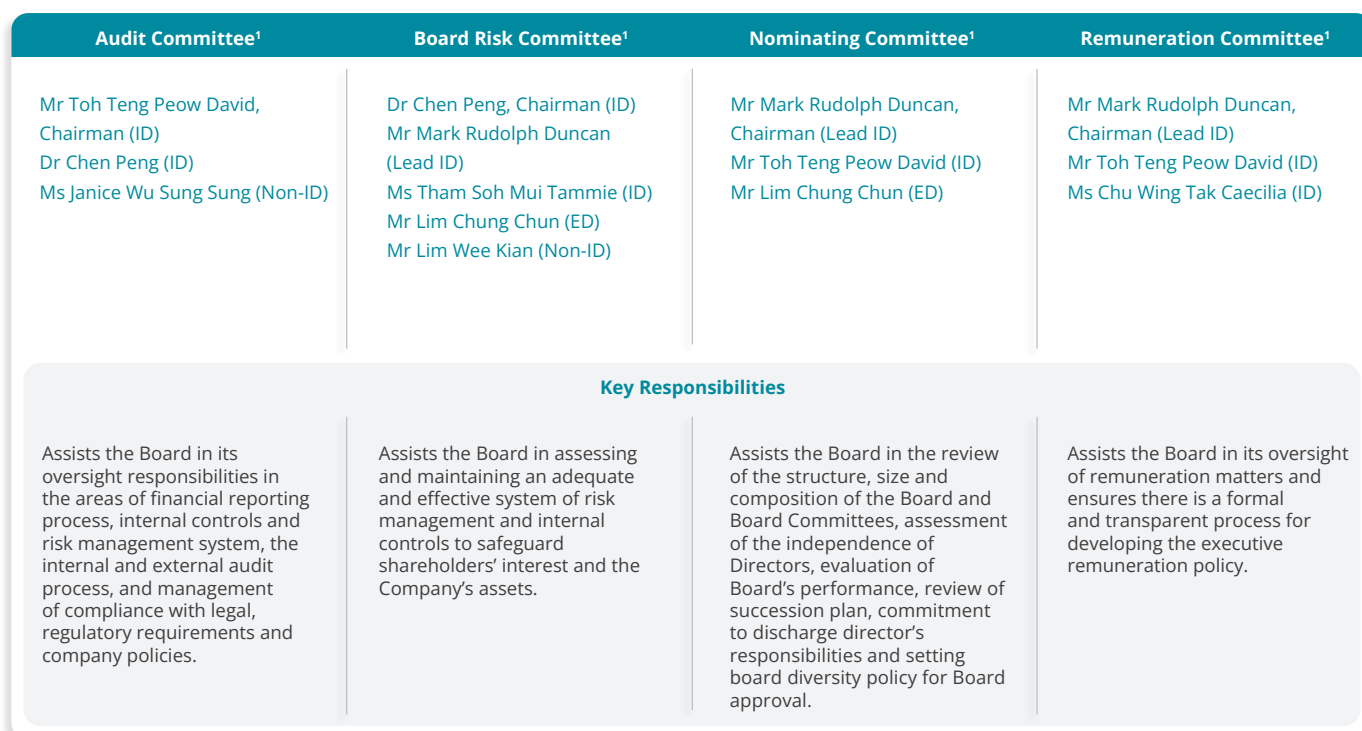


# Corporate Governance Report

## OUR GOVERNANCE FRAMEWORK



<sup>1</sup>The compositions of the Board Committees are as at the date of this report.

# INTRODUCTION

The Board of Directors (the “Board” or the “Directors”) and management (the “Management”) of iFAST Corporation Ltd. (the “Company”, and together with its subsidiaries, the “Group”) recognise the importance of good corporate governance and the offering of high standards of accountability to protect and enhance the interests of shareholders. The corporate governance structure should drive performance, create shareholder value and maintain a proper tone at the top.

The Board is committed to the highest standards of corporate governance adopted by the Group. For the financial year ended 31 December 2023, the Company has adhered to the core principles of the Code of Corporate Governance 2018 (the “Code”). To the extent that the Company’s practices may vary from the provisions of the Code, the Company has explained in this report how its practices are consistent with the intent of the relevant principles of the Code.

This Corporate Governance Report sets out the Group’s key corporate governance practices for the financial year ended 31 December 2023 with reference to the Code.

## A. 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 Group.**

#### Provision 1.1: Principal Functions of the Board

The Board is collectively responsible for the long-term success of the Company. The Board has fiduciary duties and responsibilities to ensure the interests of the Company are aligned with shareholders’ value and its growth. The Board works with the Management to achieve this objective and the Management remains accountable to the Board. The roles and responsibilities of the Board are to:

- (i) Provide entrepreneurial leadership and be responsible to oversee and ensure that the Group’s overall strategies are aligned with long-term objectives. Key decisions on financial and human resources will be taken by the Board;
- (ii) Review the Management’s performance to ensure effectiveness and efficiency in executing business strategies for the long-term success of the Company;
- (iii) Set the Company’s values and standards (including ethical standards) and be responsible for the Group’s overall policies;
- (iv) Establish a framework for evaluating the adequacy of internal controls and risk management, and be responsible for reporting financial performance and compliance;
- (v) Safeguard shareholders’ interests and the Company’s assets, identify key stakeholder groups whose perceptions may affect the Company’s reputation;
- (vi) Assume responsibility for corporate governance practices; and
- (vii) Consider sustainability issues as part of its strategic formulation.

All Directors have objectively discharged their fiduciaries duties and responsibilities at all times in the interests of the Company for the financial year ended 31 December 2023.

The Board has a Code of Conduct for the Board of Directors as a means to guide Directors on the areas of ethical risk, and nurture an environment where integrity and accountability are key. Directors who face conflicts of interest are to disclose their interests and voluntarily recuse themselves from discussions and decisions involving the issues of conflict and such disclosure is recorded. All Directors are obliged to act in good faith to exercise due diligence and objectively discharge their duties and responsibilities at all times in their decisions concerning the Group’s businesses.

#### Provision 1.2: Directors’ Orientation and Training

Newly-appointed Directors will be informed of their duties and obligations in a formal letter, and undergo an orientation programme prepared by the Nominating Committee (“NC”). The programme includes briefing by Management on the Group’s structure, businesses, operations, policies and governance practices. When the Company appoints a director who does not have any prior experience as a director of a listed company, the new appointee would be required to attend the Listed Company Director Programme conducted by the Singapore Institute of Directors (“SID”).

# Corporate Governance Report

Dr Chen Peng and Ms Tham Soh Mui Tammie were appointed to the Board on 1 January 2023 to facilitate progressive renewal of the Board of Directors and to contribute to the core competencies of the Board. Ms Tham Soh Mui Tammie and Dr Chen Peng have attended the mandatory training for directors conducted by SID.

The Company recognises the importance of a director developing his or her competencies to effectively discharge his or her duties as a director.

The Directors are expected to receive relevant training on a regular basis to aid them in the course of their work and develop their skills and knowledge, particularly on relevant new regulations and laws. The Company has identified relevant staff to provide regulatory and market updates to the Board at every meeting. The Chief Executive Officer (“CEO”) briefs the Board on the business of the Company at every Board meeting. The Directors had taken their own initiatives to attend sessions organised by external organisations during the financial year 2023, such as the Anti-Money Laundering and Countering the Financing of Terrorism Training webinar organised by PricewaterhouseCoopers Singapore Pte. Ltd. The Company will be responsible for arranging and funding the training of Directors. As a corporate member of SID, the Company can access SID’s full suite of member services. Each Board Committee identifies suitable SID courses and informs the Company accordingly. Courses organised by SID allow Directors to gain critical knowledge and development to make informed decisions as a Director.

All Directors who had attended the training on sustainability matters as prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”) are able to equip themselves with basic knowledge on sustainability matters. The Directors appointed on 1 January 2023 have also attended the training in 2023. Since 2022, the Company had incorporated the Task Force on Climate Related Financial Disclosures (“TCFD”) recommendations into its Sustainability Report as it is cognisant of the impact of climate related issues may bring about various risks to the Company, including financial risks and operational risks. Please refer to the Company’s Sustainability Report 2023 included in this Annual Report.

## Provision 1.3: Matters Requiring Board Approval

The Board has a set of internal guidelines setting forth matters that require its approval.

A summary of the matters that require the Board’s approval are listed below:

- (i) The Group’s corporate strategic and business plans, annual budgets, key operational initiatives, major investments (mergers and acquisitions) and divestments, material transactions and funding decisions;
- (ii) The Group’s quarterly and annual results announcements for release to the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and audited financial statements;
- (iii) Recommendations made by the Nominating Committee for appointments to the Board;
- (iv) Declaration of interim dividends and proposal of final dividends; and
- (v) The remuneration packages recommended by the Remuneration Committee for members of the Board and key executives.

Directors engage in strategic discussions, form independent opinions, and work closely with the Management to create value for the long-term success of the Company. The Management is informed of the Board’s approval and recommendations in writing such as emails, resolutions, and meetings where the Company’s Secretary minutes the proceedings of each meeting.

## Provision 1.4: Delegation by the Board

The Board has established four Board Committees (the “Board Committees”) to effectively execute its responsibilities.

The following Board Committees have clearly defined terms of reference and functional procedures, which are reviewed regularly:

- (i) Audit Committee (“AC”)
- (ii) Board Risk Committee (“BRC”)
- (iii) Nominating Committee (“NC”)
- (iv) Remuneration Committee (“RC”)

The terms of reference and the activities of the Committees are described in greater detail in other sections of this report.

## Provision 1.5: Board Meetings, Attendance and Multiple Commitments

The Board meets at least four times a year to review and consider the Group's key activities, strategies, financial performance and to approve the release of the results of the Group, with additional meetings convened as and when necessary. Meetings are scheduled in advance.

Ad-hoc Board meetings are convened as and when they are deemed necessary in between the scheduled meetings. The Company's Constitution allows, where a physical Board meeting is not possible, Directors can join the meeting by way of telephone or video conference or other methods of simultaneous communication by telegraphic or electronic means, whereby all persons participating in the meeting are able to communicate as a group without requiring the Directors' physical presence at the meeting.

The attendance of the Directors at meetings of the Board and Board Committees in 2023, as well as the frequency of such meetings, are set out below. The minutes of all Board and Board Committee meetings are circulated to members for their review and confirmation.

Name of Director	Board		AC		BRC		NC		RC	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Mr Lim Chung Chun	4	4	-	-	6	6	1	1	-	-
Mr Mark Rudolph Duncan <sup>(3)</sup>	4	4	-	-	6	5	1	1	3	3
Dr Chen Peng <sup>(1)</sup>	4	4	4	4	6	6	-	-	-	-
Ms Chu Wing Tak Caecilia <sup>(2)</sup>	4	4	-	-	-	-	-	-	3	2
Ms Tham Soh Mui Tammie <sup>(4)</sup>	4	4	-	-	6	6	-	-	-	-
Mr Toh Teng Peow David	4	4	4	4	-	-	1	1	3	3
Ms Janice Wu Sung Sung	4	4	4	4	-	-	-	-	-	-
Mr Lim Wee Kian	4	4	-	-	6	6	-	-	-	-
Mr Wong Tin Niam Jean Paul	4	4	-	-	-	-	-	-	-	-

Notes:

- (1) Dr Chen Peng was appointed as Independent Director on 1 January 2023, and Chairman of the BRC and a member of the AC effective 1 January 2023.
- (2) Ms Chu Wing Tak Caecilia was appointed as a member of the RC effective 1 January 2023.
- (3) Mr Mark Rudolph Duncan was appointed as Lead Independent Director of the Company effective 1 January 2023. He has been appointed as the Chairman of the NC and RC effective 1 January 2023.
- (4) Ms Tham Soh Mui Tammie was appointed as Independent Director on 1 January 2023, and member of the BRC effective 1 January 2023.

The Board is satisfied that the Directors have devoted sufficient time and attention to the affairs of the Company. Directors have attended Board and Board Committee meetings scheduled at the beginning of the year. Occasionally, these Board and Board Committee meetings may be held on short notice, as and when required. Although some of the Directors have multiple board representations, the Board is of the view that they widen the experience of the Board and give it a broader perspective. Details of the other principal commitments of the Directors are set out in the Board of Directors section of this Annual Report.

## Provision 1.6: Access to Information

The Management provides the Board with appropriately detailed management reports of the Group's performance and position at every Board meeting and on a monthly basis. This enables the Board to make a balanced and informed assessment of the Company's performance and prospects.

Board reports are provided to the Directors prior to each Board meeting. These are issued in sufficient time prior to the meeting to enable the Directors to obtain further explanations, where necessary, in order to be briefed properly before the meeting. Presentation decks for analysts and media reports on the Group, if any, are shared with the Directors on an ongoing basis.

## Corporate Governance Report

At each Board meeting, the Management provides business and regulatory updates on Singapore, Hong Kong, Malaysia, China, and UK markets where the Company's subsidiaries and associates operate in. Minutes of Board Committee meetings for subsidiaries would be provided to the Board Committees to allow the Directors to make informed decisions. Directors can request information from the Management and will be provided with such additional information, as needed. Information is provided on timely manner. The Board takes adequate steps to ensure the Group's compliance with legislative and regulatory requirements. The Group's Chief Executive Officer ("CEO") and Senior Management are present to address any queries the Board may have. The head of each regional office is invited to attend every Board meeting and update on the business. In-depth discussions among Board members and Senior Management are mutually beneficial as the Directors rely on Senior Management to share material information for decision-making and Senior Management could tap on the Directors' wealth of experiences to implement strategy and deliver outcome without undue interference.

A calendar of meetings is scheduled for the Board at the beginning of the year. All Directors are provided with complete and adequate information prior to Board meetings and on an ongoing basis. Financial highlights of the Group's performance and business developments in the various markets are presented to the Board at the Board meetings on a quarterly basis. The Group has opted to continue disclosing its quarterly financial statements on a voluntary basis. The Company believes transparency is key in giving investors the information they need to know more about the Company, its goals and vision, in a clear and timely manner, and has therefore decided to continue leading the way in maintaining its standards of corporate governance through the continuation of its quarterly reporting. Budgets and comparison of forecast with the actual results are also provided at the quarterly Board meetings. The financial highlights include commentaries, analyses and variances.

### **Provision 1.7: Access to Management, Company Secretary and External Advisers**

All Directors have separate and independent access to the Group's Senior Management and the Company Secretary. The Company Secretary advises the Board on the Board procedures and highlights the rules and regulations which are applicable to the Company. The Company Secretary attends all Board and Board Committee meetings (except RC meetings). The appointment and removal of the Company Secretary are decisions taken by the Board.

The Board has a procedure for Directors, either individually or as a Group, in the furtherance of their duties, to take independent professional advice, if necessary, and at the Company's expense.

## BOARD COMPOSITION AND GUIDANCE

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

**Provision 2.1: Board Independence**

**Provision 2.2: Majority Independent Directors where Chairman is not Independent**

**Provision 2.3: Majority Non-Executive Directors in a Board**

The Board comprises of two Executive Directors and seven Non-Executive Directors (including five Independent Non-Executive Directors and two Non-Independent Non-Executive Directors) during year 2023.

The Company has a strong element of oversight on the Board with a majority of Non-Executive Directors representing seven out of the total of nine Board members. The Board considers the management and oversight functions appropriate, with Executive Directors heavily involved in management activities of the Company, while Non-Executive Directors oversee these activities. Two of the Non-Executive Directors, namely Mr Lim Wee Kian and Ms Janice Wu Sung Sung are deemed Non-Independent. Mr Lim Wee Kian is a substantial shareholder of the Company, while Ms Janice Wu Sung Sung is a nominee director of CP Invest Ltd, a substantial shareholder of the Company. However, these interests do not preclude them from exercising their oversight function in the Board and providing diversity of thought in discussions to form decisions in the best interests of the Company. Mr Lim Wee Kian brings knowledge of financial institutions and banking matters which are of great value to deliberations in the Board. Ms Janice Wu Sung Sung is a nominee director of CP Invest Ltd. She holds various positions across different functions within Cuscaden Peak Investments Private Limited, and is actively involved in legal advisory work, M&A transactions, joint ventures, property acquisitions, corporate planning and analytics. Ms. Janice Wu Sung Sung brings her experiences to the strategic discussions and deliberations of the Board.

Non-Executive Directors and Independent Directors made up a majority of the Board. Independent Directors made up more than one-third of the Board. The Board is satisfied that the existing Board with Executive Directors involved in management and Independent and Non-Executive Directors exercising oversight function contribute to diversity of thought for strategic discussions. The Board is able to make decisions collectively in the best interests of the Company, with no individual or small group of individuals being able to dominate the Board's decision making.

The criteria for independence are determined based on the definition as provided in the Code and the Listing Manual. An independent director is one who is independent in conduct, character and able to exercise independent business judgement in the best interests of the Company and has no relationships with the Company, related corporations, its substantial shareholders or its officers, Management and/or companies within the Group. The Board is able to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues. The NC considers the following while reviewing the independence of Directors:

1. Whether a director, or a director whose immediate family member, in the current or immediate past financial year, provided to or received from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services), other than compensation for board service. Payments aggregated over any financial year in excess of S\$50,000 should generally be deemed significant.
2. Whether a director, or a director whose immediate family member, in the current or immediate past financial year, is or was, a substantial shareholder or a partner in (with 5% or more stake), or an executive officer of, or a director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services). Payments aggregated over any financial year in excess of S\$200,000 should generally be deemed significant irrespective of whether they constitute a significant portion of the revenue of the organisation in question.
3. Whether a director is or has been directly associated with a substantial shareholder of the Company, in the current or immediate past financial year.

# Corporate Governance Report

The Board also reviewed independence of Directors based on Rule 210(5)(d) of the Listing Manual which sets out the specific circumstances in which a director should be deemed non-independent. These circumstances include:

- (a) a director who is being employed by the Company or any of its related corporations for the current or any of the past three financial years;
- (b) a director who has an immediate family member who is, or has been in any of the past three financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the Remuneration Committee ("RC"); or
- (c) if he/she has been a director for an aggregate period of more than nine years (whether before or after listing) (effective 11 January 2023).

The Board, with the assistance of NC, assesses the independence of each Director on an annual basis. The relevant factors considered by the NC are independence in character and judgement, as well as relationships or circumstances, which are likely to affect, or would appear to affect the Director's judgement. Particular attention is given to reviewing and assessing the independence of any Director who has served on the Board beyond nine years from his/her date of appointment. The Board does not have any Independent Director who has served in the Board beyond nine years from date of appointment. The Board is of the view that all Independent Directors remain independent in the exercise of their judgement on Board matters.

The Board taps on the industry information (including SID), long-term and substantial shareholders (e.g. CP Invest Ltd) and personal contacts of current directors and senior management for recommendation of prospective candidates to fill the casual vacancy of Independent Director.

## Provision 2.4: Board Composition and Diversity

The Board members and changes to the Board are as follows:

Lim Chung Chun – Executive Chairman and CEO

Mark Rudolph Duncan – Independent Director (appointed as Lead Independent Director on 1 January 2023)

Chen Peng – Independent Director (appointed as Director on 1 January 2023)

Chu Wing Tak Caecilia – Independent Director

Tham Soh Mui Tammie – Independent Director (appointed as Director on 1 January 2023)

Toh Teng Peow David – Independent Director

Janice Wu Sung Sung – Non-Independent Non-Executive Director

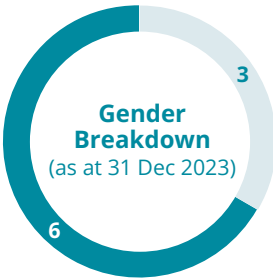


Lim Wee Kian – Non-Independent Non-Executive Director

Wong Tin Niam Jean Paul – Executive Director

The NC reviews the size of the Board on an annual basis and considers the present Board size as appropriate for the current scope and nature of the Group's operations and the requirements of the business. The NC and the Board are of the view that there is an appropriate balance in the Board when it comes to the Board's decision-making process. The Board is of the view that an effective blend of skills, experiences and knowledge in areas identified by the Board should remain a priority and it is imperative to construct a quality board based on calibre, breadth of perspective and chemistry that allow effective execution of corporate governance and strategic oversight. While refreshing of the Board in 2023 to facilitate progressive board renewal, in particular for Independent Directors, there were no undue disruptions from changes to the composition of the Board.

The Board has adopted a Board Diversity Policy which recognises diversity as essential to providing better support to the Group to achieve its strategic objectives for long-term sustainable development. The Company believes that having a diverse Board will enhance the decision-making process of the Board through perspectives derived from the various skills, industry expertise, gender, age, tenure of service, cultural ethnicity, international experience and other distinctive qualities of the Directors. The Board is able to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues. Each Board member brings independent judgement, diversified skills, knowledge and experience when dealing with issues of strategy, performance and standards of conduct. They also provide core competencies of accounting, finance, legal, business and management experience, industry knowledge, strategic planning experience, and customer-based experience or knowledge with their pattern-recognition skills. This is beneficial to the Company and Management as decisions by the Board would be enriched by a broad range of views, perspectives and experiences of the Directors. The Board is of the view that an effective blend of skills, industry expertise and international experiences in areas identified by the Board should remain a priority. The Company's Board comprising Directors with international experiences and industry experiences support the Group's expansion in the wealth management ecosystem beyond Asia. While the Company aims to have women representation on the Board, it will also keep a focus on qualifications, experience and capabilities. The final selection will be made in a fair and non-discriminatory manner.

In line with the Board's intention of providing diversity of thought and background that will bring new perspectives to the Board for decision-making, the NC appreciates diversity of culture, thinking and perspectives. The NC set out the following key aspects leading to an effective board and is aligned with the Company's board diversity policy. Eventually, the diversity of culture, thinking and perspectives would drive the Board towards the Group's long-term objective of becoming a digital banking and Fintech wealth management with a truly global business model:

KEY ASPECTS	PROGRESS
<p><b>Gender</b></p>	 <p><b>Gender Breakdown</b> (as at 31 Dec 2023)</p> <p>6 Male    3 Female</p> <p>Women representation in the Board has increased from two directors to three directors after the appointment of Ms Tham Soh Mui Tammie on 1 January 2023. The Board aims to have gender diversity at 30% of the Board composition and continues to maintain it. Prior to 31 December 2022, Ms Chu Wing Tak Caecilia and Ms Janice Wu Sung Sung were the only female directors. Diversity of gender in the board improves strategic decision-making with their different perspectives which add value to the Board discussions.</p>
<p><b>Skills and Experiences</b></p>	 <p><b>Directors' Skills Matrix</b></p> <p>7 Financial Markets Expertise    5 Risk and Compliance 6 Environmental, Social and Governance    4 Executive Leadership 7 FinTech and Digital Technology</p> <p>Core competencies of Directors in 2023 had diversified beyond the usual industry of accounting, engineering and legal to payment industry, IT security and financial market expertise after the appointment of Ms Chu Wing Tak Caecilia, Ms Tham Soh Mui Tammie and Dr Chen Peng to the Board. Having Directors with combination of skills and talents steers the Board to stronger governance and better problem-solving abilities and contribute to core competencies of the Board.</p>
<p><b>Age Group</b></p>	 <p><b>2022 Age Demographics</b>    <b>Age Demographics</b> (as at 31 Dec 2023)</p> <p>1 40 and below    6 51 to 60 2 41 to 50    7 61 to 70</p> <p>The age demographics of Directors have changed as at 31 December 2023 after new Directors joined the Board in the period 2022-2023, reducing the age gap among Directors and lowering the average age of the Board. The diversity of the Board has been enhanced, with varying experiences, diverse backgrounds and individual perspectives.</p>

The NC continues to review the Company's Board Diversity policy from time to time to ensure its continued effectiveness of relevance. The individual profile of each Board member is set out in the Board of Directors section of this Annual Report.



# Corporate Governance Report

## **Provision 2.5: Meeting of Non-Executive Directors and/or Independent Directors without Management**

The primary role of the Non-Executive Directors and/or Independent Directors is to act as a check and balance on the conduct of the Board and Management of the Company and in doing so, safeguard the interests of all shareholders as a whole, including minority shareholders. The Independent and Non-Executive Directors constructively challenge and help develop proposals on strategy. They also review and monitor the performance of the Management. The Independent Directors and Non-Executive Directors met without the presence of Management in FY2023 and the Lead Independent Director had provided feedback to the Chairman.

## **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

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

**Provision 3.1: Separation of the Role of the Chairman and the CEO**

**Provision 3.2: Role of the Chairman and the CEO**

There is a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business. The Board is of the view that no one individual represents a considerable concentration of power.

Mr Lim Chung Chun is our Chairman and CEO. He is a co-founder of the Group, a Controlling Shareholder and the largest shareholder of the Company. The Board believes the role of Chairman and CEO need not be separated as there is a good balance of power and authority with all critical committees chaired by Independent Directors.

Mr Lim Chung Chun is responsible for setting the strategic direction of our Group and oversees the entire overall management of our Group. Our business and operations are presently under the management and close supervision of Mr Lim Chung Chun, who is assisted by a team of Senior Management. The Senior Management is responsible for the Company's corporate and business strategies and policies, and the conduct of the Group's businesses.

As Chairman of the Board, Mr Lim Chung Chun is responsible for the effective working of the Board, ensuring adequate time is available for discussion and encouraging constructive relations within the Board, and between the Board and Management. He ensures effective communication with shareholders and promotes high standards of corporate governance.

## **Provision 3.3: Lead Independent Director**

The Lead Independent Director is available to shareholders who have concerns and for which contact through the normal channels to the Chairman and CEO or the Chief Financial Officer ("CFO") are inappropriate or have failed to resolve any possible issues. The Lead Independent Director provides leadership in situations where the Chairman is conflicted based on a guideline on conflict of interest. The Lead Independent Director chaired several Board Committee meetings with Independent Directors, which were not attended by the Chairman. Matters discussed at these Board Committee meetings will be submitted to the Chairman of the Board as feedback.

## BOARD MEMBERSHIP

**PRINCIPLE 4: The Board has a formal and transparent process for the appointment and reappointment of Directors, taking into account the need for progressive renewal of the Board.**

### Provision 4.1 and 4.2: Roles and Composition of the NC

The NC, as at the date of this report, comprises the following three members, the majority of whom are Independent Directors, including the Chairman:

**Mr Mark Rudolph Duncan (Chairman)**

**Mr Toh Teng Peow David (Member)**

**Mr Lim Chung Chun (Member)**

The Lead Independent Director, Mr Mark Rudolph Duncan is the Chairman of NC. The NC is responsible for the following:

- (i) Identifying candidates and reviewing all nominations for the approval of the Board, relating to the appointment, reappointment or termination of Directors, the CEO, and the members of the various Board Committees;
- (ii) Making recommendations to the Board on the matters described in (i) above, how the Board's performance may be evaluated and proposing objective performance criteria and the succession plan for the CEO;
- (iii) Reviewing the succession plan for the Chairman, the CEO and key management personnel, the results of the Board's performance evaluation and the actions taken on issues and matters arising from the Board's performance evaluation;
- (iv) Developing a process for evaluation of the performance of the Board, its Board Committees and Directors;
- (v) Determine annually if a director is independent; and
- (vi) Setting board diversity policy, including targets, plans and timelines for Board approval as well as reviewing the progress towards meeting the policy targets and keeping the Board updated.

The NC prepares orientation programmes for new Directors and recognises the importance of providing relevant training on a regular basis for existing Directors. This training can help them in the course of their work, particularly on relevant new regulations and laws. The NC has identified relevant staff to provide regulatory and market updates to the Board.

### Provision 4.3: Board Renewal

The NC has a process for the appointment of new Directors whereby the NC first evaluates the skillset of the existing Directors (other than those who are retiring) to identify any gap in the skills and expertise of the remaining Directors. Where new appointments are required, the NC will consider recommendations for new Directors, review their qualifications and meet with such candidates, before a decision is made on a selection. The NC has considered the requirements of the Board and the need for progressive refreshing of the Board. In view of the foregoing, the Board is of the view that there is an adequate process for the appointment of new Directors. The criteria for identifying candidates and reviewing nominations for appointments shall include gender diversity in the pool of candidates evaluated for new appointment to the Board. When sourcing for and assessing potential candidates, the NC, in addition to the "fit and proper criteria", will consider the candidate's track record, age, experience, and capabilities. The NC presently taps on the industry information (including SID), long-term and substantial shareholders (e.g. Cuscaden Peak Investments Private Limited) and personal contacts of current Directors and Senior Management for recommendation of prospective candidates.

The Board appointed Ms Tham Soh Mui Tammie and Dr Chen Peng as Directors on 1 January 2023 based on the aforementioned process for appointment of new Directors.

### Provision 4.4: Independence Review of Directors

The NC reviewed and determined that Dr Chen Peng, Ms Chu Wing Tak Caecilia, Mr Mark Rudolph Duncan, Mr Toh Teng Peow David and Ms Tham Soh Mui Tammie are independent during 2023. The NC took into consideration the criteria of independence as set out in the Code and Listing Manual and also considered whether a Director had business relationships with the Group, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent judgments.

# Corporate Governance Report

## Provision 4.5: Duties and Obligations of Directors

The NC ensures that new Directors are aware of their duties and obligations. Newly-appointed Directors were informed of their duties and obligations in a formal letter. All Directors know their duties and roles as Executive, Non-Executive or Independent Directors of the Company.

The NC also reviews and makes recommendations to the Board on the succession plans for Chairman, CEO and key management personnel. The NC periodically reviews the succession plan to identify potential candidates, which is subjected to final evaluation. In the event of any unexpected occurrence, the next person as per the organisation chart (as far as possible) shall take interim charge of the position, pending formal appointment in terms of the succession plan.

The Company's Constitution requires a newly appointed Director to hold office until the next Annual General Meeting ("AGM") and at least one-third of the Directors to retire by rotation at every AGM. A retiring Director is eligible for re-election at the AGM. Mr Mark Rudolph Duncan, Mr Lim Wee Kian and Mr Wong Tin Niam Jean Paul are due for retirement and eligible for re-election at the forthcoming AGM pursuant to Regulation 89 of the provisions of the Company's Constitution. The NC, having assessed the performance and contribution to the Board and the Company, has recommended the re-election of Mr Mark Rudolph Duncan, Mr Lim Wee Kian and Mr Wong Tin Niam Jean Paul respectively as a Director of the Company at the forthcoming AGM.

Please refer to the explanatory notes in the Notice of AGM for information on Directors submitted for re-election.

The Company does not have any alternate directors and there were no alternate directors appointed in the financial year ended 31 December 2023.

The NC subscribes to the view that it is important for Directors to devote sufficient time and attention to the affairs of the Group. The Directors have concurred with the guideline of the NC that the maximum number of listed board representations which any Director may hold is five. As at 31 December 2023, all Directors complied with the guideline on multiple board representation.

The profiles and key information on the Directors are set out under the Board of Directors section and the Further Information on Board of Directors section of this Annual Report.

Name of NC Members	Summary of Activities in 2023
Mr Mark Rudolph Duncan (appointed as Chairman on 1 January 2023) Mr Toh Teng Peow David Mr Lim Chung Chun	<ul style="list-style-type: none"><li>• Reviewed structure, size and composition of the Board and Board Committees.</li><li>• Reviewed independence and time commitment of Directors.</li><li>• Reviewed orientation programmes and training for Directors.</li><li>• Reviewed and initiate process for evaluating Board, Board Committee, Chairman and individual.</li><li>• Reviewed Directors' performance.</li><li>• Reviewed results of performance evaluation and feedback to the Chairman and Board Committees.</li><li>• Reviewed Board renewal and succession plan.</li><li>• Reviewed succession planning for Chairman, CEO and key management personnel and notified the Board.</li><li>• Recommended Directors for appointment and re-election.</li><li>• Discussed information required to be reported under the Code or Listing Manual.</li><li>• Reviewed plans and progress of board diversity.</li></ul>

## **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 Board has implemented a process for assessing the effectiveness of the Board as a whole, its Board Committees and the contribution by each Director and the Chairman to the effectiveness of the Board. The performance criteria remained the same as last year. No external facilitator was used in the annual assessment.

The performance criteria, in a questionnaire with quantitative ratings in key areas and which seeks subjective comments, was developed by the NC and approved by the Board. The Directors assessed the Board as a whole and the contribution of their peers with the objective of continuous strengthening of good corporate governance. The Board Committees were assessed with regard to the discharge of responsibilities set out in their respective Terms of Reference. The assessment of the contribution of the Chairman covers his duties, leadership, communication skills, ethics/values, knowledge and interaction with various stakeholders. The results are tabulated by the Company Secretary and presented at the NC meeting for review and discussions. The NC evaluated the comments and ratings based on the questionnaire completed by the Directors. The NC assessed the areas where the Board felt it functioned effectively, and areas where it was weak and required improvements. Feedback and comments received from Directors were reviewed by the NC, in consultation with the Chairman of the NC and Board. An action plan has been proposed to address these areas. Where appropriate, new members may be proposed to be appointed to the Board or existing Directors may be asked to step down from the Board. The NC Chairman has reported the findings to the Board. The objectives of the Board performance, as determined by the NC, were discussed at length with the intention of enhancing long term shareholder interests and value.

Based on the NC's review, the Board and the various Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

## B. REMUNERATION MATTERS

### PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

**Provisions 6.1 and 6.2: Composition of the RC**

**Provision 6.3: Remuneration Framework**

**Provision 6.4: Remuneration Consultant**

The RC is established for the purpose of ensuring that there is a formal and transparent process for developing the executive remuneration policy.

The RC, as at the date of this report, comprises the following Independent Directors:

**Mr Mark Rudolph Duncan (Chairman)**

**Mr Toh Teng Peow David (Member)**

**Ms Chu Wing Tak Caecilia (Member)**

All three RC members are Independent Directors, in accordance with the Code and Listing Manual. The RC is assisted by members of the Human Resources team.

The RC has adopted written terms of reference. The RC is delegated by the Board with the authority to approve the incentive scheme framework and remuneration of the Company's Directors and Senior Management, and obtain external professional advice to help fulfil its duties at the Company's expense, where necessary.

The RC will meet at least twice a year and the duties of the RC are set out below:

- (i) Make recommendations to the Board on:
  - (a) Remuneration, including salaries, allowances, bonuses and incentives to be awarded on the achievement of prescribed goals and targets for the CEO and each Executive Director, if any, to ensure its alignment with shareholders' and stakeholders' interest and long-term value creation for the Company;
  - (b) Compensation arrangements for the loss of office or termination, or dismissal or removal of the CEO and each Executive Director;
  - (c) Framework and policies for determining Non-Executive Directors' remuneration; and
  - (d) Specific remuneration packages for each Director;
- (ii) When setting remuneration policy for the Directors, review and have regard to the remuneration trends across the Group and Company, as well as the industry;
- (iii) Review the ongoing appropriateness and relevance of the remuneration policy and ensure that the remuneration policies are in line with the strategic objectives and corporate values of the Company, and do not give rise to conflicts between the objectives of the Company and the interests of individual Directors and Senior Management;
- (iv) Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee;
- (v) Review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to senior executives and the performance targets to be used;
- (vi) Oversee any major changes in employee benefits structures throughout the Company or Group; and
- (vii) Seek input from Board Risk Committee and ensure that remuneration practices do not create incentives for excessive or inappropriate risk-taking behaviour.

The RC shall review the Company's obligations arising in the event of the termination of an Executive Director and/or Senior Management personnel's contract of service to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

All members of RC abstained from deciding his/her own remuneration.

The RC has access to both internal and external advice on remuneration matters whenever there is a need to consult. No external remuneration consultants were appointed in financial year 2023.

Name of RC Members	Summary of Activities in 2023
Mr Mark Rudolph Duncan (appointed as Chairman on 1 January 2023) Mr Toh Teng Peow David Ms Chu Wing Tak Caecilia	<ul style="list-style-type: none"> <li>• Reviewed alignment of annual rewards and fixed remuneration for executives.</li> <li>• Reviewed and approved fixed remuneration, total cash remuneration and total remuneration for executives.</li> <li>• Reviewed peer group and benchmarking to determine remuneration competitiveness.</li> <li>• Reviewed benchmarking of fees for Directors.</li> <li>• Reviewed remuneration packages of employees in the Group which includes salary adjustments, bonus and long term incentives.</li> <li>• Reviewed remuneration package of the Executive Chairman and CEO which includes salary, profit sharing bonus and long term incentive bonus.</li> <li>• Reviewed and approved the preservation of performance shares / options for good leavers of the Company.</li> </ul>

## 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: Remuneration of Executive Directors and Key Management Personnel** **Provision 7.2: Remuneration of Non-Executive Directors**

The level and structure of remuneration is aligned with the long-term interest and risk policies of the Company, and is targeted at attracting, retaining and motivating (a) the Directors to provide good stewardship of the Company, and (b) key management personnel to successfully manage the Company. However, the Company avoids paying more than is necessary for this purpose.

#### **Remuneration of Non-Executive Directors and Independent Directors**

The remuneration of Non-Executive Directors and Independent Directors is proportionate to their level of contribution, effort and time spent and their respective responsibilities. There is a framework for determining the fees paid to each Non-Executive Director and Independent Director. The fees paid to Non-Executive Directors and Independent Directors have been approved at the AGM held on 26 April 2023. This includes payment in cash and issuance of equivalent shares to encourage Non-Executive Directors to hold shares in the Company so as to better align the interests of Non-Executive Directors with the interests of shareholders. On 2 May 2023, the Company announced 32,700 share awards were granted to Non-Executive Directors (including Independent Directors) on 1 May 2023 as part of their Directors' fees, which are subjected to vesting conditions where approximately one-third of the share awards will be vested after 2 years from the date of grant and the remaining approximately two-thirds of the share awards will be vested after 3 years from the date of grant.

## Corporate Governance Report

The framework for determining the fees paid to each Non-Executive Director and Independent Director for the financial year ended 31 December 2023 is as follows:

	Member	Lead Independent Director
Board	\$50,000 per annum	\$55,000 per annum
	Member	Chairman
AC	\$15,000 per annum	\$30,000 per annum
BRC	\$11,000 per annum	\$16,000 per annum
NC	\$6,000 per annum	\$9,000 per annum
RC	\$6,000 per annum	\$9,000 per annum

An Independent Director is also the Chairman and Director of a subsidiary in Hong Kong. The framework for determining the fee paid to the Independent Director for being a Chairman and Director of the subsidiary in Hong Kong for the financial year ended 31 December 2023 is as follows:

	Chairman
Board – a subsidiary in Hong Kong	HK\$147,000 per annum

### Remuneration of Chairman and CEO, Executive Directors and Key Management Personnel

The annual reviews of the compensation are carried out by the RC to ensure that the remuneration of the Executive Directors and key management personnel commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group. The tenets of the review of the remuneration of Executive Directors and key management personnel is to benchmark against industry peers while ensuring remuneration commensurate with the Group's performance, with due regard for affordability and fairness.

The remuneration of the Chairman and CEO, Executive Directors (who are also key management personnel) and key management personnel (other than Executive Directors) comprises fixed component, variable component, equity-settled share-based payment under Long-term Incentive Plans and other benefits. The variable component of the remuneration of the Chairman and CEO comprises profit sharing bonus for the Chairman and CEO, based on the Group's performance and the results of internal and external audit including audits by regulators. Meanwhile, the variable component of Executive Directors (who are also key management personnel) and key management personnel (other than Executive Directors) is in the form of a variable bonus based on the performance of the Group and individual.

There are clawback provisions for failure to uphold fair dealing guidelines under the variable component of remuneration for Chairman and CEO, Executive Directors (who are also key management personnel) and key management personnel (other than Executive Directors).

The fixed component of the remuneration for the Chairman and CEO, Executive Directors (who are also key management personnel) and key management personnel (other than Executive Directors) relates to basic salary, statutory contributions and fixed allowances. There are appropriate and meaningful measures for the purpose of assessing the performance of the Chairman and CEO, Executive Directors and key management personnel.

Other benefits which are provided are consistent with market practice and include medical benefits, travel allowances, car expenses and other flexible benefits. For staff who are located outside their home market, additional benefits such as cost of living allowances and home leave passages are provided.

The Company had entered into a service agreement with our Chairman and CEO, Mr Lim Chung Chun. The last renewal was on 1 January 2021 and this Service Agreement has been renewed on 1 January 2024 for a period of three years. This service agreement shall be renewed for a further period of three years unless either party notifies the other in writing at least three months prior to the last day of the current term.

Having reviewed and considered the variable components of the Chairman and CEO, Executive Directors (who are also key management personnel) and key management personnel (other than Executive Directors), the RC is of the view that there are appropriate measures to allow the Company to reclaim incentive components of remuneration in exceptional circumstances such as failure to uphold fair dealing guidelines issued by the Monetary Authority of Singapore ("MAS"). There are no contractual provisions to allow the Company to reclaim remuneration incentives from Chairman and CEO, Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.

## Long-term Incentive Plans

Long-term incentive plans are intended to give the Company greater flexibility in customising reward and incentive packages for its Directors and employees (“Eligible Participants”), and aligning their interests with those of the Company’s shareholders.

iFAST Corporation Performance Share Plan (“iFAST PSP”) and iFAST Employee Share Option Schemes (“iFAST ESOS”) were approved by the shareholders of the Company and administered by the RC. iFAST PSP and iFAST ESOS provide Eligible Participants with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty.

iFAST PSP allows the Company to target specific performance objectives and to provide an incentive for Eligible Participants to achieve these targets. iFAST PSP provides the Company with a flexible approach to provide performance incentives to Eligible Participants and, consequently, to improve performance and achieve sustainable growth for the Company in a fast-changing business environment and to foster greater ownership culture amongst key management personnel, senior executives and Non-Executive Directors. iFAST PSP is designed to reward Eligible Participants with awards comprising fully paid shares. iFAST ESOS allows the Company to motivate participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group while retaining key employees and Directors whose contributions are essential to the long-term growth and profitability of the Company and attract potential employees with relevant skills to contribute to the Group and create value for shareholders. iFAST ESOS is designed to provide Eligible Participants with an opportunity to participate in the equity of the Company through the granting of options.

The reason for having iFAST PSP in addition to the iFAST ESOS is to give the Company greater flexibility in structuring the compensation packages of Eligible Participants and to provide an additional tool to motivate and retain staff members through the offering of compensation packages that are market competitive. The Company has the option to reward Eligible Participants with shares, or the equivalent in cash or a combination of both.

The awarding of bonuses and long-term incentive plans are based on a formula which takes into account the Group’s profit and growth, individual job level multiplier, individual performance multiplier and individual workload multiplier.

The current performance share plan (the “2014 iFAST PSP”) and employee share option scheme (the “2014 iFAST ESOS”) were approved by Shareholders in a general meeting and adopted by the Company on 21 October 2014. The 2014 iFAST PSP allowed for the grant of awards and the issue of Shares pursuant to the awards granted under the 2014 iFAST PSP for a period of 10 years commencing on the date of its approval and adoption (being 21 October 2014). The 2014 iFAST ESOS allowed for the offer and grant of options and the issue of Shares pursuant to the exercise of options granted under the 2014 iFAST ESOS for a period of 10 years commencing on the date of its approval and adoption (being 21 October 2014). Accordingly, the 2014 iFAST PSP and 2014 iFAST ESOS will expire on 21 October 2024. In light of the expiration of the 2014 iFAST PSP and 2014 iFAST ESOS, the Company proposes to adopt and implement (i) the new 2024 iFAST performance share plan of the Company (the “2024 iFAST PSP”) to replace the 2014 iFAST PSP; and (ii) the new 2024 iFAST employee share option scheme of the Company (the “2024 iFAST ESOS”) to replace the 2014 iFAST ESOS. Please refer to Appendix B dated 4 April 2024 for the details on the proposed adoption of the 2024 iFAST PSP and the 2024 iFAST ESOS.



## Corporate Governance Report

### 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.**

#### Provision 8.1: Disclosure of Remuneration

The Company has provided clear disclosure of remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, to enable our investors to understand the link between remuneration paid to the Directors and key management personnel and their performance.

#### Directors' Remuneration

The remuneration of the Directors for the financial year 2023 is set out below:

Name of Director	Fixed component \$	Variable component \$	Other benefits \$	Directors' fees paid by Company \$	Directors' fees paid by a subsidiary \$	Performance shares entitled for current financial year \$	Share options entitled for current financial year \$	Total \$
Mr Lim Chung Chun <sup>(1)</sup>	431,366	678,723	10,327	-	-	-	250,000 <sup>(1)</sup>	1,370,416
Mr Mark Rudolph Duncan	-	-	-	84,000	25,223	29,106	-	138,329
Dr Chen Peng	-	-	-	81,000	-	28,182	-	109,182
Ms Chu Wing Tak Caecilia	-	-	-	56,000	-	19,404	-	75,404
Ms Tham Soh Mui Tammie	-	-	-	61,000	-	21,252	-	82,252
Mr Toh Teng Peow David	-	-	-	92,000	-	31,878	-	123,878
Ms Janice Wu Sung Sung <sup>(2)</sup>	-	-	-	65,000	-	-	-	65,000
Mr Lim Wee Kian	-	-	-	61,000	-	21,543	-	82,543
Mr Wong Tin Niam Jean Paul	317,288	57,940	3,297	-	-	218,875	-	597,400

(1) This is the estimated fair value for the share options, and is subject to change on the date of grant. The grant of share options to Mr Lim Chung Chun for the current financial year is subject to shareholders' approval at the forthcoming AGM to be held on 26 April 2024. In the event that shareholders' approval is not obtained for the grant of share options, Mr Lim Chung Chun will be awarded \$250,000 in cash pursuant to the terms of his service agreement. Please refer to Ordinary Resolution 15 and Explanatory Note 7 in the Notice of AGM dated 4 April 2024 for more information.

(2) Ms Janice Wu Sung Sung's Director's fee is paid to Cuscaden Peak Investments Private Limited.

For financial year 2023, there were no termination, retirement and post-employment benefits granted to the Directors.

## Remuneration of Key Management Personnel

The remuneration of the Group's key management personnel (excluding Executive Directors) for the financial year 2023 and as at the date of this report, in bands of \$100,000, is set out below. The Company discloses below information using a narrower band of \$100,000 to improve the transparency as compared to the bands of \$250,000 stipulated in the Code.

	Fixed component %	Variable component %	Other benefits %	Performance shares entitled for current financial year %	Total %
<b>Between \$900,000 to \$999,999</b>					
Mdm Tang Soo Kia Cynthia	39.8	26.6	0.8	32.8	100.0
<b>Between \$700,000 to \$799,999</b>					
Mr Mujahid Malik	69.3	8.6	1.7	20.4	100.0
<b>Between \$600,000 to \$699,999</b>					
Mr Wong Soon Shyan	65.1	7.9	0.4	26.6	100.0
Mr Lim Wee Kiong	58.5	10.6	0.2	30.7	100.0
<b>Between \$500,000 to \$599,999</b>					
Mr Lim Kian Thong	65.1	8.0	0.2	26.7	100.0
Mr Eddie Pang Jian Jong	58.8	10.6	0.0	30.6	100.0

The Company's key management personnel (excluding Executive Directors) comprises six Senior Management personnel who are responsible for planning, directing and controlling activities of the Company and its subsidiaries. The total remuneration paid to the top six key management personnel (excluding Directors), for the financial year ended 31 December 2023 was \$3,973,890. For financial year 2023, there were no termination, retirement and post-employment benefits granted to the key management personnel.

## Provision 8.2: Remuneration of Related Employees

The remuneration of employees who are immediate family members of a Director or CEO and whose remuneration exceeds \$100,000 per year during the financial year 2023, is set out below. The Company discloses the below information using a narrower band of \$50,000 for better transparency as compared to the bands of \$100,000 stipulated in the Code.

Between \$600,000 to \$649,999	Current position	Family relationship with Director or CEO
Mr Lim Wee Kiong	<ul style="list-style-type: none"> <li>- Managing Director of Global Wealth and Fintech Services</li> <li>- Director of iFAST Financial Pte Ltd, a subsidiary of the Company (resigned on 2 January 2024)</li> <li>- Director of iFAST Global Trust Pte Ltd, a subsidiary incorporated in May 2023</li> </ul>	Brother of Mr Lim Wee Kian, a Director of the Company
Between \$200,000 to \$249,999	Current position	Family relationship with Director or CEO
Mdm Stacey Ong	<ul style="list-style-type: none"> <li>- Assistant Director, UX &amp; Technology of iFAST Financial Pte Ltd, a subsidiary of the Company</li> <li>- Director of iFAST Pay Pte Ltd, a subsidiary of the Company incorporated in February 2023</li> </ul>	Spouse of Mr Wong Tin Niam Jean Paul, a Director of the Company

## Provision 8.3: Forms of Remuneration and Details of Employee Share Schemes

Details of the iFAST PSP and iFAST ESOS can be found in the Directors' Statement of the Annual Report.

## C. ACCOUNTABILITY AND AUDIT

### RISK MANAGEMENT AND INTERNAL CONTROLS

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

#### **Provision 9.1: Nature and Extent of Risks**

#### **Provision 9.2: Assurance from the CEO, COO, CRO, CFO**

The BRC was established to assist the Board in discharging its responsibilities of maintaining an effective system of risk management and internal controls to safeguard shareholders' interests and the Company's assets.

The BRC, as at the date of this report, comprises:

**Dr Chen Peng (Chairman)**  
**Mr Mark Rudolph Duncan (Member)**  
**Ms Tham Soh Mui Tammie (Member)**  
**Mr Lim Wee Kian (Member)**  
**Mr Lim Chung Chun (Member)**

The BRC, which has written terms of reference approved by the Board, meets at least twice per year or as and when the circumstances or events merit it. The BRC met six times during the financial year 2023. The functions of the BRC are set out below:

- (i) Advise the Board on the Company's overall risk exposure and strategy;
- (ii) Oversee and advise the Board on the current risk exposures and future risk strategy of the Company;
- (iii) In relation to risk assessment:
  - (a) Keep the Company's overall risk assessment processes that communicate the Board's decision making under review;
  - (b) Review regularly and approve the parameters used in these measures and the methodology adopted; and
  - (c) Set a process for the accurate and timely monitoring of large exposures and certain risk types of critical importance.
- (iv) Review the Company's capability to identify and manage new risk types;
- (v) Before a decision to proceed is taken by the Board, advise the Board on proposed strategic transactions, focusing in particular on risk aspects and implications for the risk tolerance of the Company, and taking independent external advice where appropriate and available;
- (vi) Review reports on any material breaches of risk limits and the adequacy of proposed action;
- (vii) Review (jointly with the AC) the adequacy and effectiveness of the Company's internal controls and risk management systems and review and approve the statements to be included in the Annual Report concerning the adequacy and effectiveness of the Company's internal control and risk management systems;
- (viii) Provide advice to the RC on risk weightings to be applied to performance objectives incorporated in executive remuneration;
- (ix) Review (jointly with the AC) the Company's procedures for detecting fraud, including the whistle-blowing policy. The BRC shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action;
- (x) Monitor the independence of risk management functions throughout the Company;
- (xi) Review promptly all relevant risk reports on the Company; and
- (xii) Review and monitor the Management's responsiveness to the BRC's findings.

## Risk Management Approach

Risk management is critical to the Group's ability to provide long-term value to its clients and stakeholders. To create and maintain long-term sustainable value to its stakeholders, risk management principles have been established and firmly embedded into the Group's business decision-making processes to ensure that risks associated with the business activities are effectively managed. Operating in the best interest of our customers and stakeholders, the Group has established risk management policies and procedures to identify and assess risk factors while remaining vigilant by identifying issues which may become potential risks and by formulating pre-emptive measures.

The Group's Risk Management Framework analyses risks strategically from the perspectives of the entire organisation. The framework comprises both top-down and bottom-up approaches to tackle risk:

- **Top-Down:** Identification of material risks that have high probabilities of impacting business objectives and strategy
- **Bottom-Up:** Risk identification and assessment are conducted on operational processes, mitigating measures and controls that are developed and implemented to reduce the Group's risk exposure to an acceptable level within its risk appetite

## Risk Management Framework

The Group's Risk Management Framework is broadly depicted below:



# Corporate Governance Report

Developing a risk-aware culture is the foundation which an effective risk management framework is built upon. The Company believes that developing a risk-aware culture amongst its employees is a continual and incremental effort, and continues to do so through active communication with its employees. The Company also promotes a “blameless” culture to encourage its employees to sound out promptly when issues arise so that they can be quickly resolved and measures put in place to mitigate future occurrence.

Under the framework, the various risk and control oversight functions work with the business and support units to identify and assess the risks inherent in their processes. This includes an understanding of the risk drivers, which may include the economic environment, regulatory policy, market competition, technology advancement, deliberate wrongdoing, and system or process errors. The impact of such risks will be assessed both qualitatively and quantitatively. The business and support units have implemented controls to manage, mitigate or eliminate their risk exposures. Such controls are monitored by the risk and control oversight functions to ensure that the risks are managed within the Company’s risk appetite approved by the Board. In the event where risk events occur, these would be reported and escalated to the appropriate forum for prompt remediation. Risk reports are submitted to Senior Management and the Board on a regular basis to keep them apprised of the Group’s risk profile.

Risk policies are developed to convey the fundamental principles of how risks in the various risk areas are treated. The effectiveness of risk policies, procedures, framework, strategies and appetite are reviewed, tested and enhanced periodically to ensure that they remain sound and relevant.

## Risk Governance

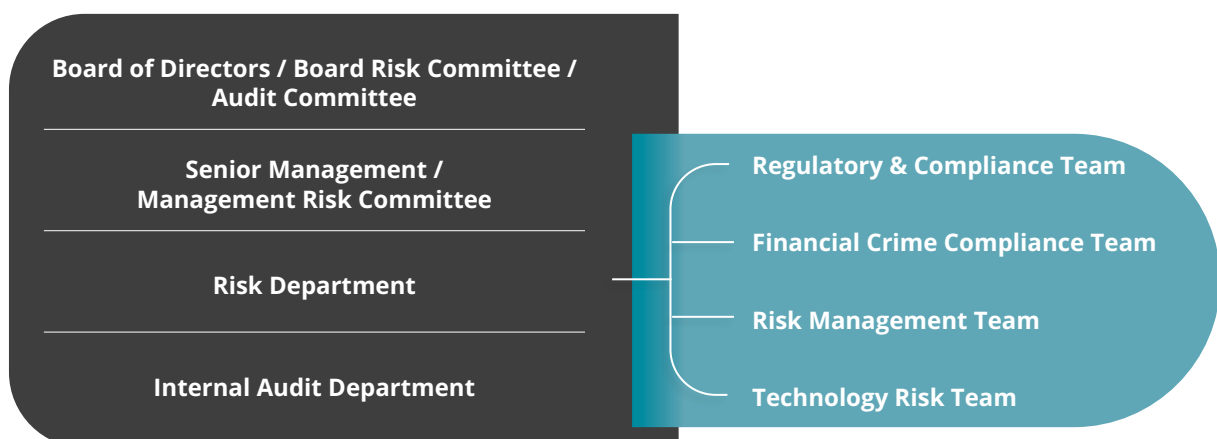
The Group’s responsibility for risk management begins with the Board overseeing a governance structure that is designed to ensure that the risks are:

- i. Consistent with the corporate strategy and within the established risk appetites;
- ii. Well-understood and supported by robust risk management process;
- iii. Diligently identified, assessed, reported, measured, managed, and monitored within bespoke limits; and
- iv. Supervised by control function with adequate resources, authority and expertise.

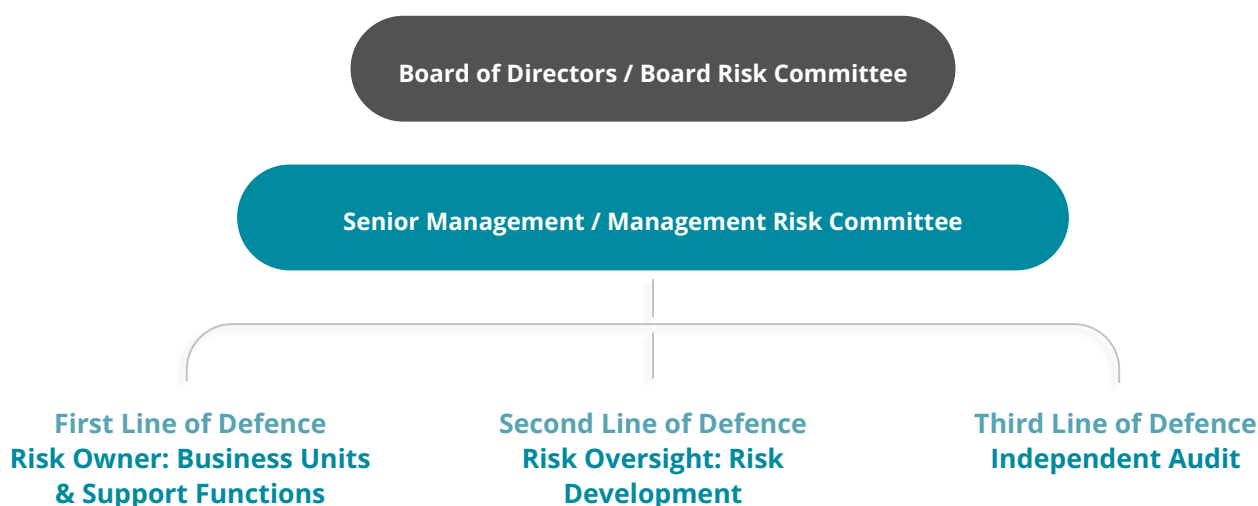
The following committees and functions are formed to assist the Board to ensure that the risk management framework is implemented:

1. **Board Risk Committee (BRC):** The BRC is the delegate committee for the Board of Directors, which oversees the establishment of enterprise-wide risk management policies and processes, and advises the Board on the current risk exposures and future risk strategy of the Company.
2. **Audit Committee (AC):** The AC assists the Board in its oversight of Management’s responsibility to ensure that there is an effective system of controls to maintain compliance with the Group’s policies and with the relevant laws and regulations.
3. **Management Risk Committee (MRC):** The MRC is a management-level committee headed by the Group Chief Risk Officer, which reviews and monitors the Group’s risk management strategy and its risk appetite and profile, and makes recommendations on risk management strategy, resources allocation, and risk appetite/profile to the BRC.
4. **Risk Department:** Comprising the Regulatory Compliance, Financial Crime Compliance, Risk Management and Technology Risk teams, the Risk Department is an independent function responsible for the monitoring and reporting of the controls in the various risk areas, and conducts periodical testing to assess the effectiveness of the controls in place. Where necessary, the Risk Department may challenge the decisions by Business Units to ensure that risks have been sufficiently considered in their decision-making.
5. **Internal Audit Department:** Reporting to the AC, the Internal Audit department conducts independent audits on the various functions within the Group to provide AC with an unbiased and objective view on the effectiveness of the Group’s risk management, governance and internal control processes.

The Group risk management reporting structure is depicted in the diagram below:



The Group's risk governance model places accountability and ownership on management and employees in ensuring an appropriate level of independence and segregation of duties. The management of risk broadly takes place at different hierarchical levels and emphasised through various levels of business lines, committees and control functions. The structure is premised on the Three Lines of Defence which include risk owners, risk oversight and independent audit:



As the primary functions executing its processes, the Business and Support Units are the risk owners of their processes and are responsible for the implementation of controls to mitigate the risks identified.

The Risk Department, led by the Group's Chief Risk Officer ("CRO"), serves as the second line of defence to monitor and ensure that the first line has implemented their risk controls, and conduct audits to evaluate the effectiveness of the risk controls in mitigating the risks. The independence of the second line from the first line of defence ensures that the appropriate checks and balances are in place.

The Independent Audit function provides independent assurance to the Board and Senior Management that the first and second lines of defence are effectively managing and controlling risks. Internal audit is carried out to evaluate the effectiveness of the control and procedures. The Internal Audit department reports independently to the Board through the Audit Committee on the design and operational effectiveness of the risk management systems, internal controls and governance processes put in place by the Group to manage and mitigate the key areas of risk.

## Risk Appetite

Effective risk management begins with a clear articulation of the Group's risk appetite and how its risk profile is managed in relation to the appetite. To complement this, the Group's risk appetite has been embedded into its risk culture.

The Group's risk appetite defines the level and nature of risks that the Company is willing to take on in pursuit of its strategic and business objective, taking into consideration the interests of key stakeholders. The purpose of developing risk appetite ensures that the Group's activities are operated within the risk boundaries.

The Group's risk appetite accounts for a spectrum of risk types including but not limited to financial risk, regulatory risk, technology risk and operational risk. Risk appetite is translated through the determination of risk thresholds and limits, and are implemented using formal frameworks, policies and procedures.

The Group's risk-taking approach is focused on activities and businesses that are well understood and where there is sufficient expertise, resources, and infrastructure to effectively measure and manage the risk involved. All employees are responsible for understanding the limits and other boundaries that apply to the activities in their areas of responsibility.

# Corporate Governance Report

## Material Risks

Through the risk management processes, the Group has identified the following material risks which have a significant impact on the Group:

Risk		Description	Appetite
<b>Business and Strategic Risk</b>		Business and Strategic risk refers to the events or decisions that could potentially hinder the Group from achieving its long-term strategic goals.	<ul style="list-style-type: none"> <li>The Group only has an appetite for business and strategic risk where it supports its business model, sustainable growth and operational efficiency.</li> <li>The Group seeks at all times to protect its good name in the management of the Group's business operations and its customer relationship.</li> </ul>
<b>Regulatory and Compliance Risk</b>	<b>Regulatory Compliance Risk</b>	The risk arising from violations of laws, rules or regulations, or from non-compliance with internal policies or procedures or with the Group's business standards.	<ul style="list-style-type: none"> <li>Breaches of relevant laws and regulations as well as board set limits will be remediated and rectified timely upon discovery.</li> <li>The Group has no appetite for severe breaches of code of conduct, employee contract terms and conditions.</li> <li>The Group has low appetite for significant legal cases and significant complaints from customers.</li> <li>The Group has no appetite for the occurrence of non-cybersecurity related events that have a material impact<sup>1</sup> on customers in the event of customer information being compromised.</li> </ul>
	<b>Privacy Risk</b>	The risk of failure to safeguard company proprietary information or personal data entrusted by customers, staff, business partners and others.	
<b>Financial Crime Risk</b>	<b>Money-laundering / Terrorist Financing Risk</b>	The risk resulting from the failure to adequately prevent or detect misuse of the Group's products or services for money laundering and terrorist financing purpose.	<ul style="list-style-type: none"> <li>The Group has no appetite for any ML/TF activities conducted through iFAST.</li> <li>The Group has no appetite for facilitating market abuse activities through iFAST platforms.</li> <li>The Group has no appetite for conducting business with sanctioned persons or entities.</li> <li>The Group has no appetite for entering into illicit business activities.</li> <li>The Group has no appetite for internal and external fraud.</li> <li>The Group has no appetite for the offering or accepting of bribes.</li> </ul>
	<b>Market Abuse</b>	The risk unlawful behaviour, including but not limited to insider trading, false trading and market manipulation, being conducted on iFAST platforms or relating to iFAST employees.	
	<b>Sanctions Risk</b>	The risk of failure to comply with sanctions laws and regulations issued by relevant authorities.	
	<b>Tax Evasion Risk</b>	The risk resulting from the failure to adequately prevent or detect misuse of the Group's products or services for tax evasion purposes.	
	<b>Fraud Risk</b>	The risk of failure to monitor, detect or prevent fraudulent activity by an internal or external actor.	
	<b>Bribery and Corruption Risk</b>	The risk of failure to prevent, detect and deter bribery and corruption.	

<sup>1</sup> Events of material impact refers to ones that could result in significant harm to the data subject, or one of significant scale.

*Continued >>>*

Risk	Description	Appetite
Operational Risk	<b>Operational Risk</b> Operational Risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.	<ul style="list-style-type: none"> <li>The Group is willing to accept that it is exposed to operational risk and will incur operational losses.</li> <li>The Group has low appetite for failures caused by inadequate systems, processes or procedures that could lead to customer detriment.</li> <li>The Group has low appetite for business disruptions due to third-party arrangements.</li> <li>The Group has low appetite for disruptions/outage that might materially impact the Company's business operations, reputation or profitability, or its ability to manage risks and comply with applicable laws and regulations.</li> </ul>
	<b>Business Continuity Risk</b> The risk of business disruption and ability to continually deliver financial services.	
	<b>Third Party Risk</b> The risk of service disruption arising from third party services or risk of iFAST being impacted due to association with the service providers.	
Technology Risk	<b>Technology Risk</b> Technology risk is the risk arising from technology failures that may disrupt business operations, including information security incidents or service outages.	<ul style="list-style-type: none"> <li>The Group has low appetite for business disruptions or system outage.</li> <li>The Group has no appetite for IT security breaches which compromise data integrity/security.</li> </ul>
	<b>Cybersecurity Risk</b> The risk of the Group's exposure to harm or loss resulting from misuse or abuse of technology by malicious perpetrators.	
Financial Risk	<b>Liquidity Risk</b> Liquidity risk is the risk of the Group's inability to meet financial obligations due to lack of liquid assets.	<ul style="list-style-type: none"> <li>The Group has no appetite for breach of regulatory and Board-set limits.</li> <li>The Group has no appetite for the failure to meet settlement obligations to its clients due to lapses in internal controls.</li> <li>The Group has no appetite to enter into credit risk exposure outside the limit approval framework.</li> <li>The Group has no appetite for incurring material financial loss resulting from reliance on collateral without appropriate collateral valuation.</li> </ul>
	<b>Market Risk</b> Market risk is the risk that changes in market factors, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.	
	<b>Credit and Counterparty Risk</b> Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations	

### Business and Strategic Risk

Business and strategic risks are managed through various processes within the Group's risk management frameworks, and such risks are deliberated by the Board of Business Units' Supervision Committee, which is a committee formed by Management executives.

The Group acknowledges that it operates in a highly competitive and fast-changing industry and remains committed to innovate as well as regularly observing overseas developments and seizing new business opportunities when they arise to avoid becoming obsolete. Each new proposed project, product or services arrangement is subject to a risk review and sign-off process via the New Business Risk Assessment. The process covers the identification of risks and controls associated with new products and business initiatives pre and post implementation including key business risk type, mitigation measure to the associated risk, control required and etc. A periodic review will be done by the project working group and Risk Management Team to keep the new project, product or services risk assessment up-to-date.

In terms of reputational risk, the Group at all times holds itself to high standards and strives to comply with all applicable laws when conducting its business, as it understands that a failure to do so will cause the Group to face legal or regulatory sanctions, which may lead to adverse publicity and reputational damage.

### Regulatory and Compliance Risk

Given its presence in multiple jurisdictions, the Group takes an active approach to ensure that it continues to remain compliant with the relevant rules and regulations it operates under. Regulatory and compliance risk is primarily managed through the compliance risk management framework, policies and procedures. Regular compliance and audit checks are conducted by the Compliance department where the frequency of testing commensurate with the risk level of the activity being tested or audited. The compliance and audit checks coupled with stringent approval processes enable the Group to detect and deter non-compliance occurrences more effectively.



# Corporate Governance Report

The Group devotes significant attention and resources to promote strong compliance culture by placing emphasis on the practice of high standards of honesty, integrity and compliance in applicable laws throughout the Group. Adequate training has been put in place for all employees to ensure awareness and understanding on the roles and responsibilities in managing regulatory and compliance risk. There is also reporting mechanisms to allow the Group's employees to report compliance issues or breaches outside regular reporting lines without fear of retribution or retaliation.

## Financial Crime Risks

To mitigate financial crime risk, the Group employs a comprehensive strategy integrating proactive measures and advanced technologies. At its core is a robust Anti-Financial Crime framework addressing money laundering, terrorism financing, sanctions evasion, market abuse, tax evasion, fraud, bribery and corruption. The Group conducts thorough due diligence on our stakeholders, implementing enhanced measures for higher-risk clients. Transaction monitoring, supported by data analytics and machine learning, scrutinises financial transactions for anomalies, enabling rapid risk identification. Regular risk assessments are conducted to adapt or practices to evolving threats and comply with regulatory requirements. The Group promotes a compliance culture through ongoing employee training, ensuring staff recognise and report suspicious activities. Collaboration with regulators, law enforcement, and peers enhances the Group's ability to anticipate risks, fortifying its defense against financial crimes. Constant vigilance, adaptability, and a commitment to best practices contribute to the Group's effective mitigation of financial crime risk.

## Operational Risk

The Group is cognisant that an effective management of operational risk has always been a fundamental element of its risk management framework because operational risk is inherent in all activities, processes and systems. Types of operational loss events may include:

- Business Disruption and Systems Failures
- Execution, Delivery, and Process Management
- Clients, Products, and Business Practice
- Employment Practices and Workplace Safety
- Damage to Physical Assets
- Internal Fraud
- External Fraud

Through iFAST Operational Risk Policy, key risk and control self-assessments, and Incident Reporting, risks are properly identified, managed, mitigated and reported in a structured and consistent manner. The Group has established a policy and culture for employees to report operational risk events and escalate to the appropriate forum. Such risk events are documented and reviewed regularly to ensure that controls remain effective and fit for purpose.

## Technology Risk

As a "Fintech" company that existed even prior to the popular coining of the term, the Group places utmost importance in ensuring that measures are in place to mitigate the impact of any technological failures that may disrupt business operations. Technology risk is primarily managed through the iFAST Technology Risk Framework and its multi-year development plans. The technology risk team strives to stay up-to-date on the latest IT developments and trends that may disrupt the business, or can be leveraged to improve the Group's IT capabilities. In the event of a business disruption, the Group's Business Continuity and Disaster Recovery Plans enables the Group to recover its affected critical systems within a pre-determined duration. Such plans have been tested and continually improved over the years to ensure its operational readiness.

## Cybersecurity Risk

Cybersecurity risk is a continuously evolving risk for the Group. The Group takes a holistic and proactive approach towards cybersecurity, and is committed to a culture of security to protect the interests of its stakeholders, including customers, employees, business partners and the Group.

The Group understands the importance of adopting and integrating cybersecurity best practices developed by organisations such as the International Standardisation Organisation ("ISO") and the National Institute of Standards and Technology ("NIST"). Cybersecurity measures and controls are regularly audited by internal teams and external agencies to ensure that audit observations are promptly addressed.

Ongoing business expansions may expose the Group to potential new threats. The Group has invested time and resources as well as creative talent to combat the ever-evolving, increasingly sophisticated cyber threat landscape. The Group continues to work closely with its partners to evaluate and bring on board new security technologies to strengthen its security and cyber defences.

The Group takes a proactive stance when it comes to the provision of technological risk training, and regularly sends members from its IT security operations and technology risk team for cybersecurity-related conferences and training courses. The Group's cybersecurity team members have attained globally recognised cybersecurity certifications.

## Financial Risk

As a leading wealth management platform and digital bank, a comprehensive financial risk management system is imperative to the Group on minimising the effects of economic uncertainty on the Group. Currently, the primary areas of concern for the Group's financial risk management are liquidity, credit, foreign currency risk and interest rate risk.

Financial risks are primarily managed through the Group's financial risk management frameworks and policies, monitoring metrics, limits and stress testing. The framework and policies articulate the Group's approach to financial risk management including the roles and responsibilities required to ensure that the risks are appropriately identified, captured, quantified, managed and reported in compliance with relevant regulatory requirements. Financial risks are monitored closely and internal thresholds are set to inform the Group to take actions ahead of time to address any deterioration of the risk profile.

## Board's Oversight

During 2023, the BRC has reviewed the risk assessments of new projects and the internal controls that address the financial, operational, compliance and information technology risks. The BRC also discussed the key risks at each meeting. Minutes of the BRC are furnished to the Board after each meeting.

The BRC is supported by the MRC in the identification, assessment, mitigation, and monitoring of risks relating to the Group's businesses. The MRC reports to the BRC and is chaired by Mr Eddie Pang Jian Long as the Group Chief Risk Officer ("CRO") in 2023.

For the financial year ended 31 December 2023, the Board has received written assurance from the CEO, COO, CRO and CFO, as well as other key management personnel that:

- (i) Financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- (ii) The Group's risk management and internal controls systems are adequate and effective in addressing financial, operational, compliance and information technology risks.

The Board is satisfied with the adequacy and effectiveness of the Group's internal controls in addressing the financial, operational, information technology and compliance risks, and risk management systems. The Company's internal controls, including financial, operational, information technology and compliance controls, and risk management systems were adequate and effective based on the internal controls established and maintained by our Group, work performed by the internal and external auditors, reviews performed by the Management, various Board Committees and Board and assurances received from the Management, BRC and AC. The AC and BRC concurred with the Board's comments as aforementioned.

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

Name of BRC Members	Summary of Activities in 2023
Dr Chen Peng (appointed as Chairman on 1 January 2023) Mr Mark Rudolph Duncan Ms Tham Soh Mui Tammie (appointed as member on 1 January 2023) Mr Lim Chung Chun Mr Lim Wee Kian	<ul style="list-style-type: none"><li>• Reviewed risk assessments and technology risks including new projects.</li><li>• Reviewed internal controls addressing financial, operational, compliance and information technology.</li><li>• Discussed key risks.</li><li>• Monitored risk profile and kept abreast of changes in the external and internal environment.</li><li>• Reviewed and assessed the adequacy and effectiveness of risk management and internal control systems (including financial, operational, compliance and information technology).</li><li>• Reviewed and approved risk management framework.</li><li>• Reviewed and assessed the risk management capabilities and resources of the Company.</li><li>• Reviewed the assurance provided by the CEO and key management personnel regarding the evaluation of the adequacy and effectiveness of risk management and internal control systems (including financial, operational, compliance and information technology).</li><li>• Reviewed legal and regulatory matters that may have material impact on the Company.</li><li>• Conducted special investigations relating to risk assessment and technology risks and internal control systems.</li></ul>

# Corporate Governance Report

## AUDIT COMMITTEE

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

#### Provision 10.1: The Duties of the AC Provisions 10.2 and 10.3: Composition of the AC

Our AC, as at the date of this report, comprises the following members, which consist of two Independent Directors and one Non-Independent Non-Executive Director:

**Mr Toh Teng Peow David (Chairman)**  
**Dr Chen Peng (Member)**  
**Ms Janice Wu Sung Sung (Member)**

The majority of the AC members, including the Chairman, are Independent Directors and are all Non-Executive Directors, in accordance with the Code and Listing Manual. The Board is of the view that the members of the AC, including the Chairman, have the relevant accounting or related financial management expertise or experience to discharge their responsibilities.

None of the members nor the Chairman of the AC are former partners or directors of the Group's external auditors within a period of two years from the cessation of his/her partnership or directorship, nor does he/she have any financial interest in the firms acting as the Group's external auditors.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

Our AC has written terms of reference and shall meet at least four times a year (to coincide with key dates in the Company's financial reporting cycle). The functions of the AC are set out below:

- (i) Monitor the integrity of the financial information provided by the Company and any announcements relating to the Company's financial performance;
- (ii) Review all interim and annual financial statements before submission to the Board for approval, paying particular attention to:
  - (a) Critical accounting policies and practices, and any changes in them;
  - (b) Decisions requiring a significant element of judgement, the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
  - (c) Clarity of disclosures;
  - (d) Significant adjustments resulting from the audit;
  - (e) Going concern assumptions;
  - (f) Compliance with stock exchange and other legal requirements;
  - (g) Significant financial reporting issues with both the Management and the external auditor; and
  - (h) Other topics at the request of the Board.
- (iii) Review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- (iv) Review the assurances from the CEO, COO, CRO and CFO on the financial records and financial statements;
- (v) Monitor and assess the role, adequacy, effectiveness, independence and scope and results of the Company's internal audit function; ensure that the internal audit function is adequately resourced and skilled in line with the Company's nature, size, and complexity;
- (vi) Review the internal audit program and receiving the internal audit reports, monitoring the responses to their findings to ensure that appropriate follow-up measures are taken;
- (vii) Review with the external auditors their audit plan, their evaluation of the system of internal accounting controls, their audit report, their management letter and the Management's response;
- (viii) Review the adequacy, effectiveness, independence, objectivity, scope and results of the external audit while keeping the nature and extent of non-audit services provided by the external auditors under review to ensure the external auditor's independence or objectivity is not impaired;
- (ix) Discuss with external auditors in respect of any issues regarding fraud and irregularities;
- (x) Ensure that the external auditors have direct and unrestricted access to the Chairman of the AC and the Chairman of the Board; and
- (xi) Review and recommend for the Board's approval, all Interested Person Transactions, as specified under Chapter 9 of the SGX-ST Listing Manual.

In the course of 2023, the AC has carried out activities relating to the aforementioned functions and other reviews as and when required by regulators.

During the financial year, the AC has reviewed the scope and quality of the audits and the independence, objectivity and cost effectiveness of the external auditors. The AC is satisfied that the external auditors, Messrs KPMG LLP are able to meet the audit requirements and statutory obligation of the Company. The AC reviewed all audit and non-audit fees provided by the external auditors, Messrs KPMG LLP during the year. The fees paid to the auditors in respect of audit and non-audit services for the financial year 2023 are stated in the notes to the financial statements. The AC is satisfied with the independence and objectivity of Messrs KPMG LLP as external auditors of the Company. The AC has recommended the re-appointment of Messrs KPMG LLP as external auditors of the Company at the forthcoming AGM.

The Board and AC are satisfied that the appointment of different auditors for some of its subsidiaries would not compromise the standard and effectiveness of the audit of the Company. The Company is in compliance with Rules 712, 715 and 716 of the Listing Manual of the SGX-ST.

#### **Provision 10.4: Internal Audit Function**

The Group's Internal Audit Department ("IAD") reports directly to the Chairman of the AC on audit matters, and to the COO on administrative matters. The AC approves the hiring, removal, evaluation and compensation of the staff of IAD. The AC approves the hiring, removal, evaluation and compensation of the head of the internal audit function. The IAD has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC. The Group's IAD carries out its function in accordance to the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

During the year, the AC reviewed the scope and results of internal controls addressing operations, financial, compliance and information technology controls relating to the Group based on the approved Internal Audit Plan. The findings and results of the IAD were discussed in detail at the AC meetings. The IAD continuously reviews the Internal Audit Plan to ensure its adequacy in addressing the needs of the Group and the changing risk profiles of the Group's activities.

The AC reviews the adequacy and effectiveness of the internal audit function on an on-going basis. The AC is satisfied that the internal audit function is adequately resourced and has appropriate standing within the Company. The internal audit function is independent of the activities it audits. The AC is also satisfied that the IAD is staffed by suitably qualified and experienced personnel.

#### **Provision 10.5: AC Activities During the Year**

The AC meets with the internal and external auditors, without the presence of Management at least once annually. During the year, the AC had discussions with the internal and external auditors without the presence of Management.

In addition to the activities undertaken to fulfill its responsibility, the AC is kept abreast by the Management, external and internal auditors on changes to accounting standards, SGX-ST Listing rules and other codes and regulations which could have an impact on the Group's business and financial statements. Minutes of the AC are furnished to the Board after each meeting.

The AC agreed that the Key Audit Matters ("KAM") highlighted by the external auditors were appropriate areas to focus on. The AC examined the findings on these and other areas together with the external auditors, internal auditors and Management. In each of the KAM, the AC reviewed and accepted the judgmental assumptions made, models used, and accounting treatments adopted by the Management. The AC concurred with the external auditors regarding the KAM.

#### **Whistle-Blowing Policy**

The Company has established a whistle-blowing policy (the "Policy") as an avenue for employees and external parties to raise concerns about possible improprieties in matters of financial reporting or other matters. The policies encourage employees and external parties to raise concerns, in confidence, whether anonymously or otherwise, about possible irregularities.

Employees' whistle-blowing policy and procedures are disclosed and clearly communicated to all employees of the Group. Employees' complaints should be made to the Lead Independent Director, the Chairman of AC or the CEO directly, in which case the CEO will report the complaints received to the Lead Independent Director and Chairman of AC without delay. The Company has a well-defined process which ensures independent investigation of such matters and the assurance that employees will be protected from reprisals, within the limits of the law. The Lead Independent Director, the Chairman of AC or the CEO will forward the complaints to the Company Secretary for record purposes.

## Corporate Governance Report

Complaints from external parties are received through a dedicated email address as detailed in the External Whistle-Blowing Policy published on the Group's website. Complaints and reports received in the dedicated email address are directed to Internal Audit Department for review and follow-up actions. The Group recommends the whistle-blower to be detailed in setting out the background and history of events and reasons for concern to ensure disclosure and complaints may be properly handled and investigated. Investigation findings are reported to the AC.

The AC had reviewed the whistle-blowing policy which covers internal and external stakeholders. A whistle-blower is able to raise concerns about actual or suspected improprieties in matters of financial reporting or other matters with the objective to deter wrongdoing and to promote standards of good corporate practices. The whistle-blowing policy includes among others, reporting procedure, confidentiality and how the Group will respond. The Group shall take reasonable steps to ensure that the whistle-blower's identity is protected and confidentiality is maintained at all times. There is a designated independent function to investigate whistle-blowing reports made in good faith. The Group is committed to prohibit discrimination, retaliation, unfair treatment or harassment of any kind against a whistle-blower who submits a complaint or report in good faith. The Lead Independent Director/Audit Committee is responsible for oversight and monitoring of whistle-blowing reported under the whistle-blowing policy.

Name of AC Members	Summary of Activities in 2023
Mr Toh Teng Peow David Dr Chen Peng (appointed as member on 1 January 2023) Ms Janice Wu Sung Sung	<ul style="list-style-type: none"><li>• Reviewed quarterly financial statements and announcements and recommendations to the Board.</li><li>• Reviewed financial and operating performance of the Group.</li><li>• Reviewed interested person and related party transactions.</li><li>• Reviewed the audit report from the external auditors, including areas of audit emphasis and key audit matters, findings and progress of Management's actions as well as updates on new accounting standards with status of Management's implementations.</li><li>• Evaluated and recommended the re-appointment of the external auditors including Audit Quality Indicators, review of fees, provision of non-audit, objectivity and independence and review of audit plan.</li><li>• Reviewed internal audit plan (including progress, implementation of management actions, changes to the plan and auditable entity) and follow up on internal audits which includes IT audit.</li><li>• Reviewed Investment Portfolio.</li><li>• Reviewed whistle-blowing policy.</li><li>• Reviewed the assurances from CEO, COO, CRO and CFO on the financial records and financial statements.</li><li>• Reviewed the adequacy and effectiveness of the internal controls (including financial, operations, compliance and information technology) and risk management systems.</li><li>• Reviewed the adequacy and effectiveness, independence and scope of the internal audit function including audit resources and its appropriate standing within the Group.</li><li>• Reviewed investigations within the Group and ensured appropriate follow-up actions, where required.</li><li>• Met with the external auditors without presence of Management.</li></ul>

## D. SHAREHOLDER RIGHTS AND ENGAGEMENT

**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.**

### Provisions 11.1, 11.2, 11.3 and 11.4: Conduct of General Meetings

#### Shareholder Rights

The Company continually reviews and updates its governance arrangements to recognise, protect and facilitate the exercise of shareholders' rights and to ensure all shareholders, investors and the public are treated fairly and equitably. All material information affecting the Company is promptly and adequately disclosed via SGXNET. All shareholders are accorded their rights in accordance with the Companies Act and the Company's Constitution.

The Company seeks to provide shareholders with an analysis, explanation and assessment of the Group's performance, financial position and prospects when reporting quarterly and full year financial results. The Singapore Exchange Regulation ("SGX RegCo") implemented a risk-based approach to quarterly reporting of financial statement on 7 February 2020 and the Company was not among the companies required by SGX RegCo to continue with quarterly reporting. However, the Group has decided to continue releasing its quarterly financial statement on a voluntary basis as the Group believes transparency is key in giving investors information they need to know more about the company, its goal and vision, in a clear and timely manner. Press releases and presentation decks are released together with the financial results via SGXNET. The Company aims to present a balanced and clear assessment of the Company's performance when communicating and disseminating its financial results.

#### Conduct of General Meetings

The Company supports and encourages active shareholder participation and ensures that shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders. A shareholder who is a relevant intermediary (as defined in the Companies Act 1967 of Singapore) can appoint two or more proxies to attend the AGM. Shareholders of the Company are informed of the rules, including voting procedures that govern general meetings of shareholders.

The Company disseminates information on its general meetings through notice in its Annual Report and/or Letter/Circular to Shareholders. All shareholders of the Company will receive the notice of AGM, proxy form and request form to request for hard copy Annual Report and Letter/Circular to Shareholders. Annual Report and Letter/Circular to Shareholders are posted on the Company's website and sent to the shareholders upon request. The notices are also released via SGXNET and published in the local press.

The general meeting procedures allow shareholders the opportunity to communicate their views on various matters affecting the Company, and raise questions relating to each resolution tabled for approval. At general meetings, separate resolutions on each separate issue will be tabled for approval by shareholders. In the case where the resolutions are "bundled", the reasons and material implications will be clearly explained in the notice of meeting.

For greater transparency, the Company has implemented electronic poll voting. This entails shareholders being invited to vote on each of the resolutions by poll, using via an electronic voting system (instead of voting by hand), thereby allowing all shareholders present or represented at the meeting to vote on a one share, one vote basis. All resolutions are voted by electronic poll voting in the presence of independent scrutineers and the detailed results of all votes cast for, or against each resolution are then screened at the meeting and released to the public via SGXNET after the meeting. The Company always considers the use of electronic poll voting system as the primary manner to conduct voting process. Where circumstances such as constraints of personal attendance arising from regulations, amongst many factors, drive changes in the voting process, the Company may consider other suitable voting systems at its general meeting.

# Corporate Governance Report

As a Fintech driven investor focused company, the Company recognises the importance of shareholder engagement and constantly looks to enhance shareholder participation through the innovative use of technology. This has led the Company to explore holding a hybrid AGM with features similar to AGMs held during pre-COVID times.

In 2023, the Company conducted its third hybrid AGM which was held both physically (“physical AGM”) and via electronic means (“virtual AGM”). The physical segment of the AGM was held at Singapore Chinese Cultural Centre on 26 April 2023 where verified shareholders, analysts, and members of the media were able to attend. The AGM was also broadcasted via an online platform and attended by virtual attendees including shareholders, analysts, and members of the media. Shareholders who attended the physical AGM and virtual AGM were able to cast their votes live for the resolutions tabled at the AGM.

In addition, shareholders were able to pre-submit questions related to the resolutions to be tabled for approval at the AGM and the Company’s business by emailing the Company’s Investor Relations team. To better engage shareholders, replies to questions pre-submitted by shareholders were released via SGXNET on 20 April 2023 before the AGM scheduled on 26 April 2023. Two-way live Q&A via video and text was available for shareholders and proxies who participated in both the physical and virtual AGM. The Company also ensured that shareholders were able to appoint third party proxy(ies) (other than the Chairman) to attend and vote on the meeting on their behalves, similar to a traditional AGM.

The hybrid AGM provides a channel for shareholders to interact with the Company’s Board of Directors and Senior Management. The members of the Board and Board Committees attend the AGM to meet shareholders and answer any queries that the shareholders may have. All Directors attended the AGM held on 26 April 2023 in person. The Company’s Senior Management, External Auditors and Internal Audit Department were also present at the meeting in person to address shareholders’ queries.

As the present Constitution of the Company does not have a provision to allow shareholders to vote in absentia, via methods such as e-mail, fax, etc., and the legal and regulatory environment is not entirely conducive for voting in absentia, the Company does not allow a shareholder to vote in absentia at general meetings, except through the appointment of a proxy, attorney or in the case of a corporation, a corporate representative, to cast their vote in their stead. The introduction of absentia voting methods will be deferred until an appropriate time.

## **Provision 11.5: Minutes of General Meetings**

Minutes of general meetings, including substantial comments or queries from shareholders and responses from the Board and Management relating to the agenda of the meeting, have been published on Company’s website since 2019. Minutes of AGM held on 26 April 2023 was published on SGXNET and the Company’s website on 25 May 2023.

## **Provision 11.6: Dividend Policy**

The Company does not have a formal dividend policy. However, the Company has been declaring or recommending dividends on a quarterly basis. Dividend pay-outs are communicated clearly to shareholders via announcements on SGXNET when the Company discloses its quarterly financial results. The Company pays dividends in a timely manner after it has been declared each quarter or approved at the AGM.

The Directors had proposed a final dividend of 1.40 cents per ordinary share for the financial year ended 31 December 2023, subject to shareholders’ approval at the forthcoming AGM. If approved by shareholders at the AGM, the Group’s dividend payout in for the financial year ended 31 December 2023 is about 50.05% of the Group’s net profit.



## 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.**

### Provisions 12.1, 12.2 and 12.3: Shareholders' Engagement

#### Investor Relations Policy

The Company believes that the shareholders have the right to be sufficiently informed of changes in the Company or its business which would be likely to materially affect the price or value of the Company's shares.

The Company values transparency and timeliness in its communications with the investment community and has put in place an Investor Relations Policy to ensure all investors are able to access information on the Company, including the Company's business strategies and updates, stock and financial performance, corporate management and governance etc., in a timely manner.

In compliance with SGX-ST Listing Rules and Guidelines to ensure shareholders are kept informed of the Company's developments and updates, the Company discloses information via the SGXNET in a timely and transparent manner to ensure shareholders are kept informed of the Company's developments and updates.

The Company responds to enquiries from analysts, fund managers, media, shareholders of the Company and the public in a timely and transparent manner. Price-sensitive information is first publicly released via SGXNET before any disclosure to any group of investors or analysts. All analysts' briefing presentation decks and press releases are released to the public via SGXNET. The Company's Corporate Communications department is responsible for matters relating to investor relations such as preparation of the presentation decks and press releases.

The Company's website at [www.ifastcorp.com](http://www.ifastcorp.com) is also a key resource of information to shareholders. There is a dedicated Investor Relations section, which provides ready access to information such as corporate announcements, press releases, annual reports, sustainability reports, quarterly financial results and presentations for its shareholders and the investment community. In addition, the Company holds regular investor briefings after the release of its financial results in an effort to establish high standards of engagement and communication with its shareholders and the investment community. The Company would invite analysts, fund managers, both mainstream and non-mainstream media, investment bloggers and shareholders of the Company to the briefings to provide them with greater insights into the Company's performance, developments and future plans. The results briefings, if any, will be filmed and uploaded to the Investor Relations section on the Company's website, and made accessible to any interested investors. To better engage shareholders and the investor community, the Company allows participation in its investor briefings via both face-to-face and online video conference.

Prospective investors are able to contact the Company via the Investor Relations email address ([ir@ifastfinancial.com](mailto:ir@ifastfinancial.com)), where the Corporate Communications team will be responsible to act upon their requests. The team also participates in investor conferences attended by both retail and institutional investors. The Board encourages the Management and the Corporate Communications team to provide the Board with updates pertaining to the common questions posed by investors. Shareholders who wish to bring issues directly to the attention of the Lead Independent Director can do so by emailing him at [Lead.ID@ifastfinancial.com](mailto:Lead.ID@ifastfinancial.com).



### E. MANAGING STAKEHOLDERS RELATIONSHIPS

#### ENGAGEMENT WITH STAKEHOLDERS

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

#### Provisions 13.1, 13.2 and 13.3: Stakeholders' Engagement

The Company engages its stakeholders through different channels to establish, address and monitor the material environmental, social and governance ("ESG") factors of the Company's operations and its impact on the various stakeholders.

The Company engages stakeholders with the various channels that are already in place to better understand its stakeholders' concerns, and address any issues that they may face. Engagement channels and frequencies are reviewed periodically to ensure that they are sufficient to deal with current identified stakeholders' ESG-related issues.

The Company is also committed to enhancing and improving the current engagement initiatives, while staying abreast of new trends or developments that may affect the sustainability standing of the Company, and eventually implementing corresponding measures to resolve the new ESG issues.

For more information on the Company's approach to stakeholder engagement and materiality assessment, please refer to the Sustainability Report section of this Annual Report.

#### ADDITIONAL INFORMATION

##### Dealing in Securities

The Company has in place a policy to provide guidance regarding share dealings by the Company, its Directors and officers, including employees who have access to price-sensitive information. The Company, its Directors and officers, including employees who have access to price-sensitive information, are not to deal with the Company's securities on short-term considerations and during the two weeks before the announcement of the Group's financial statements for the first three quarters of its financial year and one month before the announcement of the Group's full year financial statements, and ending on the date of announcement of the relevant results. The Company, its Directors and officers, including employees who have access to price-sensitive information, are expected to observe insider trading laws at all times.

##### Interested Person Transactions

[Listing Manual, Rule 907]

The Group is in compliance with the provisions on interested person transactions under the Listing Manual of the SGX-ST.

All interested person transactions ("IPT") will be documented and submitted periodically to the AC for their review to ensure that such transactions are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company.

The Company does not have a general shareholders' mandate for recurrent IPT.

There were no interested person transactions entered into by the Group in excess of \$100,000 during the financial year under review.

##### Material Contracts

Save for the Service Agreement between the Chairman and CEO and the Company, there were no material contracts entered into by the Company and its subsidiaries involving the interest of any Director or controlling shareholders, which subsisted at the end of the financial year ended 31 December 2023.

## SUMMARY OF DISCLOSURES: CORPORATE GOVERNANCE

This summary of disclosures describes our corporate governance practices with specific reference to the express disclosure requirements in the principles and provisions of the Code.

Principles and provisions of the Code – Express disclosure requirements	Page reference
Provision 1.2 The induction, training and development provided to new and existing Directors.	Pg. 73-74
Provision 1.3 Matters that require Board approval.	Pg. 74
Provision 1.4 Names of the members of the Board Committees, the terms of reference of the Board Committees, any delegation of the Board's authority to make decisions, and a summary of each Board Committee's activities.	Pg. 73, 75, 82-85, and 91-100
Provision 1.5 The number of meetings of the Board and Board Committees held in the year, as well as the attendance of every board member at these meetings.	Pg. 75
Provision 2.4 The Board diversity and progress made towards implementing the Board diversity policy, including objectives.	Pg. 79
Provision 4.3 Process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidate.	Pg. 81-82
Provision 4.4 Where the Board considers a Director to be independent in spite of the existence of a relationship, which may affect his or her independence, the nature of the Director's relationship and the reasons for considering him or her as independent should be disclosed.	Not applicable
Provision 4.5 The listed company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties are disclosed.	Pg. 13 and 75
Provision 5.2 How the assessments of the Board, its Board Committees and each Director have been conducted, including the identity of any facilitator and its connection, if any, with the Company or any of its Directors.	Pg. 83
Provision 6.4 The Company discloses the engagement of any remuneration consultants and their independence.	Pg. 85-86
Principle 8 Clear disclosure of remuneration policies, level and mix of remuneration, and procedure for setting remuneration, and the relationship between remuneration, performance and value creation.	Pg. 88-89
Provision 8.1 The Company discloses the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of (a) each individual director and the CEO; and (b) at least the top five key management personnel (who are not Directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.	Pg. 88-89

*Continued >>>*

## Corporate Governance Report

<p>Provision 8.2 Names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a Director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.</p>	Pg. 89
<p>Provision 8.3 The Company discloses all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company, and also discloses details of employee share schemes.</p>	Pg. 85-89
<p>Provision 9.2 Whether the Board has received assurance from (a) the CEO and the CFO that the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (b) the CEO and the other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.</p>	Pg. 97
<p>Provision 11.3 Directors' attendance at general meetings of shareholders held during the financial year.</p>	Pg. 102
<p>Provision 12.1 The steps taken to solicit and understand the views of shareholders.</p>	Pg. 103-104
<p>Provision 13.2 The strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.</p>	Pg. 103-104

Key information on Board of Directors	Page reference
Directors' independence status, appointment dates, length of directorship, academic and professional qualifications and present and past directorships details	Pg. 10-13
Directors' meeting attendance	Pg. 75
Directors' remuneration	Pg. 88
Additional information on Directors seeking re-appointment or re-election at the Annual General Meeting to be held on 26 April 2024	Pg. 203-207