be paid as at year end.

During the financial year 31 December 2023, the Company made capital contributions of US$50,000 in a wholly owned subsidiary, Samudera Ships Investment Pte Ltd.

Movement in allowance for impairment:

	Company	
	2024	2023
	US$'000	US$'000
Balance at beginning of the year	(43,476)	(43,476)
Allowance during the year	(712)	–
Balance at end of the year	(44,188)	(43,476)

At end of each reporting period, the Company carried out a review of the recoverable amount of its investments in subsidiaries and allowance for impairment amounting to US$712,000 (2023: US$Nil) was recognised in profit or loss in respect of the investment in subsidiaries to bring the carrying value of the investment to its recoverable amount. The recoverable amount was determined based on net asset deemed as fair value less cost of disposal.

14. SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation	Proportion of ownership interest 2024 %	Proportion of ownership interest 2023 %	Cost of investment held by the Company 2024 US$'000	Cost of investment held by the Company 2023 US$'000
Foremost Maritime Pte Ltd ("Foremost") (1)	Owning and chartering of vessels	Singapore	100	100	72,021	72,021
Silkargo Logistics (Singapore) Pte Ltd ("Silkargo") (1)	Providing containerised cargo services	Singapore	100	100	712	712
Samudera Ships Investment Pte Ltd ("SSIPL") (1)	Owning and chartering of vessels	Singapore	100	100	46,420	50
Samudera Tankers Pte Ltd ("ST") (1)	Owning and chartering of vessels	Singapore	100	100	9,922	9,922
Ocean Ships Investment Pte Ltd ("OSI") (1)	Owning and chartering of vessels	Singapore	100	100	10,906	37
Ocean Technologies Pte Ltd ("OT") (1)	Data analytics services	Singapore	100	100	7	7
Samudera Ship Management Pte Ltd ("SSM") (1)	Ship management services	Singapore	60	60	4	4
Samudera Logistics DWC LLC ("SL DWC")	Sea freight forwarding and shipping agency	United Arab Emirates	40	40	109	109
Prime Maritime DWC LLC ("PM DWC") (3)	Providing container shipping services	United Arab Emirates	51	51	42	42
Samudera Property Limited ("SPL")	Owning of office property	United Arab Emirates	100	100	3	3
Samudera Intermodal Sdn Bhd ("SISB")	Shipping agency	Malaysia	65	65	217	217
Samudera Shipping Line (India) Pvt Ltd ("SSLI")	Shipping agency	India	100	100	28	28
Samudera Traffic Co. Ltd ("STC") (3)	Shipping agency	Thailand	49	49	114	114

14. SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows (cont'd):

Name of subsidiary	Principal activities	Country of incorporation	Proportion of ownership interest 2024 %	Proportion of ownership interest 2023 %	Cost of investment held by the Company 2024 US$'000	Cost of investment held by the Company 2023 US$'000
PT Samudera Shipping Indonesia ("SSI") [2] [3] [4]	Owning and chartering of vessels	Indonesia	49	49	7,292	7,292
PT Samudera Logistics Services ("SLS") [2] [3]	Warehousing activity	Indonesia	50	50	9,500	9,500
Samudera Australia Pty Ltd ("SAPL")	Investment holding	Australia	100	–	7	–
Samudera Ship Brokers Pte Ltd ("SSB")	Ship Brokering	Singapore	100	–	5	–
Held by subsidiaries						
PT Samudera Shipping Services ("SSS") [2]	Owning and chartering of vessels	Indonesia	95	95	–	–
Samudera Logistics DWC LLC ("SL DWC")	Sea freight forwarding and shipping agency	United Arab Emirates	60	60	–	–
Shal Hawk Silkargo Sdn Bhd ("SHS")	Warehousing activity	Malaysia	51	51	–	–
Samudera Cargo Services LLC ("SCS")[3]	Sea freight forwarding, shipping agency and custom broker	United Arab Emirates	49	49	–	–
					157,309	100,058

(1) Audited by Ernst & Young LLP, Singapore
(2) Audited by overseas practice of Ernst & Young LLP
(3) Based on the contractual arrangements between the Group and the other shareholders, the Group has the ability to direct the relevant activities of the entities unilaterally and hence the Group has control over the entities.
(4) There is no material change or amendment to the terms of the shareholders' agreement in the financial year. There is also no change in the relevant laws and regulation in Indonesia which would affect the basis for consolidation of the accounts of SSI with the accounts of the Group. SSI continues to be consolidated as part of the Group.
The rationale for the use of shareholders' agreement, the associated risks and the actions taken by the Company to mitigate such risks are set out in the Company's Circular to Shareholders dated 6 April 2021.

14. SUBSIDIARIES (CONT'D)

The table below shows details of non–wholly owned subsidiaries of the Group that have material non–controlling interests:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non–controlling interests		Profit (Loss) allocated to non–controlling interest		Accumulated non–controlling interests	
		2024	2023	2024	2023	2024	2023
		%	%	US$'000	US$'000	US$'000	US$'000
SSS	Indonesia	5	5	45	46	1,298	1,433
SLS	Indonesia	50	50	214	(445)	11,422	11,694
Individually immaterial subsidiaries with non–controlling interests				99	202	1,652	1,781
Total				358	(197)	14,372	14,908

14. SUBSIDIARIES (CONT'D)

Summarised financial information in respect of the subsidiaries of the Group that has material non–controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	SSS		SLS	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Current assets	25,838	28,602	6,219	5,090
Non–current assets	1,037	1,060	21,498	23,615
Current liabilities	905	997	3,405	2,929
Non–current liabilities	–	–	1,468	2,388
Net assets	25,970	28,665	22,844	23,388
Equity attributable to owners of the subsidiary	24,672	27,232	11,422	11,694
Non–controlling interests	1,298	1,433	11,422	11,694
Total equity	25,970	28,665	22,844	23,388
Total revenue	958	934	13,812	11,940
Total expenses	(68)	(16)	(13,384)	(12,830)
Profit (loss) for the year	890	918	428	(890)
Attributable to:				
Owners of the subsidiary	845	872	214	(445)
Non–controlling interests	45	46	214	(445)
Other comprehensive income for the year	–	–	184	12
Attributable to:				
Owners of the subsidiary	–	–	92	6
Non–controlling interests	–	–	92	6
Total comprehensive profit for the year	890	918	612	(878)
Attributable to:				
Owners of the subsidiary	845	872	306	(439)
Non–controlling interests	45	46	306	(439)
Dividends paid to non–controlling interest	175	605	221	328
Net cash inflow from operating activities	903	8,437	2,676	1,104
Net cash inflow (outflow) from investing activities	–	2,049	(225)	(2,166)
Net cash outflow from financing activities	(3,500)	(12,100)	(1,819)	(79)
Net cash (outflow) inflow	(2,597)	(1,614)	632	(1,141)

15. JOINT VENTURE

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Joint venture				
Unquoted equity shares	26,158	26,158	26,917	26,917
Share of post–acquisition profits	5,564	13,377	–	–
Share of hedging reserve	(81)	651	–	–
	31,641	40,186	26,917	26,917

Details of the joint venture are as follows:

Name	Principal activities	Country of incorporation	Proportion of ownership interest	
			2024	2023
			%	%
LNG East–West Shipping Company (Singapore) Pte Ltd [1]	Owning, managing and chartering of vessels and ship brokering	Singapore	50	50

[1] Audited by Ernst & Young LLP, Singapore

Impairment
There is no indicator of impairment in FY2024 and FY2023 as the fair value of the investment is higher than its carrying value.

Summarised financial information in respect of the Group's material joint venture not adjusted for the proportion of interest held by the Group is set out below:

	Group	
	2024	2023
	US$'000	US$'000
Joint venture		
Current assets	32,245	28,825
Non–current assets	78,486	111,508
Total assets	110,731	140,333
Current liabilities	12,183	13,766
Non–current liabilities	35,571	46,499
Total liabilities	47,754	60,265
Net assets	62,977	80,068
Revenue	24,174	26,953
(Loss) profit for the year	(15,626)	11,422
Other comprehensive income for the year	(1,465)	(2,150)
Total comprehensive income for the year	(17,091)	9,272
Group's share of results for the year	(7,813)	5,711

15. JOINT VENTURE (CONT'D)

Reconciliation of the above financial information to the carrying amount of the interest in the Group's joint venture recognised in the consolidated financial statements:

	Group	
	2024	2023
	US$'000	US$'000
Joint venture		
Net assets	62,977	80,068
Proportion of the Group's ownership interest	50%	50%
Share of net assets	31,489	40,034
Goodwill (included in cost of investment)	130	130
Other costs (included in cost of investment)	22	22
Carrying amount of the Group's interest in joint venture	31,641	40,186

16. CASH AND BANK BALANCES

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Call and fixed deposits	319,240	320,805	282,792	283,463
Cash at bank and on hand	55,293	37,910	39,248	25,244
	374,533	358,715	322,040	308,707

Cash and cash equivalents in the consolidated statement of cash flows comprise:

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Cash and bank balances (as above)	374,533	358,715	322,040	308,707
Less: Pledged deposits (Note A)	(1,497)	(1,446)	(1,415)	(1,364)
	373,036	357,269	320,625	307,343

Note A:
The Group's and Company's fixed deposits totaling US$1,497,000 (2023: US$1,446,000) and US$1,415,000 (2023: US$1,364,000) respectively have been pledged to certain banks to secure bankers' guarantee facilities of US$4,636,000 (2023: US$4,828,000) and US$3,922,000 (2023: US$4,119,000) given to suppliers of goods and services in the ordinary course of business.

17. TRADE RECEIVABLES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Trade receivables – third parties	87,010	81,337	76,984	72,634
Due from immediate holding company	3,402	3,371	3,397	3,348
Due from subsidiaries	–	–	4,599	2,302
Due from related companies	11,673	11,867	10,690	8,451
Due from non–controlling interest of a subsidiary	381	968	–	–
	102,466	97,543	95,670	86,735
Less: Allowance for expected credit loss	(2,187)	(4,331)	(1,504)	(3,507)
	100,279	93,212	94,166	83,228

Trade receivables is non–interest bearing and the average credit period given to customers are 30 to 60 days (2023: 30 to 60 days). For terms and conditions relating to related parties, refer to Note 33.

Expected credit losses ("ECL")

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

	Lifetime ECL – not credit– impaired	Lifetime ECL – credit– impaired	Total
	US$'000	**US$'000**	**US$'000**
Group			
Balance as at 1 January 2023	1,325	3,766	5,091
Change in loss allowance, net of those derecognised due to settlement	(586)	(55)	(641)
Foreign exchange gain or losses	1	(2)	(1)
Write off	–	(118)	(118)
Balance as at 31 December 2023	740	3,591	4,331
Change in loss allowance, net of those derecognised due to settlement	547	139	686
Foreign exchange gain or losses	–	(4)	(4)
Write off	–	(2,826)	(2,826)
Balance as at 31 December 2024	1,287	900	2,187

17. TRADE RECEIVABLES (CONT'D)

	Lifetime ECL – not credit–impaired US$'000	Lifetime ECL – credit–impaired US$'000	Total US$'000
Company			
Balance as at 1 January 2023	1,100	3,118	4,218
Change in loss allowance, net of those derecognised due to settlement	(601)	(110)	(711)
Balance as at 31 December 2023	499	3,008	3,507
Change in loss allowance, net of those derecognised due to settlement	636	187	823
Write off	–	(2,826)	(2,826)
Balance as at 31 December 2024	1,135	369	1,504

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables that have been written off is subject to enforcement activities. Refer to Note 36(b)(iii) for information about credit exposures on trade receivables due from third party, immediate holding company, subsidiaries and related companies.

18. OTHER RECEIVABLES AND DEPOSITS

	Group		Company	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Other receivables	597	986	286	201
Deposits	1,612	1,424	68	68
Loans to employees	38	21	4	–
Insurance claims receivable	1,549	721	–	–
	3,796	3,152	358	269

19. DUE FROM SUBSIDIARIES (NON–TRADE)

	Company	
	2024 US$'000	2023 US$'000
Due from subsidiaries	18,410	57,824
Less: Loss allowance	(2,247)	(232)
	16,163	57,592
Less: Current portion	(14,281)	(53,196)
Non–current portion	1,882	4,396

19. DUE FROM SUBSIDIARIES (NON–TRADE) (CONT'D)

The non–trade balances due from subsidiaries are unsecured, interest–free and repayable on demand except for:

- An amount of US$560,000 (2023: US$576,000) which was interest–bearing at 1.65% (2023: 1.65%) per annum. A loss allowance has been provided during the year.
- An amount of US$1,000,000 (2023: US$1,000,000) which was interest–bearing at 4.80% (2023: 4.80%) per annum. A loss allowance has been provided during the year.
- An amount of US$3,233,000 (2023: US$3,027,000) which was interest–bearing at 1.50% (2023: 1.50%) above Secured Overnight Financing Rate ("SOFR") per annum.
- An amount of US$2,405,000 (2023: US$Nil) which was interest–bearing at 1.25% (2023: US$Nil) above SOFR per annum.

Movement in loss allowance

	Company	
	2024	**2023**
	US$'000	**US$'000**
Balance at beginning of the year	232	680
Allowance (write back) during the year	2,015	(448)
Balance at end of the year	2,247	232

20. INVENTORIES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Lubricant oil	846	518	163	138
Bunker	1,433	819	920	667
	2,279	1,337	1,083	805

21. BANK TERM LOANS AND BORROWING

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Current – secured at amortised cost				
Amounts due not later than one year				
Bank term loans	16,062	9,171	787	809
Non–current – secured at amortised cost				
Amounts due:				
Later than one year but not later than five years				
Bank term loans	54,747	31,293	3,149	3,235
Later than five years				
Bank term loans	51,922	27,150	5,650	6,600
	106,669	58,443	8,799	9,835
Total	122,731	67,614	9,586	10,644

21. BANK TERM LOANS AND BORROWING (CONT'D)

Bank term loans

(a) The Company

		2024 US$'000	2023 US$'000
(i)	Singapore dollar ("SGD") 13,794,000 repayable in 179 monthly instalments commencing April 2019 with a certain remaining amount to be paid at the end of the term. Interest is payable at certain margin and credit adjustment spread above Singapore Overnight Rate Average ("SORA") per annum.	7,380	8,182
(ii)	SGD5,170,000 repayable in 119 monthly instalments commencing May 2019 with a certain remaining amount to be paid at the end of the term. Interest is payable at certain margin and credit adjustment spread above SORA per annum.	2,206	2,462
		9,586	10,644

Revolving loan

The Company has unutilised revolving credit facility amounting to SGD5,000,000. Interest is payable at certain margin and credit adjustment spread above SORA per annum. The tenure is subject to an annual review at the bank's discretion.

(b) Subsidiaries

		2024 US$'000	2023 US$'000
(i)	Thai Baht ("THB") 20,000,000 repayable in 96 monthly instalments commencing May 2016. Interest is payable at Minimum Loan Rate ("MLR") less certain percentage per annum.	–	22
(ii)	USD8,750,000 repayable in 20 quarterly instalments commencing April 2022. Interest is payable at certain margin above Secured Overnight Financing Rate ("SOFR") per annum.	4,345	6,065
(iii)	USD9,730,000 repayable in 20 quarterly instalments commencing December 2022. Interest is payable at certain margin above SOFR per annum.	5,785	7,690
(iv)	USD41,930,000 repayable in 40 quarterly instalments commencing December 2023. Interest is payable at certain margin above SOFR per annum.	37,398	41,494
(v)	USD19,800,000 repayable in 39 quarterly instalments commencing July 2024 with a certain remaining amount to be paid at the end of the term. Interest is payable at certain margin above SOFR per annum.	19,234	–
(vi)	USD19,800,000 repayable in 39 quarterly instalments commencing December 2024 with a certain remaining amount to be paid at the end of the term. Interest is payable at certain margin above SOFR per annum.	19,604	–

21. BANK TERM LOANS AND BORROWING (CONT'D)

Bank term loans (cont'd)

(b) Subsidiaries (cont'd)

		2024 US$'000	2023 US$'000
(vii)	USD15,720,000 repayable in 28 quarterly instalments commencing September 2024. Interest is payable at certain margin above SOFR per annum.	15,007	–
(viii)	USD10,680,000 repayable in 84 monthly instalments commencing July 2024. Interest is payable at certain margin above SOFR per annum.	10,365	–
(ix)	Indonesia Rupiah ("IDR") 28,000,000,000 repayable in 36 monthly instalments commencing July 2023 with an option to extend for another 12 months. Interest is payable at Prime Lending Rate of the bank per annum.	1,205	1,460
(x)	Malaysia Ringgit ("MYR") 1,960,000 repayable in 117 monthly instalments commencing November 2019. Interest is payable at certain margin above Cost of Fund per annum.	202	239
		113,145	56,970
Total		122,731	67,614

Demand loan

A subsidiary has an unutilised demand loan amounting to IDR10,000,000,000. Interest is payable at Prime Lending Rate of the bank per annum. The tenure is 12 months commencing July 2024.

The bank term loans are secured as follows:

1. Bank term loans (a)(i) to (a)(ii), (b)(i)
   - legal mortgage over properties of the Company and the subsidiary (Note 12);
   - assignment of insurance; and
   - assignment of income or proceeds of sale if any.

2. Bank term loan (b)(ii) to b(viii)
   - corporate guarantees from the Company;
   - legal mortgages over certain vessels of the subsidiaries (Note 12);
   - assignment of income from charter hire contracts (where applicable); and
   - assignment of insurance of the vessels.

3. Bank term loan b(ix)
   - legal mortgage over land of the subsidiary (Note 12); and
   - assignment of insurance.

4. Bank term loan (b)(x)
   - corporate guarantee from the Company;
   - legal mortgage over the property of the subsidiary (Note 12);
   - assignment of insurance; and
   - assignment of income or proceeds of sale if any.

21. BANK TERM LOANS AND BORROWING (CONT'D)

Bank term loans (cont'd)

(b) Subsidiaries (cont'd)

The weighted average effective interest rate for variable interest rate term loans is 6.53% (2023: 6.95%) per annum.

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non–cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

The cash flows represent the repayment of bank term loans and borrowing, loans from NCI of subsidiaries and lease liabilities in the statement of cash flows.

			Non–cash movement		
	1 January 2024 US$'000	Financing cash flows US$'000	New leases US$'000	Foreign exchange movement US$'000	31 December 2024 US$'000
Group					
Bank term loans and borrowing (Note 21)	67,614	55,432	–	(315)	122,731
Loans from NCI of subsidiaries (Note 26)	368	–	–	13	381
Lease liabilities (Note 24)	183,775	(42,622)	13,041	(163)	154,031
Total	251,757	12,810	13,041	(465)	277,143

			Non–cash movement		
	1 January 2023 US$'000	Financing cash flows US$'000	New leases US$'000	Foreign exchange movement US$'000	31 December 2023 US$'000
Group					
Bank term loans and borrowing (Note 21)	29,066	38,351	–	197	67,614
Loans from NCI of subsidiaries (Note 26)	814	(430)	–	(16)	368
Lease liabilities (Note 24)	159,065	(88,689)	113,355	44	183,775
Total	188,945	(50,768)	113,355	225	251,757

22. TRADE PAYABLES

The average credit period granted by suppliers ranged from 30 to 60 days (2023: 30 to 60 days). No interest is charged on the outstanding balances.

23. OTHER PAYABLES AND LIABILITIES

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Accrued operating expenses	46,821	53,523	34,337	45,651
Other payables (Note (i))	1,715	2,690	64	1,380
Contract liabilities	6,993	6,589	3,801	5,432
	55,529	62,802	38,202	52,463

The contract liabilities balance pertains to revenue earned in advance for the current financial year.

Set out below is the amount of revenue recognised from:

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Amounts included in contract liabilities at the beginning of the year	6,589	5,971	5,432	5,939

The Group's and the Company's contract liabilities at the beginning of the financial year amounting to US$5,971,000 (2023: US$7,429,000) and US$5,939,000 (2023: US$ 6,910,000) was recognised to revenue during FY2024 and FY2023 respectively.

(i) Derivatives

As at 31 December 2024, the Group held derivative liabilities in relation to foreign currency forward contracts amounting to US$12,000 (2023: US$12,000), which are classified under other payables.

The Group's risk management strategy and how it is applied to manage risk are explained in Note 36(b).

Foreign currency forward contracts (not designated as hedging instruments)

Derivatives not designated as hedging instruments reflect the negative change in fair value of those foreign currency forward contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for non USD denominated balances. The foreign currency forward contracts are not designated as hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally less than 6 months.

The gain or loss on derivative instruments at fair value through profit or loss were recognised in profit or loss.

24. LEASES

Group as lessee

The Group has lease contracts for various items such as vessels, land, properties, containers, motor vehicles and equipment used in its operations. Leases of vessels, containers, properties, motor vehicles and equipments generally have lease terms from 2 to 9 years, while land lease terms is around 30 years.

There are several lease contracts that include extension and termination options and variable lease payments.

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

Right–of–use Assets

Set out below are the carrying amounts of the right–of–use assets recognised and the movements during the period:

Group	Motor vehicles US$'000	Equipment US$'000	Vessels US$'000	Containers US$'000	Properties US$'000	Land US$'000	Total US$'000
As at 1 January 2023	53	359	150,797	2,713	746	4,654	159,322
Additions	34	80	116,520	2,854	1,356	–	120,844
Written off	(18)	–	(7,443)	–	–	(25)	(7,486)
Depreciation expense	(34)	(189)	(84,734)	(1,270)	(668)	(147)	(87,042)
Impairment loss (a)	–	–	(12,161)	–	–	–	(12,161)
Translation difference	–	4	–	34	6	–	44
As at 31 December 2023	35	254	162,979	4,331	1,440	4,482	173,521
Additions	–	109	11,451	344	741	–	12,645
Modifications	–	–	–	–	–	453	453
Written off	(6)	(12)	(37)	–	–	–	(55)
Depreciation expense	(23)	(180)	(38,382)	(1,231)	(944)	(234)	(40,994)
Impairment loss (a)	–	–	–	(285)	–	–	(285)
Translation difference	(1)	(5)	–	(72)	(41)	–	(119)
As at 31 December 2024	5	166	136,011	3,087	1,196	4,701	145,166

24. LEASES (CONT'D)

Right–of–use Assets (cont'd)

	Equipment US$'000	Vessels US$'000	Containers US$'000	Total US$'000
Company				
As at 1 January 2023	67	150,797	1,266	152,130
Additions	–	116,520	–	116,520
Written off	–	(7,443)	–	(7,443)
Depreciation expense	(25)	(84,734)	(401)	(85,160)
Impairment loss (a)	–	(12,161)	–	(12,161)
As at 31 December 2023	42	162,979	865	163,886
Additions	–	11,451	92	11,543
Written off	–	(37)	–	(37)
Depreciation expense	(25)	(38,382)	(232)	(38,639)
As at 31 December 2024	17	136,011	725	136,753

Lease liabilities

Set out below are the carrying amounts of the lease liabilities and the movements during the period:

	Group		Company	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
As at 1 January	183,775	159,065	173,501	151,501
Additions	13,096	120,841	11,543	116,484
Written off	(55)	(7,486)	(37)	(7,443)
Payments	(51,652)	(97,487)	(48,987)	(95,441)
Interest expense	9,030	8,798	8,572	8,401
Translation difference	(163)	44	2	(1)
As at 31 December	154,031	183,775	144,594	173,501
Current	31,730	41,473	29,362	39,365
Non–current	122,301	142,302	115,232	134,136
	154,031	183,775	144,594	173,501

24. LEASES (CONT'D)

(a) Leased containers

During the financial year 31 December 2024, the Group carried out a review of the recoverable amount of its right-of-use ("ROU") containers. The review led to the recognition of an impairment loss of US$285,000 for its ROU containers, which has been recognised in profit or loss, and included in cost of sales (Note 10).

Value-in-use

The recoverable amount of the ROU containers were determined based on the cash inflows from the expected lease income to be generated by subleasing the ROU containers. Management estimates the average market container lease rates for similar ROU containers over the recent observable container industry cycle. A period of 2 to 4 years of cash flow is projected representing the remaining lease term of the respective ROU containers. The cash flows was discounted at 3.76%.

Sensitivity analysis

Based on the value in use calculations for ROU containers as determined by management, possible increase or decrease by 1.0% to the following estimates used in management's assessment will affect the value in use increase/(decrease) as follows:

Effect on ROU asset value	Discount rate		Container market lease rate	
	Increase	(Decrease)	Increase	(Decrease)
	US$'000	US$'000	US$'000	US$'000
31 December 2024	(32)	32	24	(24)

Leased Vessels

During the financial year 31 December 2023, the Group carried out a review of the recoverable amount of its ROU vessels, in consideration of the declining trend in the freight rates and charter rates over the leased terms. The review led to the recognition of an impairment loss of US$12,161,000 for one of its ROU vessels, which has been recognised in profit or loss, and included in cost of sales (Note 10).

Value-in-use

The recoverable amount of the right-of-use vessels were determined based on past performance and expectations of the market development. Cash inflows are based on existing freight rate, projected lifted volume and operational expenditure of the ROU vessel and management's estimate of the average freight rates over the recent observable shipping industry cycle. A period of a year and a half for cash flow projections is prepared consistent with the remaining lease term. The cash flows was discounted at 10.85%.

Sensitivity analysis

Based on the value in use calculations for ROU vessel as determined by management, possible increase or decrease by 1.0% to the following estimates used in management's assessment will affect the value in use increase/(decrease) as follows:

Effect on ROU asset value	Discount rate		Freight rate	
	Increase	(Decrease)	Increase	(Decrease)
	US$'000	US$'000	US$'000	US$'000
31 December 2023	(7)	7	148	(148)

24. LEASES (CONT'D)

(a) Leased containers (cont'd)

The following are the amounts recognised in profit or loss:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Depreciation expense on right–of–use assets	40,994	87,042
Impairment loss on right–of–use assets	285	12,161
Interest expense on lease liabilities	9,030	8,798
Expense relating to short–term leases	37,705	20,825

In FY2024, the Group had total cash outflows for leases of US$89,357,000 (2023: US$118,312,000).

The maturity analysis of lease liabilities are disclosed in Note 36(b)(vi). The future cash outflows relating to leases that have not yet commenced are disclosed in Note 34(b).

Group as lessor

In FY2024, the Group has recognised finance income on lease receivables of US$174,000 (2023: US$211,000).

The following table sets out a maturity analysis of lease receivables, showing the discounted lease payments to be received after the reporting date.

	Group and Company	
	2024	**2023**
	US$'000	**US$'000**
Within one year	465	465
Within second to fifth years	838	1,303
Total lease receivables	1,303	1,768
Less : unearned interest income	(239)	(413)
Net investment in lease receivables	1,064	1,355

25. RETIREMENT BENEFIT OBLIGATIONS

Defined contribution plans

Singapore (the Company and its subsidiaries)

The employees of the Company and its subsidiaries that are located in Singapore are members of a state-managed retirement benefit plan, the Central Provident Fund Board, operated by the Government of Singapore. The Company and its subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

25. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

Defined benefit plans

Indonesia (SSI and SLS)

SSI and SLS are domiciled in Indonesia, both provide defined benefit pension plans, covering substantially all their permanent employees. The aforementioned plans are funded through monthly contributions to a separately administered fund in Indonesia. The benefits under such pension plans have been adjusted to cover minimum benefit under Labor Law No.6/2023 of Indonesia. The additional benefits under the Law are unfunded. In addition, SSI and SLS also provide their employees with other unfunded long–term benefit in the form of vacation leave based on the number of years of service.

The plan in Indonesia typically exposes to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to high quality corporate bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities, debt instruments and deposits. Due to the long–term nature of the plan liabilities, the board of the pension fund considers it appropriate that a reasonable portion of the plan assets should be invested in equity securities to leverage the return generated by the fund.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's assets.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The number of employees entitled to the benefits are 492 as of 31 December 2024 and 427 as of 31 December 2023.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

	2024	**2023**
Mortality rate	IMT 4 [(1)]	IMT 4 [(1)]
Normal pension age	56 years	56 years
Salary incremental rate	7.0% per annum	7.0% per annum
Discount rate	7.0% per annum	6.75% per annum
Expected return on investment rate	6.0% to 8.0% per annum	6.0% to 8.0% per annum
Resignation rate	5.0% up to age 35 and reducing linearly to 0% at age 56	5.0% up to age 35 and reducing linearly to 0% at age 56

(1) The mortality rate was derived from observation of Indonesian life insurance policyholders (IMT IV) released in 2019 and load 10% to allow for morbidity or disability.

25. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

Amounts recognised in the statement of profit or loss in respect of these defined benefit plans are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Current service cost	159	155
Interest cost	27	43
Past service (income) cost	–*	(101)
Remeasurement on the net defined benefit liability	186	97

* Note: The amount is less than US$1,000

The charge for the year is included in the administrative expenses in profit or loss.

Amounts recognised in other comprehensive income in respect of these defined benefit plans are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Remeasurement on the net defined benefit liability:		
Actuarial (gains) losses arising from changes in financial assumptions	(8)	14
Actuarial gains arising from changes in demographic assumptions	–	(4)
Actuarial (gains) losses arising from changes in experience adjustments	(222)	(59)
Adjustments arising from settlement of defined benefit plan	–	48
Components of defined benefit costs recognised in other comprehensive income	(230)	(1)

The amount recognised in the statement of financial position in respect of the Group's defined benefit retirement benefit plan is as follow:

	Group	
	2024	2023
	US$'000	US$'000
Present value of unfunded obligations	351	651
Fair value of plan assets	167	(13)
Net liability recognised	518	638

25. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

Changes in the present value of the defined benefit obligation are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Opening defined benefit obligation	651	665
Retirement benefit obligations adjustment	(66)	(15)
Current service cost	159	155
Past service cost	–*	(101)
Interest cost	37	42
Remeasurement (losses) gains:		
From changes in financial assumptions	(8)	14
From experience adjustments	(222)	(59)
From changes in demographic assumptions	–	(4)
Benefit paid	(200)	(46)
Closing defined benefit obligation	351	651

* Note: The amount is less than US$1,000

Changes in the fair value of the plan assets are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Opening fair value of plan assets	13	11
Interest income	6	3
Remeasurement loss:		
Return on plan assets (excluding interest income)	(186)	(1)
Closing fair value of plan assets	(167)	13

The fair value of plan assets at the end of the reporting period is analysed as follows:

	Group	
	2024	2023
	US$'000	US$'000
Deposit	(2)	–*
Equity instruments	(24)	2
Debt instruments	(111)	8
Other assets	(30)	3
Total	(167)	13

* Note: The amount is less than US$1,000

25. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The fair values of the above equity and debt instruments are determined based on quoted market prices in active markets.

The Group had assessed that any reasonably possible change to the key assumptions applied is not likely to cause the retirement benefit obligations to increase or decrease significantly. Accordingly, no sensitivity analysis is performed.

SSI and SLS fund the cost of the entitlements expected to be earned on a yearly basis. Employees pay a fixed 4% of pensionable salary. The residual contribution (including back service payments) is paid by SSI and SLS. Apart from paying the costs of the entitlements, SSI and SLS are not liable to pay additional contributions in case the fund does not hold sufficient assets.

The average duration of the benefit obligation at 31 December 2024 is 10 years (2023: 11 years).

26. DUE TO NON–CONTROLLING INTERESTS OF SUBSIDIARIES

These balances are unsecured and include the following terms:

- An amount of US$381,000 (2023: US$368,000) which is interest–bearing at 3.50% (2023: 3.50%) per annum.

27. SHARE CAPITAL

	Group and Company 2024 and 2023	
	No. of shares	**US$'000**
Issued and paid up:		
At the beginning and end of the year	539,131,199	68,761

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

28. TREASURY SHARES

	Group and Company 2024 and 2023	
	No. of shares	**US$'000**
Issued and paid up:		
At the beginning and end of the year	(1,093,000)	(174)

Treasury shares relate to ordinary shares of the Company that is held by the Company.

29. OTHER RESERVES AND FOREIGN CURRENCY TRANSLATION RESERVE

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Other reserves – Statutory and mandatory reserve (a)	32	24	–	–
Other reserves – Hedging reserve (b)	(81)	651	–	–
Other reserves – Employee benefits obligation reserve (c)	134	(33)	–	–
	85	642	–	–
Foreign currency translation reserve (d)	(1,848)	(1,365)	–	–

(a) ***Other reserves – Statutory and mandatory reserve***
A subsidiary in Thailand is required to set aside a statutory reserve equal to at least 5% of its net profit each time the subsidiary pays out a dividend, until such reserve reaches 10% of the subsidiary's registered share capital. The statutory reserve cannot be used to offset any deficit and dividend payment.

A subsidiary in Indonesia is required to set aside a certain amount of its net income each year as mandatory reserve if there is retained earnings, until the reserve reaches at least 20% of the issued and paid–up capital.

(b) ***Other reserves – Hedging reserve***
The hedging reserve represent the Group's interest portion of the fair value changes on derivative financial instruments held by the Company and the joint venture which is designated as hedging instruments in cash flow hedges that is determined to be an effective hedge.

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Balance at beginning of the year	651	1,726	–	–
Share of net change in joint venture's hedging reserve	(732)	(1,075)	–	–
Balance at end of the year	(81)	651	–	–

(c) ***Other reserves – Employee benefits obligation reserve***
The employee benefits obligation reserve represents the effects of the remeasurement of defined benefit obligation (Note 25).

(d) ***Foreign currency translation reserve***
The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

30. EARNINGS PER SHARE

The earnings per share for respective years has been computed based on the profit attributable to owners of the Company of US$70,849,000 (2023: US$101,233,000) and the weighted average number of shares in issue during the financial year is 538,038,199 (2023: 538,038,199).

	Group	
	2024	**2023**
Basic and diluted earnings per share (cents)	13.17	18.82

31. DIVIDENDS

	Group and Company	
	2024	**2023**
	US$'000	**US$'000**
Declared and paid during the year:		
Interim dividend paid: 1.00 Singapore cent per ordinary share (tax exempt) in respect of current financial year (2023: 2.00 Singapore cents per ordinary share (tax exempt) in respect of financial year ended 31 December 2023)	4,015	8,091
Special dividend paid : 8.00 Singapore cents per ordinary share (tax exempt) in respect of previous financial year (2023: 24.25 Singapore cents per ordinary share (tax exempt) in respect of financial year ended 31 December 2022)	31,653	97,366
Final dividend paid: 1.00 Singapore cent per ordinary share (tax exempt) in respect of previous financial year (2023: 0.75 Singapore cents per ordinary share (tax exempt) in respect of financial year ended 31 December 2022)	3,956	3,010
Proposed and not recognised as a liability as at the end of the reporting period:		
Dividends on ordinary shares subject to shareholders' approval at the Annual General Meeting:		
Special tax exempt dividend for financial year ended 31 December 2024 of 5.80 Singapore cents per share, total dividend payable amounting to SGD 31,206,000 (Special tax exempt dividend for financial year ended 31 December 2023 of 8.00 Singapore cents per share, total dividend payable amounting to SGD 43,043,000)	23,008	32,608
Final one–tier tax exempt dividend for financial year ended 31 December 2024 of 1.00 Singapore cent per share, total dividend payable amounting to SGD5,380,000 (Final one–tier tax exempt dividend for financial year ended 31 December 2023 of 1.00 Singapore cent per share, total dividend payable amounting to SGD5,380,000)	3,967	4,076

32. HOLDING COMPANY AND RELATED COMPANY TRANSACTIONS

The Company is a subsidiary of PT Samudera Indonesia Tbk, incorporated in Indonesia, which is a public limited company listed on the Indonesia Stock Exchange. The ultimate holding company is PT Samudera Indonesia Tangguh, also incorporated in Indonesia. Related companies in these financial statements refer to members of the ultimate holding company's group of companies.

Some of the Company's transactions and arrangements are between members of the Group and the effect of these on the basis determined between the parties is reflected in these financial statements. Except for outstanding balances due to a subsidiary of US$2,200,000 (2023: US$2,200,000), the outstanding balances due from/(to) immediate holding company, subsidiaries and related companies are unsecured, interest–free and expected to be settled within 12 months from the end of the reporting period unless otherwise stated. Refer to Note 36(b)(iii) for information about credit exposures on amounts due from immediate holding company, subsidiaries and related companies.

The Company holds an unsecured, repayable on demand, interest–bearing loan due to subsidiary. As at year end, the outstanding loan amounted to US$2,200,000 (2023: US$2,200,000).

During the year, Group entities entered into the following transactions:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Expenses		
With immediate holding company:		
Vessel charter hire	2,184	2,881
Office rental	7	7

During the year, Group entities entered into the following transactions:

	2024 US$'000	**2023 US$'000**
With related companies:		
Agency commissions	2,895	2,610
Ship management fees	199	223
Vessel charter hire	4,758	5,835
Container depot storage/repair	166	151
Slot space purchase	33	9
System development and maintenance	413	566
Car rental	36	37
Building maintenance and security services	583	567
Trucking services	211	–
Vessel docking services	1,276	–
Stevedorage services	3,243	–
Income		
With related companies:		
Vessel charter hire	4,239	6,259
Container lease	282	–

33. OTHER RELATED PARTY TRANSACTIONS

Some of the Company's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements.

During the year, Group entities entered into the following transactions with related parties:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Expenses		
Fees paid to a director of the immediate holding company	74	74
Compensation of directors and key management personnel*		
Short–term employee benefits	3,891	3,978
Pension contributions	37	41
Total	3,928	4,019
Comprise:		
Non–executive directors of the Company	369	341
Executive directors of the Company	1,918	2,022
Key management personnel (excluding executive directors of the Company)	1,641	1,656
	3,928	4,019

* Prior year comparative has been revised for better presentation and disclosure.

34. COMMITMENTS

(a) Capital commitments

	Group	
	2024	**2023**
	US$'000	**US$'000**
Capital expenditure contracted but not provided	–	54,240

During the financial year 31 December 2023, the Group entered into Memorandums of Agreement ("MOA") to purchase two ethylene gas vessels amounting to US$12,600,000. These vessels were delivered in 2024.

In FY2022, the Group entered into MOA to purchase two newbuild container vessels amounting to US$66,000,000. These vessels were delivered in 2024.

There are no outstanding commitments as at 31 December 2024.

34. COMMITMENTS (CONT'D)

(b) Operating lease commitments – Group as lessor

The Group has various operating lease agreements with third parties relating to the rental of office, residential premises and charter hire of vessels. These non–cancellable leases have remaining non–cancellable lease terms of between one and three years. Some leases include a clause to enable the charterer to extend the charter hire contract at the charterer's option for a specified period.

At the end of the reporting period, the Group has contracted with lessees for the following future minimum lease receivables:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Within one year	30,817	16,187
In the second to third years inclusive	18,809	6,982
	49,626	23,169

(c) ***Non–cancellable lease commitments – Group as lessee***

The future lease payments for these non–cancellable lease contracts are as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Future minimum lease payments:		
– Not more than one year	83,926	65,472
– More than one year but not more than five years	104,465	113,720
– More than five years	43,102	60,872
	231,493	240,064

35. SEGMENT INFORMATION

For management purposes, the Group is organised into three main operating divisions, namely:

– Container Shipping
Providing feeder services for the transportation of containerised cargo between Singapore as a "hub" port and other outgoing "spoke" ports in Asia, as well as inter–region and intra–region container shipping services to end users.

– Bulk and Tanker
Providing transportation of special dry bulk, liquid and gas cargo in the international as well as Indonesian domestic market.

– Logistics
Include forwarding, warehousing and other services.

The Group's risks and rates of return are affected predominantly by differences in the services rendered.

In the financial year, the Group has reclassified some of its subsidiaries into container shipping segment as these subsidiaries provide support services to the container shipping business and is more appropriate to be classified into the container shipping segment. The comparative year is revised for better presentation and disclosure.

35. SEGMENT INFORMATION (CONT'D)

Management monitors the operating results of its operating divisions separately for the purpose of making decisions about resource allocation and performance assessment.

	Container Shipping US$'000	Bulk and Tanker US$'000	Logistics US$'000	Eliminations US$'000	Group US$'000
31 December 2024					
Revenue:					
– External customers	489,621	26,076	16,311	–	532,008
– Inter–segment	80	–	55	(135)	–
	489,701	26,076	16,366	(135)	532,008
Segment results	80,545	1,420	933	(497)	82,401
Finance income	14,566	1,217	39	(481)	15,341
Finance costs	(12,980)	(1,995)	(435)	481	(14,929)
Share of results of joint venture	–	(7,813)	–	–	(7,813)
Profit (loss) before tax	82,131	(7,171)	537	(497)	75,000
Income tax expense					(3,793)
Profit after tax					71,207
Segment assets	801,240	117,889	38,898	–	958,027
Unallocated assets					371
					958,398
Segment liabilities	(299,585)	(45,163)	(13,118)	–	(357,866)
Unallocated liabilities					(3,431)
					(361,297)
Capital expenditure	49,604	23,751	529	–	73,884
Depreciation of property, plant and equipment	6,818	5,824	1,526	–	14,168
Depreciation of right–of–use assets	39,737	–	1,257	–	40,994
Impairment of right–of–use assets	285	–	–	–	285
Amortisation of intangible assets	480	–	76	–	556
Allowance for impairment on receivables, net	709	–	(23)	–	686

35. SEGMENT INFORMATION (CONT'D)

	Container Shipping US$'000	Bulk and Tanker US$'000	Logistics US$'000	Eliminations US$'000	Group US$'000
31 December 2023					
Revenue:					
– External customers	550,138	18,264	14,529	–	582,931
– Inter–segment	–	–	10	(10)	–
	550,138	18,264	14,539	(10)	582,931
Segment results	95,085	3,812	(1,447)	(329)	97,121
Finance income	12,291	689	465	(346)	13,099
Finance costs	(9,221)	(1,567)	(375)	219	(10,944)
Share of results of joint venture	–	5,711	–	–	5,711
Profit (loss) before tax	98,155	8,645	(1,357)	(456)	104,987
Income tax expense					(3,951)
Profit after tax					101,036
Segment assets	771,116	73,927	64,764	–	909,807
Unallocated assets					379
					910,186
Segment liabilities	(311,212)	(17,650)	(10,775)	–	(339,637)
Unallocated liabilities					(3,089)
					(342,726)
Capital expenditure	74,166	27,968	2,286	–	104,420
Depreciation of property, plant and equipment	5,141	4,209	2,690	–	12,040
Depreciation of investment properties	26	–	9	–	35
Depreciation of right–of–use assets	86,130	–	912	–	87,042
Impairment of right–of–use assets	12,161	–	–	–	12,161
Amortisation of intangible assets	401	–	–	–	401
Write back for impairment on receivables, net	(595)	(4)	(42)	–	(641)

35. SEGMENT INFORMATION (CONT'D)

Geographical information

The revenue of Container Shipping and Logistics segments (see (i) below) based on geographical location is as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Indonesia	190,524	215,372
South East Asia (excluding Indonesia)	215,191	248,324
Middle East and Indian Sub–continent	85,649	83,905
Far East	6,689	7,534
Others	7,879	9,532
Total revenue for Container Shipping and Logistics	505,932	564,667

(i) Revenue is allocated to each geographical segment based on the destination of the service routes. The directors believe it is not meaningful to analyse assets and capital expenditure by geographical segment because these cannot be allocated to the different routes as the vessels do not operate on fixed routes.

For Bulk and Tanker, charterers of the Group's vessels have the discretion to operate within a wide trading area and are not constrained by a specific sea–route. As such, no geographical segment information is presented.

Other information

The Group has one customer in 2024 (2023: one) that contributes greater than 10% of the total revenue of the Group.

	Revenue	
	2024	**2023**
	US$'000	**US$'000**
Customer A	203,932	293,314

Allocation basis and transfer pricing

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise income tax.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

(a) Categories of financial instruments

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

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Financial assets				
Financial assets at amortised cost	479,932	456,694	433,791	451,151
Financial liabilities				
Financial liabilities at amortised cost	350,343	332,398	208,367	252,876
Derivative financial liabilities	12	12	–	–
	350,355	332,410	208,367	252,876

(b) Financial risk management policies and objectives

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit and counterparty risk, liquidity risk, interest rate risk, foreign currency risk and bunker price risk. The Board of Directors reviews and agrees policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost efficient.

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

The Board is responsible for setting the objective and underlying principles of financial risk management for the Group and the Company.

(i) Foreign exchange risk management

The Group transacts business in various foreign currencies, including SGD, Indian rupee ("INR") and IDR and therefore is exposed to foreign exchange risk.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances approximately amount to US$31,060,000 (2023: US$22,081,000) and US$16,072,000 (2023: US$9,410,000) for the Group and the Company respectively.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(i) Foreign exchange risk management (cont'd)

The Company is also exposed to currency translation risk arising from its net investments in foreign operations, including Malaysia, Thailand, Indonesia, India and United Arab Emirates.

The Group manages its foreign exchange exposure by a policy of matching, as far as possible, receipts and payments in each individual currency. Surpluses of foreign currencies are converted, as soon as possible, to SGD or USD.

At the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective Group entities' functional currencies are as follows:

	Group			
	Liabilities		Assets	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
SGD	23,563	40,476	24,263	16,671
IDR	7,359	1,739	7,904	5,893
INR	7,915	–	12,966	541
THB	3,107	–	4,461	1,587
AED	12	12	1,123	1,122
Others	77	118	489	83

	Company			
	Liabilities		Assets	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
SGD	19,303	40,316	23,750	16,547
IDR	590	564	–	–
INR	–	–	2,098	541
THB	–	–	1,451	1,587
AED	12	12	1,123	1,122
Others	18	17	2	44

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(i) Foreign exchange risk management (cont'd)

Foreign currency sensitivity

The following table details the sensitivity of a 10% (2023: 10%) increase and decrease in the exchange rate of SGD, IDR and INR against USD. It is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding monetary items denominated in SGD, IDR and INR and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis of monetary items denominated in other currencies are not significant.

	Group		Company	
	Strengthen/ (weaken) in exchange %	Effect on profit before tax US$'000	Strengthen/ (weaken) in exchange %	Effect on profit before tax US$'000
2024				
Singapore dollar	10	79	10	445
	(10)	(79)	(10)	(445)
Indonesian rupiah	10	(16)	10	(59)
	(10)	16	(10)	59
Indian rupee	10	505	10	210
	(10)	(505)	(10)	(210)
2023				
Singapore dollar	10	(2,380)	10	(2,377)
	(10)	2,380	(10)	2,377
Indonesian rupiah	10	415	10	(56)
	(10)	(415)	(10)	56
Indian rupee	10	54	10	54
	(10)	(54)	(10)	(54)

(ii) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings and fixed deposits.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(ii) Interest rate risk management (cont'd)

The Group obtains additional financing through bank borrowings. The Group's policy is to obtain the most favourable interest rates available without increasing its foreign currency exposure.

Surplus funds are placed with reputable banks and financial institutions which generate interest income for the Group.

Information relating to the Group's and the Company's financial instrument balances which are interest bearing are disclosed in Notes 16, 19, 21, 24 and 26.

Interest rate sensitivity

The following table demonstrates the sensitivity of a 25 basis points (2023: 25 basis points) increase and decrease in the SGD and USD interest rates, with all other variables held constant, to the Group's and the Company's profit or loss (through the net impact of interest expense on floating loans and borrowings and interest income on fixed deposits). It is the sensitivity rate used when reporting interest rate risks internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

	Group		Company	
	Increase/ (decrease) in basis points	Effect on profit or loss US$'000	Increase/ (decrease) in basis points	Effect on profit or loss US$'000
2024				
Singapore dollar	25	(20)	25	(20)
	(25)	20	(25)	20
United States dollar	25	411	25	587
	(25)	(411)	(25)	(587)
2023				
Singapore dollar	25	(14)	25	(14)
	(25)	14	(25)	14
United States dollar	25	526	25	580
	(25)	(526)	(25)	(580)

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(ii) Interest rate risk management (cont'd)

Managing interest rate benchmark reform and associated risk

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk–free rates (referred to as 'interest rate benchmark reform').

During the year, the Group had transitioned its Singapore Interbank Offered Rate ("SIBOR") term loan to SORA.

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

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2024, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, the Group's exposure and the credit ratings of its counterparties are continuously monitored.

The Group's assesses these to be of low credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default and does not have any past–due amounts.	12–month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit–impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit–impaired.	Lifetime ECL – credit–impaired
Write–off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

The tables below detail the credit quality of the Group's and Company's financial assets and other items, as well as maximum exposure to credit risk:

	Note	Internal credit rating	12–month or lifetime ECL	Gross carrying amount US$'000	Loss allowance US$'000	Net carrying amount US$'000
Group						
31 December 2024						
Trade receivables	17	(i)	Lifetime ECL	87,010	(2,012)	84,998
Other receivables and deposit	18	Performing (ii)	12 month	3,796	–	3,796
Due from immediate holding company (non–trade)	32	Performing (ii)	12 month	260	–	260
Due from immediate holding company (trade)	17	(i)	Lifetime ECL	3,402	(42)	3,360
Due from related companies (trade)	17	(i)	Lifetime ECL	11,673	(133)	11,540
Due from non–controlling interest of subsidiary (trade)	17	Performing (ii)	12 month	381	–	381
Lease receivables	24	Performing (ii)	12 month	1,064	–	1,064
				107,586	(2,187)	105,399
31 December 2023						
Trade receivables	17	(i)	Lifetime ECL	81,337	(4,252)	77,085
Other receivables and deposit	18	Performing (ii)	12 month	3,152	–	3,152
Due from immediate holding company (non–trade)	32	Performing (ii)	12 month	260	–	260
Due from immediate holding company (trade)	17	(i)	Lifetime ECL	3,371	(22)	3,349
Due from related companies (trade)	17	(i)	Lifetime ECL	11,867	(57)	11,810
Due from non–controlling interest of subsidiary (trade)	17	Performing (ii)	12 month	968	–	968
Lease receivables	24	Performing (ii)	12 month	1,355	–	1,355
				102,310	(4,331)	97,979

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

	Note	Internal credit rating	12–month or lifetime ECL	Gross carrying amount US$'000	Loss allowance US$'000	Net carrying amount US$'000
Company						
31 December 2024						
Trade receivables	17	(i)	Lifetime ECL	76,984	(1,222)	75,762
Other receivables and deposit	18	Performing (ii)	12 month	358	–	358
Due from immediate holding company (trade)	32	(i)	Lifetime ECL	3,397	(42)	3,355
Due from subsidiaries (trade)	17	(i)	Lifetime ECL	4,599	(107)	4,492
Due from subsidiaries (non–trade)	19	Performing (iii)	12 month	16,163	–	16,163
Due from related companies (trade)	17	(i)	Lifetime ECL	10,690	(133)	10,557
Lease receivables	24	Performing (ii)	12 month	1,064	–	1,064
				113,255	(1,504)	111,751
31 December 2023						
Trade receivables	17	(i)	Lifetime ECL	72,634	(3,400)	69,234
Other receivables and deposit	18	Performing (ii)	12 month	269	–	269
Due from immediate holding company (trade)	32	(i)	Lifetime ECL	3,348	(22)	3,326
Due from subsidiaries (trade)	17	(i)	Lifetime ECL	2,302	(28)	2,274
Due from subsidiaries (non–trade)	19	Performing (iii)	12 month	57,592	–	57,592
Due from related companies (trade)	17	(i)	Lifetime ECL	8,451	(57)	8,394
Lease receivables	24	Performing (ii)	12 month	1,355	–	1,355
				145,951	(3,507)	142,444

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

(i) For trade receivables, the Group and the Company has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group and the Company determines the expected credit losses on these items based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

(ii) For amounts due from immediate holding company (non–trade), other receivables, deposits and lease receivables, the Group assesses low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12–month expected credit losses (ECL).

(iii) For amounts due from subsidiaries (non–trade), the loss allowance is measured at an amount equal to 12–month expected credit losses (ECL), as the timing of payment is controlled by the Company taking into account cash flow management within the Group and there has been no significant increase in risk of default on the balances since initial recognition. Management has taken into account the financial position of the subsidiaries, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiaries operate, in estimating the probability of default as well as the loss upon default.

(iv) Credit risk management

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group and the Company may request bankers' guarantee from its customers if it is necessary. In addition, debtor balances are monitored on an ongoing basis.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(iv) Credit risk management (cont'd)

Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the customer profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's and the Company's trade receivables at the end of the reporting period is as follows:

	Group			
	2024		2023	
	US$'000	% of total	US$'000	% of total
By customers:				
Main line operators	74,174	87.3	68,655	89.0
Agents	2,282	2.7	1,512	2.0
Others	8,542	10.0	6,918	9.0
	84,998	100.0	77,085	100.0

	Company			
	2024		2023	
	US$'000	% of total	US$'000	% of total
By customers:				
Main line operators	71,527	94.4	64,971	93.8
Agents	2,282	3.0	2,053	3.0
Others	1,953	2.6	2,210	3.2
	75,762	100.0	69,234	100.0

At the end of the reporting period, approximately 29.5% (2023: 30.0%) of the Group's and 33.1% (2023: 33.4%) of the Company's trade receivables were due from 5 (2023: 5) major customers who are main line operators located in Singapore.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(iv) Credit risk management (cont'd)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

31 December 2024

		Days past due				
	Current	<30 days	30–60 days	60–90 days	>91 days	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Estimated total gross carrying amount at default	82,284	3,295	200	19	1,212	87,010
Expected credit loss	(1,085)	(77)	(28)	(11)	(811)	(2,012)

31 December 2023

		Days past due				
	Current	<30 days	30–60 days	60–90 days	>91 days	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Estimated total gross carrying amount at default	75,081	2,253	151	127	3,725	81,337
Expected credit loss	(500)	(109)	(26)	(20)	(3,597)	(4,252)

Financial assets that were neither past due nor impaired

Trade and other receivables that were neither past due nor impaired were with creditworthy debtors with good payment record with the Group. Cash and short–term deposits, cash in holding accounts and derivatives that were neither past due nor impaired were placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

(v) Bunker price risk management

The Group's earnings are affected by changes in bunker prices. The Group manages this risk by monitoring the bunker prices and entering into forward contracts to hedge against fluctuations in bunker price if considered appropriate. As the Group expects to settle these contracts by taking deliveries, these are accounted for as executory contracts.

As at 31 December 2024 and 31 December 2023, the Group has no outstanding bunker price hedging contracts.

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(vi) Liquidity risk management

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand–by credit facilities.

The Group and the Company monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuation of cash flows.

Liquidity and interest risk analyses

Non–derivative financial instruments

The following tables detail the remaining contractual maturity for non–derivative financial instruments. The tables have been drawn up based on the discounted cash flows of financial liabilities that include both interest and principal cash flows based on the earliest date on which the Group and Company can be required to pay and on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the Group and the Company anticipate that the cash flow will occur in a different period. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial assets and liabilities on the statement of financial position.

	Effective interest rate	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	% p.a.	US$'000	US$'000	US$'000	US$'000	US$'000
Group						
31 December 2024						
Financial assets						
Non–interest bearing:						
Trade and other receivables and deposits		88,794	–	–	–	88,794
Due from related companies		15,160	–	–	–	15,160
Due from NCI of a subsidiary		381	–	–	–	381
Variable interest rate instruments:						
Cash and bank balances	0.75–7.40	378,302	–	–	(3,769)	374,533
Lease receivables	14.15	465	838	–	(239)	1,064
Total financial assets		483,102	838	–	(4,008)	479,932

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(vi) Liquidity risk management (cont'd)

Liquidity and interest risk analyses (cont'd)

Non–derivative financial instruments (cont'd)

	Effective interest rate % p.a.	On demand or within 1 year US$'000	Within 2 to 5 years US$'000	After 5 years US$'000	Adjustment US$'000	Total US$'000
Group						
31 December 2024						
Financial liabilities						
Non–interest bearing:						
Trade payables		24,305	–	–	–	24,305
Other payables and liabilities		48,536	–	–	–	48,536
Due to related companies		371	–	–	–	371
Fixed interest rate instruments:						
Lease liabilities	2.55–14.15	39,644	97,663	48,212	(31,488)	154,031
Due to NCI of subsidiaries	3.50	54	327	–	–	381
Variable interest rate instruments:						
Bank term loans	6.53	23,488	77,637	59,666	(38,060)	122,731
Total financial liabilities		136,398	175,627	107,878	(69,548)	350,355

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(vi) Liquidity risk management (cont'd)

Liquidity and interest risk analyses (cont'd)

Non–derivative financial instruments (cont'd)

	Effective interest rate % p.a.	On demand or within 1 year US$'000	Within 2 to 5 years US$'000	After 5 years US$'000	Adjustment US$'000	Total US$'000
Group						
31 December 2023						
Financial assets						
Non–interest bearing:						
Trade and other receivables and deposits		80,237	–	–	–	80,237
Due from related companies		15,419	–	–	–	15,419
Due from NCI of a subsidiary		968	–	–	–	968
Variable interest rate instruments:						
Cash and bank balances	0.05–5.75	361,819	–	–	(3,104)	358,715
Lease receivables		465	1,303	–	(413)	1,355
Total financial assets		458,908	1,303	–	(3,517)	456,694
Financial liabilities						
Non–interest bearing:						
Trade payables		24,025	–	–	–	24,025
Other payables and liabilities		56,213	–	–	–	56,213
Due to related companies		415	–	–	–	415
Fixed interest rate instruments:						
Lease liabilities	2.55–14.15	50,236	173,041	–	(39,502)	183,775
Due to NCI of subsidiaries	3.50	52	316	–	–	368
Variable interest rate instruments:						
Bank term loans	6.95	13,622	44,276	30,412	(20,696)	67,614
Total financial liabilities		144,563	217,633	30,412	(60,198)	332,410

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(vi) Liquidity risk management (cont'd)

Liquidity and interest risk analyses (cont'd)

Non–derivative financial instruments (cont'd)

	Effective interest rate % p.a.	On demand or within 1 year US$'000	Within 2 to 5 years US$'000	After 5 years US$'000	Adjustment US$'000	Total US$'000
Company						
31 December 2024						
Financial assets						
Non–interest bearing:						
Trade and other receivables and deposits		76,120	–	–	–	76,120
Due from related companies		28,929	–	–	–	28,929
Fixed interest rate instruments:						
Lease receivables	14.15	465	838	–	(239)	1,064
Variable interest rate instruments:						
Cash and bank balances	1.50–5.41	325,524	–	–	(3,484)	322,040
Due from a subsidiary	3.65	1,507	2,003	–	(277)	3,233
Due from a subsidiary	2.82	2,989	–	–	(584)	2,405
Total financial assets		435,534	2,841	–	(4,584)	433,791
Financial liabilities						
Non–interest bearing:						
Trade payables		16,267	–	–	–	16,267
Other payables and liabilities		34,401	–	–	–	34,401
Due to related companies		3,519	–	–	–	3,519
Fixed interest rate instruments:						
Lease liabilities	2.55–14.15	36,930	94,190	42,501	(29,027)	144,594
Variable interest rate instruments:						
Bank term loans	4.47	1,203	4,611	6,156	(2,384)	9,586
Total financial liabilities		92,320	98,801	48,657	(31,411)	208,367

36. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(b) Financial risk management policies and objectives (cont'd)

(vi) Liquidity risk management (cont'd)

Liquidity and interest risk analyses (cont'd)

Non–derivative financial instruments (cont'd)

	Effective interest rate % p.a.	On demand or within 1 year US$'000	Within 2 to 5 years US$'000	After 5 years US$'000	Adjustment US$'000	Total US$'000
Company						
31 December 2023						
Financial assets						
Non–interest bearing:						
Trade and other receivables and deposits		69,503	–	–	–	69,503
Due from related companies		67,145	–	–	–	67,145
Fixed interest rate instruments:						
Due from a subsidiary	1.30	671	994	–	(89)	1,576
Lease receivables	14.15	465	1,303	–	(413)	1,355
Variable interest rate instruments:						
Cash and bank balances	0.05–5.75	311,759	–	–	(3,052)	308,707
Due from a subsidiary	4.43	1,364	2,013	–	(512)	2,865
Total financial assets		450,907	4,310	–	(4,066)	451,151
Financial liabilities						
Non–interest bearing:						
Trade payables		18,855	–	–	–	18,855
Other payables and liabilities		47,031	–	–	–	47,031
Due to related companies		2,845	–	–	–	2,845
Fixed interest rate instruments:						
Lease liabilities	2.55–14.15	47,725	162,653	–	(36,877)	173,501
Variable interest rate instruments:						
Bank term loans	5.43	1,373	5,343	7,465	(3,537)	10,644
Total financial liabilities		117,829	167,996	7,465	(40,414)	252,876

37. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – 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 3 – Inputs for the asset and liability that are not based on observable market data (unobservable inputs).

			Fair value measurement using		
	Date of valuation	**Total**	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable input (Level 3)**
		US$'000	**US$'000**	**US$'000**	**US$'000**
Liabilities measured at fair value:					
Derivative financial liabilities:					
Foreign currency forward contracts	31 December 2024	12	–	12	–
Foreign currency forward contracts	31 December 2023	12	–	12	–
Liabilities for which fair value are disclosed:					
Amounts due to NCI	31 December 2024	415	–	415	–
Amounts due to NCI	31 December 2023	400	–	400	–

Amounts due to NCI

The carrying amounts due to NCI of subsidiaries is US$415,000 (2023: US$400,000). The fair value is determined using a discounted cash flow model with a discount rate that reflects the borrowing rate as at the end of the reporting period.

Derivative assets and liabilities

The carrying amount of derivative financial liabilities is US$12,000 (2023: US$12,000). The Group enters into derivative financial instruments with reputable financial institutions. Foreign currency forward contracts are valued using valuation techniques, which employ the use of market observable inputs. As at 31 December 2024, the mark–to–market value of derivative liabilities positions is net of a credit valuation adjustment attributable to derivative counterparty default risk.

37. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT'D)

Financial instruments whose carrying amounts are reasonable approximation of fair value

Management considers that the carrying amount of financial assets and financial liabilities of the Group and the Company recorded at amortised cost in the financial statements approximate their fair values.

a) Trade and other receivable, trade payables and other liabilities amounts due from/(to) related companies, cash and bank balances and pledged deposits.

The carrying amounts of these balances approximate fair values due to their short–term nature.

b) Bank loans at floating rates.

The carrying value of the bank loans approximate fair value as these balances are of variable interest rate.

38. CAPITAL MANAGEMENT POLICIES AND OBJECTIVES

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 31 December 2023.

The Group is required to maintain certain financial ratios within a given range to comply with loan covenants imposed by its lenders. The Group monitors the financial covenants on bank borrowings to ensure there is no breach of covenants.

39. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Directors on 21 March 2025.

STATISTICS OF SHAREHOLDINGS

AS AT 17 MARCH 2025

ISSUED AND FULLY PAID SHARES

Class of shares	:	Ordinary shares
Voting rights	:	1 vote per ordinary share (no vote for treasury shares)
No. of Issued Shares	:	539,131,199
No. of Issued Shares (excluding Treasury Shares)	:	538,038,199
No. and Percentage of Treasury Shares Held	:	1,093,000 (0.20%)*
No. and Percentage of Subsidiary Holdings**	:	Nil

* Percentage is calculated based on the Company's total number of 538,038,199 issued shares (i.e. excluding 1,093,000 treasury shares).

** "Subsidiary Holdings" is defined in the Listing Manual of the Singapore Exchange Securities Trading Limited to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Issued Share Capital*
1 – 99	13	0.28%	339	0.00%
100 – 1,000	206	4.35%	126,121	0.02%
1,001 – 10,000	2,798	59.14%	14,096,345	2.62%
10,001 – 1,000,000	1,694	35.81%	79,402,029	14.76%
1,000,001 and above	20	0.42%	444,413,365	82.60%
	4,731	100.00%	538,038,199	100.00%

PERCENTAGE OF SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on information available to the Company as at 17 March 2025, approximately 34.06% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the SGX-ST is complied with.

TWENTY LARGEST SHAREHOLDERS

No.	Name of Shareholder	No. of Shares	%*
1	PT SAMUDERA INDONESIA TBK	351,180,000	65.27
2	CITIBANK NOMINEES SINGAPORE PTE LTD	22,190,130	4.12
3	RAFFLES NOMINEES(PTE) LIMITED	14,755,821	2.74
4	DBS NOMINEES (PRIVATE) LIMITED	14,265,500	2.65
5	MAYBANK SECURITIES PTE. LTD.	5,026,600	0.93
6	IFAST FINANCIAL PTE. LTD.	4,945,804	0.92
7	PHILLIP SECURITIES PTE LTD	4,695,781	0.87
8	OCBC SECURITIES PRIVATE LIMITED	3,962,118	0.74
9	BANI MAULANA MULIA	3,504,400	0.65
10	HSBC (SINGAPORE) NOMINEES PTE LTD	2,634,500	0.49
11	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	2,335,800	0.43
12	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	2,304,800	0.43
13	TIGER BROKERS (SINGAPORE) PTE. LTD.	2,291,200	0.43
14	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	2,147,914	0.40
15	BPSS NOMINEES SINGAPORE (PTE.) LTD.	1,905,900	0.35
16	LIM HOCK BENG	1,400,000	0.26
17	ABN AMRO CLEARING BANK N.V.	1,306,000	0.24
18	DB NOMINEES (SINGAPORE) PTE LTD	1,216,800	0.23
19	DBSN SERVICES PTE. LTD.	1,192,297	0.22
20	POH BOH SIM	1,152,000	0.21
		444,413,365	**82.58**

* The percentage of shareholdings is calculated based on the Company's total number of 538,038,199 issued shares as at 17 March 2025 (i.e. excluding 1,093,000 treasury shares) and there is no subsidiary holdings as at 17 March 2025.

STATISTICS OF SHAREHOLDINGS

AS AT 17 MARCH 2025

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 17 March 2025)

Name	Direct Interest	%[1]	Deemed Interest	%[1]
PT Samudera Indonesia TBK	351,180,000	65.27	–	–
PT Samudera Indonesia Tangguh [2]	–	–	351,180,000	65.27
PT Ngrumat Bondo Utomo [3]	–	–	351,180,000	65.27

Note:

1. The percentage of shareholdings is calculated based on the Company's total number of 538,038,199 issued shares as at 17 March 2025 (i.e. excluding 1,093,000 treasury shares) and there is no subsidiary holdings as at 17 March 2025.
2. PT Samudera Indonesia Tangguh's deemed interest arises from its direct interest of 57.98% in PT Samudera Indonesia Tbk.
3. PT Ngrumat Bondo Utomo's deemed interest arises from its direct interest of 15.97% and 37.85% in PT Samudera Indonesia Tbk and PT Samudera Indonesia Tangguh respectively.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Samudera Shipping Line Ltd (the "**Company**") will be held at Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square Singapore 039595, Pacific 3 at Level 1, on **Tuesday, 29 April 2025, at 10.00 a.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a special one-tier tax exempt dividend of 5.8 Singapore cents per ordinary share for the financial year ended 31 December 2024. (*FY2023: special one-tier tax exempt dividend of 8.0 Singapore cents per ordinary share)* **(Resolution 2)**

3. To declare a final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 December 2024. (*FY2023: final one-tier tax exempt dividend of 1.0 Singapore cents per ordinary share*) **(Resolution 3)**

4. To re-appoint the following Directors of the Company retiring by rotation pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and Articles 91 of the Constitution of the Company:

   Mr Bani Maulana Mulia [*See Explanatory Note (i)*] **(Resolution 4)**
   Mr Ridwan Hamid [*See Explanatory Note (i)*] **(Resolution 5)**

5. To re-appoint the following Directors of the Company pursuant to Article 97 of the Constitution of the Company:

   Mr Max Loh Khum Whai [*See Explanatory Note (ii)*] **(Resolution 6)**
   Mr Goh Teik Poh [*See Explanatory Note (ii)*] **(Resolution 7)**
   Mr Tay Beng Chai [*See Explanatory Note (ii)*] **(Resolution 8)**

6. To approve the payment of Directors' fees of S$562,300 for the financial year ending 31 December 2025 to be paid quarterly in arrears. (*FY2024: S$492,800*) **(Resolution 9)**

7. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**

8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

9. **Authority to Issue Shares**

   That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered 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) options, warrants, debentures or other instruments convertible into shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) 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 shall not exceed twenty per centum (20%) 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);

(2) (subject to such calculation 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 (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
[See Explanatory Note (iii)] **(Resolution 11)**

10. **Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

(a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out on page 4 and 5 of the Appendix to the Annual Report to Shareholders dated 11 April 2025 (the "**Appendix**") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the "**Shareholders' Mandate**");

(b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and

(c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.
[See Explanatory Note (iv)] **(Resolution 12)**

By Order of the Board

Eunice Hooi Lai Fann
Company Secretary
Singapore, 11 April 2025

EXPLANATORY NOTES:

(i) The Ordinary Resolutions 4 and 5 above, relates to the re-appointment of the following Directors retiring by rotation pursuant to Rule 720(5) of the Listing Manual of the SGX-ST and Article 91 of the Company's Constitution:

(a) Mr Bani Maulana Mulia will, upon re-appointment, remain as the Executive Director and Group Chief Executive Officer of the Company.

(b) Mr Ridwan Hamid will, upon re-appointment, remain as the Executive Director, Group Business Support of the Company.

(ii) The Ordinary Resolutions 6 to 8 above, relates to the re-appointment of the following Directors retiring by rotation pursuant to Article 97 of the Company's Constitution:

(a) Mr Max Loh Khum Whai will, upon re-appointment, remain as the Non-Executive Director of the Company, Chairman of the Audit Committee, a member of the Nominating and Remuneration Committees, and will be considered independent.

(b) Mr Goh Teik Poh will, upon re-appointment, remain as the Non-Executive Director of the Company, Chairman of the Remuneration Committee, a member of the Audit and Nominating Committees, and will be considered independent.

(c) Mr Tay Beng Chai will, upon re-appointment, remain as the Non-Executive Director of the Company, a member of the Audit, Nominating and Remuneration Committees and will be considered independent.

Additional information as required under Listing Rule 720(6) of the Listing Manual of the SGX-ST (in the form as set out in Appendix 7.4.1) on the above-mentioned Directors, who are subject to retirement and re-appointment at the AGM, can be found in the FY2024 Annual Report under "Board of Directors" section.

(iii) The Ordinary Resolution 11 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(iv) The Ordinary Resolution 12 above, if passed, will authorise the Interested Person Transactions as described in the Appendix and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.

NOTES:

1. Printed copies of the Request Form, this Notice of AGM and the accompanying Proxy Form **will** be mailed to shareholders.

2. Printed copies of the Company's FY2024 Annual Report and its accompanying Appendix dated 11 April 2025 **will not** be mailed to shareholders. Instead, these documents will be made available to shareholders by way of electronic means via publication on the SGX website at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.samudera.id/samuderashippinglineltd/en/2/shareholdersmeeting.

   Shareholders who wishes to request for a printed copy of the Company's FY2024 Annual Report and its accompanying Appendix dated 11 April 2025 may do so by completing, signing and returning the Request Form to the Company **no later than 18 April 2025** by way of (i) post to the registered office of the Company at 6 Raffles Quay, #25-01, Singapore 048580 or (ii) email to the Company at gmp.ssl@samudera.id

3. (i) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where such member appoints two (2) proxies, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

   (ii) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy, failing which, the appointment shall be invalid.

   "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967:

   (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 under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board ("**CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 17 April 2025** , being seven (7) working days prior to the date of the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

   Shareholders are requested to arrive early to facilitate the registration process. Please bring along your NRIC/ passport so as to enable the Company to verify your identity.

5. A proxy need not be a member of the Company.

6. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. If the appointor is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

7. A member can appoint the Chairman of the AGM as his/her/its proxy **but** this is **not** mandatory.

   If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction is given as to voting (whether to vote in favour of or against), or abstentions from voting in respect of a resolution in the Proxy Form, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

8. **Submission of Proxy Form – by 10.00 a.m. on 26 April 2025**

   The Proxy Forms must be submitted to the Company in any one of the following manner not less than seventy-two (72) hours before the time appointed for holding the AGM i.e. **by 10.00 a.m. on Saturday, 26 April 2025**, and failing which, the Proxy Form(s) will be treated as invalid:

   (a) **if submitted by post,** be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

   (b) **if submitted electronically,** be submitted via email to the Company at gmp.ssl@samudera.id by enclosing a signed PDF copy of the Proxy Form.

   A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provide above.

   Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the AGM.

NOTICE OF ANNUAL GENERAL MEETING

SUBMISSION OF QUESTIONS IN ADVANCE OF THE AGM

Shareholders may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Company in advance of the AGM. Such questions must be submitted to the Company **no later than 18 April 2025** via email to the Company at gmp.ssl@samudera.id or by post to the registered office of the Company at 6 Raffles Quay, #25-01, Singapore 048580.

Shareholders who submit questions via email or by post to the Company must provide the following information:

(i) the Shareholder's full name;

(ii) the Shareholder's address; and

(iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Company will upload its response to the substantial and relevant questions from shareholders on the SGXNet and the Company's website **before 24 April 2025** , being at least 48 hours prior to the proxy form submission deadline for the AGM.

Substantial and relevant questions which are received from shareholders after 18 April 2025, including follow-up questions or subsequent clarification will be addressed by the Company at its AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company's responses to all subsequent questions addressed at the AGM together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF RECORD DATE AND PAYMENT DATE FOR SPECIAL DIVIDEND AND FINAL DIVIDEND

NOTICE IS HEREBY GIVEN that, subject to the approval by the shareholders of the following dividends proposed in respect of the financial year ended 31 December 2024:

(i) proposed special one-tier tax exempt dividend of 5.8 Singapore cents per ordinary share; and

(ii) proposed final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share,

(collectively "**Proposed Special Dividend and Final Dividend**") at the Company's Annual General Meeting to be held on 29 April 2025 ("**AGM**"), the Share Transfer Books and Register of Members of the Company will be closed on Thursday, 8 May 2025 at 5.00 p.m. ("**Record Date**") for the purpose of determining shareholders' entitlements and preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to the Record Date will be registered to determine shareholders' entitlements to the Proposed Special Dividend and Final Dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares as at the Record Date will be entitled to the Proposed Special Dividend and Final Dividend.

The Proposed Special Dividend and Final Dividend, if approved by the shareholders at the AGM, will be paid on Tuesday, 20 May 2025.

BY ORDER OF THE BOARD

Eunice Hooi Lai Fann
Company Secretary
Singapore, 11 April 2025

SAMUDERA SHIPPING LINE LTD
(Company Registration No. 199308462C)
(Incorporated In The Republic of Singapore)

PROXY FORM

ANNUAL GENERAL MEETING
(Please see notes overleaf before completing this Form)

IMPORTANT:
1. The Annual General Meeting ("**AGM**") of Samudera Shipping Line Ltd (the "**Company**") will be held at Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square Singapore 039595, Pacific 3 at Level 1.
2. For CPFIS/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is **not valid** for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS/SRS investors should contact their respective CPF Agent Bank/SRS Operators to submit their votes by **5.00 p.m.** on **17 April 2025.**
3. **Please read the notes to the Proxy Form.**

I/We, ______________________________
(Name(s) and NRIC/Passport/Company Registration Number(s))
of ______________________________
(Address)
being a member/members of **SAMUDERA SHIPPING LINE LTD** (the "**Company**"), hereby appoint(s):

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 the person, or either or both of the persons, referred to above, the Chairman of the AGM as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM of the Company to be held on **Tuesday, 29 April 2025 at 10.00 a.m.** and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

No.	Resolutions relating to:	Number of Votes For[(1)]	Number of Votes Against[(1)]	Number of Votes Abstain[(1)]
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024			
2	Approval of special one-tier tax exempt dividend for the financial year ended 31 December 2024			
3	Approval of final one-tier tax exempt dividend for the financial year ended 31 December 2024			
4	Re-appointment of Mr Bani Maulana Mulia as a Director			
5	Re-appointment of Mr Ridwan Hamid as a Director			
6	Re-appointment of Mr Max Loh Khum Whai as a Director			
7	Re-appointment of Mr Goh Teik Poh as a Director			
8	Re-appointment of Mr Tay Beng Chai as a Director			
9	Approval of Directors' fees of S$562,300 for the financial year ending 31 December 2025, payable quarterly in arrears			
10	Re-appointment of Messrs Ernst & Young LLP as Auditors and authorising the Directors to fix their remuneration			
11	Authority to Issue Shares			
12	Renewal of Shareholders' Mandate for Interested Person Transactions			

[(1)] *Voting would be conducted by Poll. If you wish to exercise all your votes "For" or "Against" or "Abstain" the relevant resolution, please indicate your vote with a tick (√) within the relevant boxes provided. Alternatively, please indicate the number of shares "For" or "Against" or "Abstain", as appropriate, in the respective boxes provided above in respect of that resolution.* ***In the absence of specified directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.***

Dated this ______________ day of ______________ 2025

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature of Shareholders(s)
or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes:

1. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
2. Printed copy of this Proxy Form **will** be mailed to members. This Proxy Form is also available to members by way of electronic means via publication on the SGX website at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.samudera.id/samuderashippinglineltd/en/2/shareholdersmeeting.
3. 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.
4. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where such member appoints two (2) proxies, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Proxy Form. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, 1967.
6. A member can appoint the Chairman of the AGM as his/her/its proxy **but** this is **not** mandatory.

   If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction is given as to voting (whether to vote in favour of or against), or abstentions from voting in respect of a resolution in the Proxy Form, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
7. A proxy need not be a member of the Company.
8. This Proxy Form must be submitted to the Company in any one of the following manner not less than seventy-two (72) hours before the time appointed for holding the AGM i.e. **by 10.00 a.m. on Saturday, 26 April 2025,** and failing which, the Proxy Form(s) will be treated as invalid:

   (a) **if submitted by post,** be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

   (b) **if submitted electronically,** be submitted via email to the Company's Share Registrar at gmp.ssl@samudera.id by enclosing a signed PDF copy of the Proxy Form.

   A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

   Members are strongly encouraged to submit the completed Proxy Forms electronically via email.
9. Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the AGM.
10. The Proxy Form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
11. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its authorised representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
12. All members will be bound by the outcome of the AGM regardless of whether they have attended or voted at the AGM.

Personal data privacy:

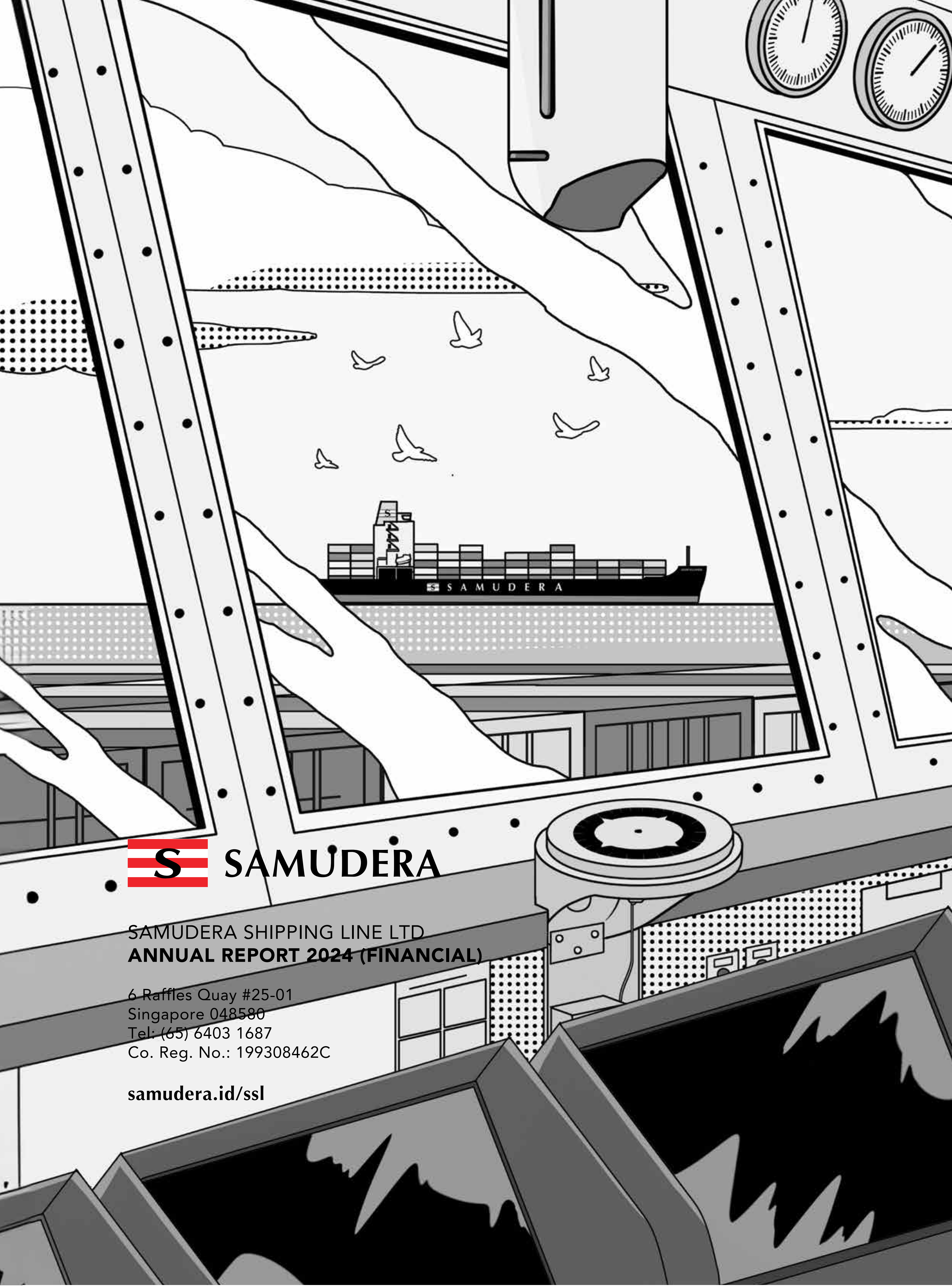
By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2025.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

This page has been intentionally left blank.

This page has been intentionally left blank.



SAMUDERA

SAMUDERA SHIPPING LINE LTD
ANNUAL REPORT 2024 (FINANCIAL)

6 Raffles Quay #25-01
Singapore 048580
Tel: (65) 6403 1687
Co. Reg. No.: 199308462C

samudera.id/ssl