Optimizing Energy

Empowering Lives

ANNUAL REPORT 2023

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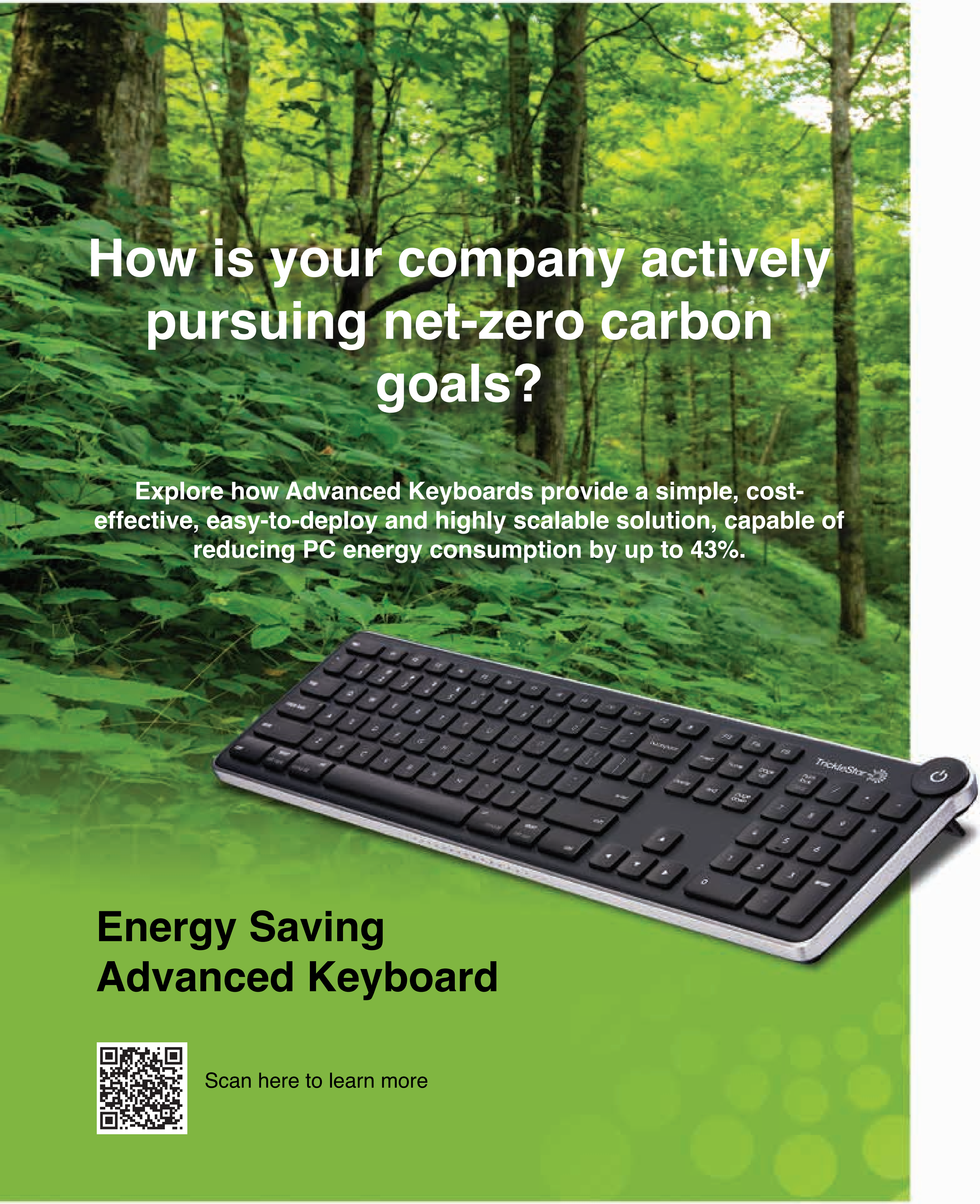
DEFINITIONS used throughout this Annual Report

TrickleStar	TrickleStar Limited and where the context allows and is appropriate, its subsidiaries
Company	TrickleStar Limited
Board	The Board of Directors of the Company
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Director(s)	Director(s) of the Company
FY	Financial year ended or ending (as the case may be) 31 December
Group	The Company and its subsidiaries
K	Thousands
SGX-ST	Singapore Exchange Securities Trading Limited
Sponsor	PrimePartners Corporate Finance Pte. Ltd.
US$	United States dollars


How is your company actively pursuing net-zero carbon goals?
Explore how Advanced Keyboards provide a simple, cost-effective, easy-to-deploy and highly scalable solution, capable of reducing PC energy consumption by up to 43%.
TrickleStar
Energy Saving Advanced Keyboard
Scan here to learn more

Corporate Profile

TrickleStar Group's business is focused on Energy Optimisation and was founded in 2007. TrickleStar Limited, the Group's holding company, is a Singapore investment company that converted to a public company on 17 May 2019 and listed on the Catalist of SGX-ST on 18 June 2019.

"Make significant strides in energy efficiency within homes and workplaces.

OUR VISION

To be a world leader in the design and supply of simple, easy to use electric load control products that reduce energy consumption, improve people's lives and help electric utilities manage grids more efficiently.

OUR GOALS

Be a world leader in innovative Energy Optimisation products.

Corporate Profile

OUR BUSINESS

We design and supply affordable, simple and easy-to-use Energy Optimisation products to help consumers reduce energy consumption in their homes and workplaces. These products also protect consumer devices and help minimise environmental impact by reducing energy wastage from appliances and consumer electronic products. Our Energy Optimisation products are primarily purchased by electric utilities, energy efficiency programs, mechanical, electrical and plumbing contractors, and energy auditors in the US and Canada.

Our business model is asset-light and consumer-centric with a particular focus on brand development and marketing of Energy Optimising products. Our headquarters, which serve as our corporate office, is in Kuala Lumpur, Malaysia. Our sales office and main warehouse facilities are in the USA to facilitate better access and reach to our customers in the USA and Canada.

We outsource our manufacturing to independent electronics contract manufacturers with manufacturing facilities in Malaysia, Vietnam and the PRC. In this way, we can leverage their production efficiencies to achieve better costing for our products, in line with our asset-light business model.

Our Products

Our basic product range is smart powerstrips with energy-saving and surge protection functionality.
We have recently begun marketing an advanced keyboard with smart features.

Wi-Fi Electric
Water Heater Controller

Tier 1 Advanced PowerStrips

Tier 2 Advanced PowerStrips

GSA Approved PowerStrips

Surge Protectors

PowerSwitch

Energy Monitor

USB Motion Sensor

Advanced Keyboard

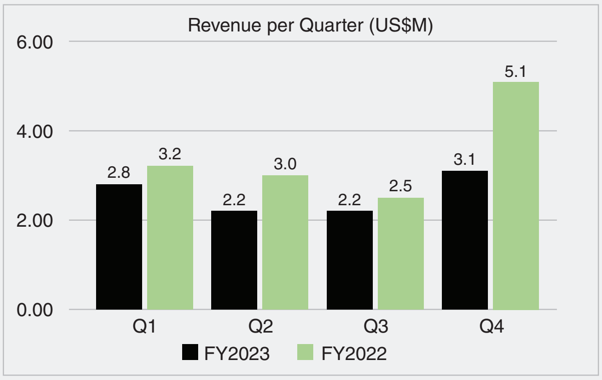
Chairman's Statement

Dear Shareholders

I am pleased to report to you that TrickleStar has made sound progress in stabilizing its business and finances in 2023 although significant work still lies ahead as we strive for shareholder value.

PRODUCTS

In 2023, we returned APS, our core products, into focus for our cash generation and carried out a full review of their manufacturing costs as well as our distribution sources and methods. We found ways to reduce costs and opened discussions for new sales routes, with the objective of making the products more competitive, extending their commercial life and improving our margins.



Our Advanced Keyboard went through further, necessary upgrades in 2023 and we had a product ready for the market towards the end of 2023. We also developed a marketing and sales strategy for the keyboard including a new website and the appointment of sales agents worldwide.

Chairman's Statement

TrickleStar's Water Heater Controller has begun to see some market traction and we continue to promote this product.

The DrySaver and the Portable Power Station have received very poor market response and we have written off the stocks of these products.

FINANCIALS

We ended 2023 with revenue of US$10.29 million (2022: US$13.82 million). Gross margin was 23.3% (2022: 25.3%).

Administration costs dropped by 28.1% from 2022, reflecting management's efforts to contain and reduce costs throughout the business, a key effort of 2023.

We made provisions of US$0.27 million in respect of the stocks of the discontinued Portable Power Station and Dryer Saver. Additionally, TrickleStar absorbed US$0.06 million (2022: US$0.49 million) in unexpected contractual commitments mainly related to the Thermostat project that was discontinued in 2022. These liabilities could have been greater, but for management's negotiations and search for successful outcomes with our suppliers and manufacturers.

After taking into account these write-offs (US$0.33 million), TrickleStar recorded a loss for 2023 of US$0.28 million (2022: Net profit of US$0.16 million).

The focus in 2023 on cash regeneration and cost reduction has restored some health to our balance sheet. Demands on working capital eased as the year progressed and we ended 2023 with net cash of USD3.07 million (2022: US$2.53 million). The improved finances were a trend through 2023 and, as pressures on working capital eased, management was able to produce and spend on the long-awaited, necessary marketing and sales plans for our future, beginning with new hiring as we look to increase sales.

DIVIDEND

There is no dividend for 2023.

OUTLOOK

The transition that began at the end 2022 continued through 2023. We believe that liabilities from the product development programme have now fully surfaced and further provisions should not be needed. Having restored a level of financial health to TrickleStar, we now aim for organic and non-organic growth going forward. TrickleStar needs to diversify and we will consider opportunities that arise, including those where other groups may make use of our strong USA distribution network.

Meanwhile, we have required management to continue to be focused on profitability and cash generation based on the products we now have.

Whilst there are signs that inflationary pressures are easing worldwide, we need to maintain caution against continued high interest rates and cost

Chairman's Statement

increases in our production lines. Uncertainties through Middle East and European wars affect shipping costs that we need to consider.

MANAGEMENT

Management, led by our previous Acting CEO, has responded well to the many changes and challenges of 2023. We completed our search for a new CEO and I am pleased to inform you that Jason Clark, who joined us in August 2023 as Senior Business Development Manager, has been promoted to the CEO position with effect from 1 January 2024. Jason has been leading the challenge to evaluate and find the right markets for the Advanced Keyboard, something that had not previously been recorded. He is aligned with TrickleStar's strategy and is aware of the strengths that we have to build on. I hope you will all join with me in wishing him every success as our new executive leader. At the same time, we thank Gunananthan Nithyanantham for his commitment and work in 2023 and for leading the team through a difficult transitional period. We are fortunate that he remains as COO and we continue to enjoy the benefit of his experience.

BOARD OF DIRECTORS

Mr. Emby resigned from the Board on 19 January 2024. He remains TrickleStar's largest shareholder and we thank him for his contribution to the Group since he founded it in 2007.

CONCLUSION

I laud the commitment of our employees to TrickleStar. They have all grown with and contributed to the changes in 2023. I thank them for their hard work and responsiveness.

I also thank my fellow directors for their continuing insights and contributions and, of course, all our business partners and stakeholders who contribute to TrickleStar's success.

Yours truly,

Ling Hee Keat
Non-Executive Independent Chairman

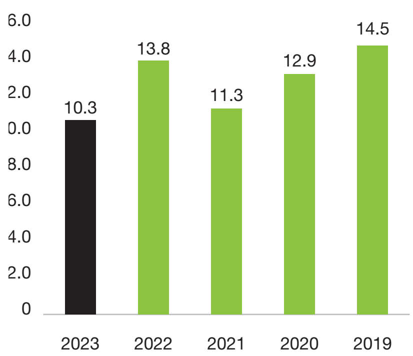
Financial Highlights

Year Ended 31 December	2023	2022	2021	2020	2019
Revenue *(US$m)*	10.3	13.8	11.3	12.9	14.5
Gross Profit *(US$m)*	2.4	3.5	1.8	3.2	3.9
Net Profit *(US$m)*	(0.3)	0.2	(2.4)	0.7	0.2[(2)]
Total Assets *(US$m)*	8.6	8.8	9.1	11.4	10.4[(2)]
Total Debt *(US$m)*	NIL	NIL	0.5	NIL	NIL
Per Share Data					
Net Assets *(US$cents)*	6.1	6.4	6.1	9.6	8.6
Earnings *(US$cents)*	(0.3)	0.2	(2.9)	0.9	0.2
Dividend recommended *(US$cents)*	NIL	NIL	0.15	0.45	NIL
Ratios					
Gross Profit Margin	23.3%	25.3%	15.9%	24.9%	26.7%
EBITDA Margin	(1.6%)	(2.3%)	(15.7%)	5.9%	2.7%[(2)]
Net Profit Margin	(2.7%)	1.2%	(21.2%)	5.5%	1.2%[(2)]
Return on Equity[(1)]	(5.5%)	3.1%	(47.3%)	9.0%	2.5%[(2)]
Current ratio	2.5	2.6	2.5	3.0	3.0
Debt to net assets ratio	NIL	NIL	9.9%	NIL	NIL

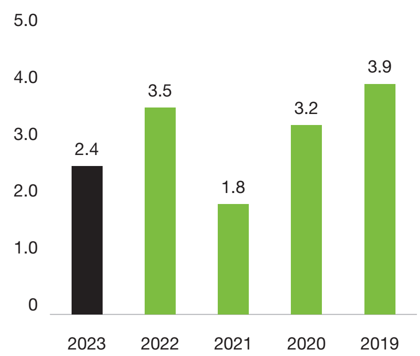
[1] Return on equity is profit after tax divided by equity attributable to the owners of the Company as at end of the financial year.

[2] For FY2019, the listing expenses incurred pursuant to the IPO amounted to approximately US$1.12 million, net of US$0.26 million capitalised against share capital.

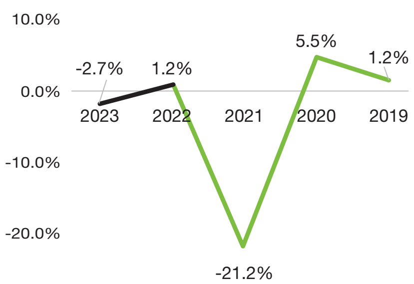
Revenue (US$m)



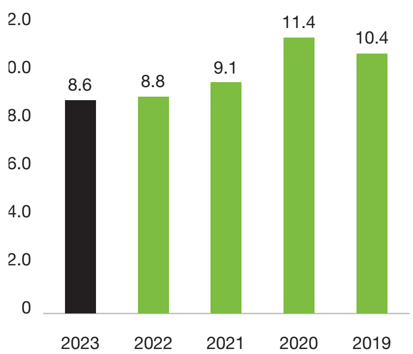
Gross Profit (US$m)



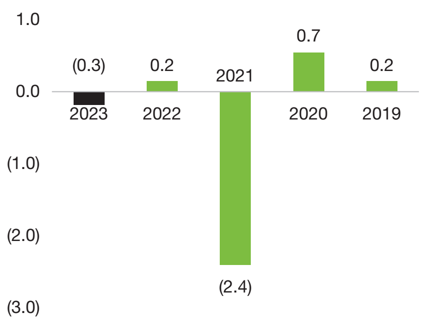
PAT Margin (%)



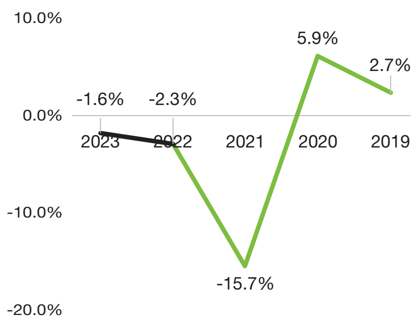
Total Assets (US$m)



PAT (US$m)



EBITDA Margin (%)



Board of Directors

LING HEE KEAT

Non-Executive Independent Chairman
Date of first appointment as a Director: 28 March 2019
Date of first appointment as Chairman: 8 December 2022

Mr. Ling, 52, graduated with a Bachelor of Laws degree from the University of Bristol, England in 1994 and was awarded the Degree of an Utter Barrister from Lincoln's Inn in 1995. He began his career in Malaysia in the securities research and corporate finance industry and in 1998 was appointed as a director of UT Securities Sdn. Bhd. with the responsibility for setting-up and managing the Research and the Corporate Advisory departments.

He was associated with SHH Resources Holdings Berhad, a furniture manufacturer listed on Bursa Malaysia between 1999 and 2016. He was first appointed as a non-executive non-independent director before being appointed as the deputy chairman in 2015, a post he held until December 2016.

Since 2013, Mr. Ling has been a senior associate at Leong Partnership Advocates and Solicitors, a boutique law firm focusing on corporate work and conveyancing. He is also a Certified Mediator with the Bar Council of Malaysia.

In November 2018, he was appointed as an independent non-executive director of IRIS Corporation Berhad, a company listed on the ACE Market of Bursa Malaysia, a position he continues to hold till this day.

GUNANANTHAN NITHYANANTHAM

Executive Director and Chief Operating Officer
Date of first appointment as a Director: 31 October 2018
Appointed Executive Director and COO: 1 January 2022
Appointed Acting Chief Executive Officer: 1 November 2022 (Resigned on 31 December 2023)

Mr. Gunananthan, 55, was the Group's Acting CEO in 2023 (he resigned on 31 December 2023). As Acting CEO responsible for the overall management of TrickleStar's day-to-day operations.

He graduated with a BSc (cum laude), with four majors in Physics, Mathematics, Computer Science, and Non-Western Studies from Mount Union College, Alliance, Ohio in 1992, an MSc in Electrical Engineering from Yale University, Connecticut in 1993 and an MBA with an operations and research specialisation, from Bowling Green State University, Ohio in 1994.

He has founded or co-founded several businesses including SmartTransact Sdn. Bhd. (1999), a company which developed e-commerce solutions, Malaysian Street Sdn. Bhd. (2000), a company which provided web-based advisory services and Navigos Corporation Sdn. Bhd. (2003), where he was primarily responsible for overseeing and evaluating investment opportunities and financial transactions. He joined TrickleStar Hong Kong in January 2012 and was appointed as finance director, with responsibility for overseeing the finances, logistics control and administrative activities of the Group.

Mr. Gunananthan received the Environmentalist Award 2018 granted by the Malaysian-China Chamber of Commerce.

Board of Directors

CHUAH JERN ERN

Non-Executive Independent Director
Date of first appointment as a Director: 28 March 2019

Mr. Chuah Jern Ern, 53, is the chief intellectual property advisor to the Board, covering matters such as intellectual property strategy, intellectual property policy, intellectual property valuation, intellectual property commercialisation, intellectual property dispute resolution, mediation, and negotiations.

He began his career in 1994 as an Advocate and Solicitor in Malaysia before moving into the commercial sector as a specialist in resolving intellectual property matters and was responsible for managing intellectual property work in relation to mediation, negotiation settlements, mergers and acquisitions, licensing, and technology transfer.

In 2000, Mr. Chuah founded and was appointed CEO of an intellectual property specialist corporation in Malaysia and oversaw the development of that company until the business was sold in 2018 to the Australian public listed entity QANTM IP Limited.

Mr. Chuah graduated with a Bachelor of Laws (Honours) from the University of Nottingham in 1992 and was called to the Degree of an Utter Barrister, Lincoln's Inn, England in July 1993. He is registered as a Patent Agent, Trademark Agent, Geographical Indication Agent, and Industrial Design Agent with the Intellectual Property Corporation of Malaysia and remains an Advocate and Solicitor of the High Court of Malaya (non-practicing).

JEREMY JOHN FIGGINS

Non-Executive Independent Director
Date of first appointment as a Director: 31 October 2018

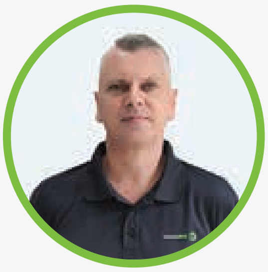
Mr. Figgins, 70, is an Independent Director and is appointed to be available to Shareholders where they have concerns, and for which contact through normal channels is not appropriate.

In a career covering finance, commerce, and industry he has held positions up to and including Managing Director for international banking and finance organizations such as HSBC, 3i and Standard Chartered. In the commercial and industrial field, he has held positions up to Chief Corporate Officer and has been advisor to the owners of several substantial groups with core interests in a variety of industries including property, mining, securities, engineering, food processing, IT and e-commerce.

He began his career in London, England in 1973 and first worked in Asia, in Singapore, in 1985, becoming the head of corporate finance of Wardley Limited (the investment banking arm of HSBC). He has also lived and worked in Hong Kong, Malaysia, and Indonesia.

Mr. Figgins was admitted as a Solicitor of the Supreme Court of England and Wales in 1977 and is a member of The Law Society of England and Wales. He has published three novels about business and energy sources.

Key Management Profile



JASON JOHN CLARK

Chief Executive Officer

Mr. Clark, 51, is a successful business executive with over three decades of experience driving growth, innovation, and transformation at organizations. He is recognized for his strategic vision, strong leadership skills, and passion for innovative solutions that deliver results.

Throughout his career, Mr. Clark has developed and executed strategies that have produced exceptional business growth, optimized operations, and increased shareholder value. He specializes in identifying new opportunities, building high-performance teams, and developing plans to capture emerging markets.

Known for his ability to effectively communicate a compelling vision and motivate people to achieve ambitious goals, Mr. Clark has successfully led numerous initiatives to strategically position organizations for future success. His experience spans multiple industries, and he brings a wealth of knowledge in areas like business development, strategic planning and senior leadership.

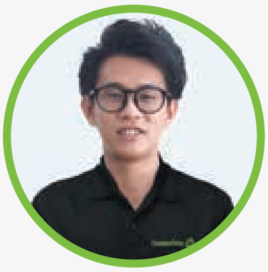
Mr. Clark joined TrickleStar on 1 August 2023 in the position of Senior Manager, International Business Development and leads the international positioning and strategic development of new markets. On 1 January 2024, Mr. Clark was re-designated as CEO of the Group.

GUNANANTHAN NITHYANANTHAM

Executive Director and Chief Operating Officer (resigned as Acting Chief Executive Officer with effect from 31 December 2023)

Mr. Gunananthan re-joined the management team at the start of 2022. His profile is included in the Board of Directors' Profiles in this Annual Report.

Key Management Profile



LOH PENG KOK
Chief Financial Officer

Mr. Loh, 31, is a member of the Malaysian Institute of Accountants, a member of the Association Chartered Certified Accountants ("ACCA"), United Kingdom and holds a Bachelor of Commerce (Honours) degree from Tunku Abdul Rahman University College. He was appointed Financial Controller in June 2022 and is responsible for the oversight and control of TrickleStar's accounting and Finance functions, including monitoring and coordinating the statutory financial accounts, consolidated and financial reporting to the SGX-ST. He also oversees human resources.

Mr. Loh started his career as an auditor having served various capacities in audit firms. In January 2022, he joined TrickleStar as Group Accountant and progressed within the Group to the position of Finance Controller in June 2022. On 1 January 2024, Mr. Loh was re-designated as Chief Financial Officer.

JON ALAN LANNING
President of TrickleStar Inc., North America

With a career spanning over 25 years in sales management and business development within the electrical and electronic manufacturing industry, Mr. Lanning, 59, is a seasoned professional with a proven track record. His multifaceted expertise encompasses sales and marketing, contract negotiation, business planning, operations management, and personnel development.

Mr. Lanning made a significant mark as the inaugural US-based team member at TrickleStar, joining the company in December 2012. His dedication and exceptional contributions led to his promotion to President, North America, in January 2023.

As the President, North America, Mr. Lanning plays a pivotal role in shaping and elevating TrickleStar's brand. His responsibilities extend to overseeing public, media, and corporate relations, as well as fostering strategic partnerships. He spearheads initiatives crucial to enhancing awareness of TrickleStar's comprehensive portfolio of energy optimization products.

In addition to his strategic leadership, Mr. Lanning leads the North American team in product assessment, marketing, and sales. His direct oversight of TrickleStar's key accounts underscores his commitment to excellence, ensuring the seamless integration of TrickleStar products into utilities' energy efficiency programs.

Mr. Lanning's forward-thinking approach and extensive industry knowledge position him as a driving force behind TrickleStar's success. His leadership not only steers the company towards new heights but also reinforces TrickleStar's commitment to providing cutting-edge solutions for energy optimization.

Key Management Profile

YAP SAW CHENG

Executive Secretary to the Board
Head of Sustainability

Ms. Yap, 57, has over 25 years' experience in finance and accounting. She joined the TrickleStar team in July 2011 as an Accountant and was responsible for oversight of the finance, shipping, logistics, human resource, and administration for the Group until May 2018, when she was appointed as Director of TrickleStar Malaysia and Executive Secretary to the Malaysian company's board. She was involved in the Group restructuring and IPO exercise prior to TrickleStar's listing on the Catalist market of the SGX-ST in June 2019.

She is responsible for providing secretarial support to the Board of Directors and Board Committees and oversees office administration. She was appointed as Head of Sustainability in May 2021 with responsibility for sustainability reporting and assisting in driving the Company sustainability initiative.

YU SEE MEI

Logistics & Systems Manager

Ms. Yu, 35, graduated with a Bachelor of Arts (Honours) degree in Business Administration from UCSI University and is a certified Project Management Professional (PMP). She joined TrickleStar in July 2015.

She is responsible for overall supply chain management, product development, information systems and technology. Since joining, she has implemented an ERP system to enhance efficiency and productivity of the business.

Prior to joining TrickleStar, Ms. Yu worked on end-to-end fulfillment in supply chain management with IBM. She was also involved in information systems planning and system automation in a US-listed Information Technology & Services company. Her other career experience includes purchasing, logistics, inventory and warehouse management, order fulfillment, system integration and automation.

Financial and Operations Review

Revenue

The Group recorded revenue of US$10.29 million for FY2023. This represents a 25.5% decrease from FY2022 (US$13.82 million). The revenue decrease was due to pricing pressure and changes in our pricing structure.

Gross profit and gross profit margin

Gross profit decreased by 31.7% to US$2.39 million in FY2023 from US$3.50 million in FY2022. The gross profit margin, excluding the US$0.27 million net provision for the discontinued Portable Power Station and Dryer Saver products (partially offset by successful sales of US$0.16 million of other stocks that were previously written-off in 2022), decreased to 24.3% in FY2023 from 25.3% in FY2022 (including the stock provision, the gross margin for FY2023 was 23.3%.). Aside from the stock write-offs, this decrease was mainly attributable to the impact of pricing adjustment.

Other income

Other income increased by US$0.01 million in FY2023, mainly due to forex gains.

Selling and distribution expenses

Selling and distribution expenses decreased by 24.1% or US$0.25 million, from US$1.05 million in FY2022 to US$0.80 million in FY2023, mainly due to the following:

(i) a decrease of US$0.16 million in staff costs as a result of decreasing headcount;

(ii) a decrease of US$0.07 million in freight costs, which was in line with decreased sales; and

(iii) a decrease of US$0.03 million in sales commission as a result of decreased sales.

Administrative expenses

Administrative expenses decreased by US$0.72 million or 28.1% from US$2.58 million in FY2022 to US$1.86 million in FY2023 mainly due to the following:

(i) cessation of the former CEO's remuneration from April 2023 resulting in savings of approximately US$0.07 million from the combination of the CEO role with the COO;

(ii) a decrease of US$0.09 million in salaries and other staff benefits;

(iii) a decrease of US$0.50 million in impairment losses for intangible assets; and

(iv) a decrease of US$0.43 million in settlement costs in FY2022 of the unexpected dispute arising in relation to the 2022 discontinued Thermostat development project,

which were partially offset by the following increases in expenses:

(i) an increase of US$0.06 million in directors' fee; and

(ii) an increase of US$0.04 million in professional fees.

Finance costs

Finance costs decreased in FY2023 because the Group repaid all bank borrowings at the end of last year and did not incur any further bank borrowings during the year.

Profit before tax

As a result of the aforementioned reasons, the Group recorded a loss before tax of US$0.24 million in FY2023, as compared to a loss before tax of US$0.16 million in FY2022.

Income tax

The Group recorded income tax expenses of US$0.03 million for FY2023, primarily related to the operating profits generated by the profitable entities.

Profit after tax

The Group reported a net loss attributable to owners of the Company of US$0.28 million for FY2023, as compared to a net profit of US$0.16 million in FY2022.

STATEMENT OF FINANCIAL POSITION

Property, plant and equipment

Property, plant and equipment as at 31 December 2023 decreased by US$0.07 million, reflecting the depreciation charge of US$0.07 million.

Intangible assets

Intangible assets as at 31 December 2023 increased by US$0.07 million mainly due to product development costs of US$0.08 million incurred during the financial period, partially offset by amortization of US$0.01 million during the same period.

Current assets

Current assets as at 31 December 2023 decreased by US$0.24 million mainly due to the following:

(i) an increase in cash and bank balances of US$0.54 million; and

(ii) an increase in inventories of US$0.03 million,

which were offset by:

(i) a decrease in trade and other receivables of US$0.72 million; and

(ii) a decrease in prepayments of US$0.08 million.

Non-current liabilities

Non-current liabilities as at 31 December 2023 decreased by US$0.06 million due to decrease in lease liabilities of US$0.06 million.

Current liabilities

Current liabilities as at 31 December 2023 increased by US$0.08 million mainly due to an increase of US$0.08 million in trade and other payables.

Sustainability Report

ABOUT THIS REPORT

Reporting scope and standard

TrickleStar Limited ("**TrickleStar**"), (an expression used in this report that includes TrickleStar Limited and its subsidiaries where the content allows) was admitted to the Catalist Market of Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 18 June 2019 following a restructuring exercise. TrickleStar is committed to perform its sustainability reporting on an annual basis, and this sustainability report ("**Report**") covers the non-financial performance of TrickleStar for the financial year ended 31 December 2023 ("**FY2023**"). We have included the historical data from FY2021 and FY2022 for comparison where available. The coverage of this Report includes all material operations of TrickleStar, consisting of its subsidiaries, namely TrickleStar Inc (United States of America), TrickleStar (M) Sdn. Bhd. (Malaysia) and PlugLoad Pte. Ltd. (Singapore). In this reporting, we have excluded TrickleStar Limited (Hong Kong) as it was deregistered during FY2023.

This Report has been prepared with reference to Global Reporting Initiative ("**GRI**") 2021 Standards ("**GRI Standards**") which is a globally recognised sustainability reporting framework by Global Sustainability Standards Board and is guided by Practice Note 7F of the *Sustainability Reporting Guide* under the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"). In addition, in December 2021 the Singapore Exchange Regulation (SGX RegCo) amended the listing rules to require issuers to provide climate-related reporting in the sustainability report from the financial year commencing in 2022 based on the recommendations from the Task Force on Climate-related Financial Disclosures ("**TCFD**"). This report is also based on the TCFD recommendations and TrickleStar aims to progress further each year in adopting the TCFD recommendations into its report.

TrickleStar has adopted the GRI framework in reporting by considering its activities, impacts and substantive expectations and interests of its stakeholders. Currently, TrickleStar has highlighted four principles for its direction in sustainability: economic, environmental, social and governance ("**EESG**") including climate-related risks and opportunities.

As TrickleStar continues its commitment towards sustainability reporting, TrickleStar will continue to work towards expanding its sustainability reporting scope and gathering quantitative performance data for future reports.

Please refer to the Appendix 1 at the end of this Report for the GRI Content Index which summarises the relevant information disclosed as per GRI Standards requirements and Appendix 2 for the TCFD Content Index.

All data, including its data collection process, has been submitted for internal review and verification by our outsourced internal auditor before being approved by the Board.

We have not sought external assurance for this Report and may consider doing so in the future.

In line with TrickleStar's commitment to environmental sustainability, no hardcopies of this Report have been printed. The Report can be viewed on our website https://www.tricklestar.com/investors.html

We welcome feedback and suggestions from our stakeholders on this Report or on TrickleStar's sustainability initiatives. You may contact us through our investor relations at investor.relations@tricklestar.com

Changes Related to Reporting and Restatement

In this report, there was no restatement of data or information previously reported. However, in our effort to continually improve our reporting process, the presentation of data may change.

BOARD STATEMENT

The Board of Directors ("**Board**") is always mindful of its responsibilities to TrickleStar's shareholders and various stakeholders to create and deliver sustainable value and long-term success through its leadership and oversight of management of TrickleStar's business.

Identified key EESG factors for TrickleStar have been recommended by management and are reviewed, determined and approved by the Board. Sustainability is a part of TrickleStar's wider strategy to create long term value for all its stakeholders. Going forward, TrickleStar will continue its efforts to further build on its sustainability efforts together with its key stakeholders.

This Report is prepared in relation to TrickleStar's EESG initiatives and performance in FY2023. When considering EESG including climate-related matters, the Board is mindful that:

- TrickleStar produces energy-optimisation products, which, by definition, are aimed to benefit the environment;
- Manufacturing and assembly of its products are contracted out;
- TrickleStar had 17 employees at the end of FY2023; and
- Indirectly, through its contract manufacturers where there are lines dedicated to production of TrickleStar products, contributing to employment of 1,843 people.

For the accuracy of data monitoring and verification of this Report, we have used internal and publicly available resources only.

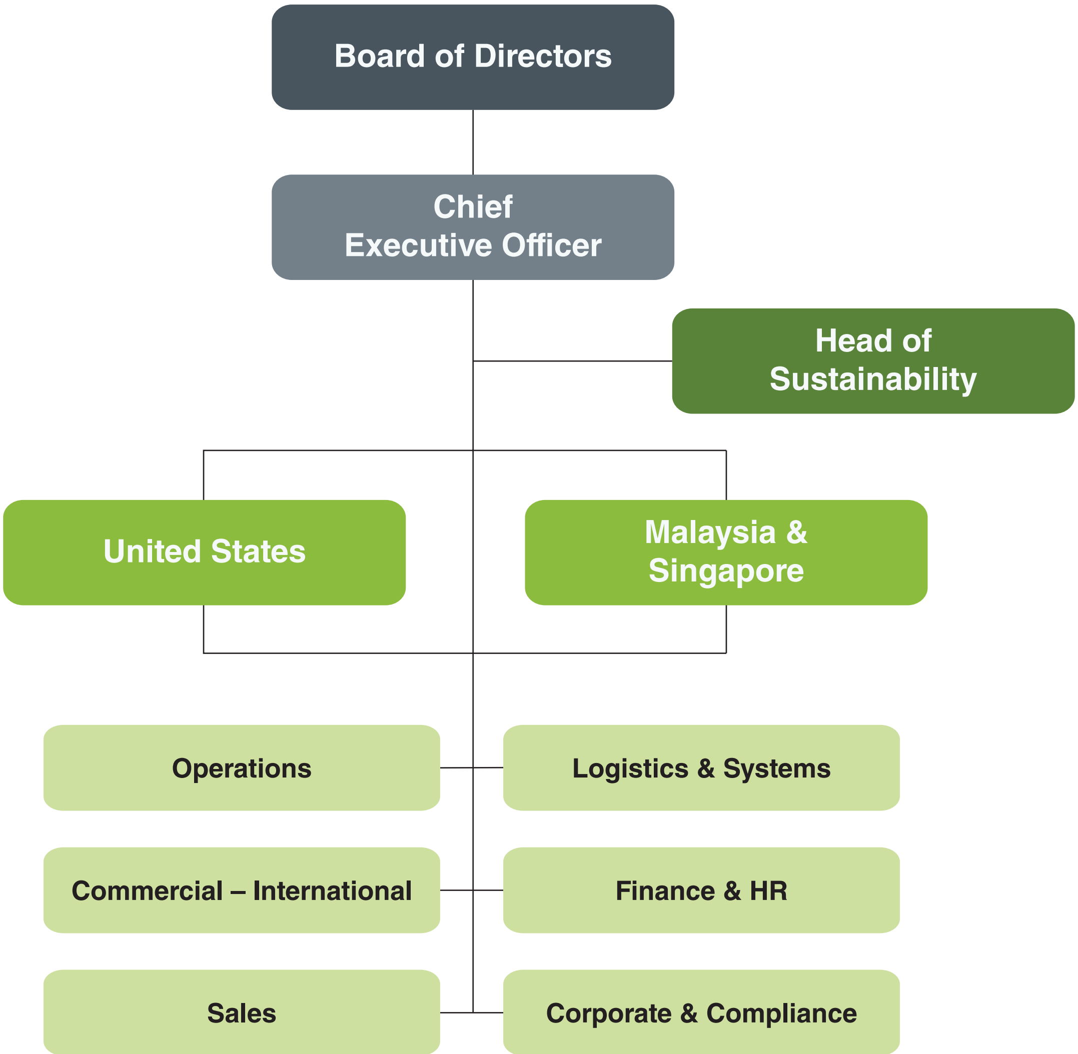
Stakeholders should note that, with the planned expansion of products and sales volumes, TrickleStar will require time to collect and consider data to set targets for EESG in all relevant categories under normal operational circumstances. To ensure reporting quality, we have observed the principles of balance, comparability, accuracy, timeliness, clarity, and reliability.

TrickleStar is committed to its stakeholders, which includes employees, business partners and consumers who use TrickleStar's energy-optimising products. TrickleStar employs strategies that are aimed to reduce manufacturing costs and take advantage of scale through contracts relating to manufacturing and assembly of products, while building its brand and protecting its technical know-how.

TrickleStar's Board recognises the need to adopt a sustainable approach in relation to policies, strategies and major decisions. TrickleStar's goal is to be a world leader in innovative Energy Optimisation products. Therefore, whilst being open to non-organic growth, TrickleStar will aim to introduce new energy-optimisation products with customised applications. TrickleStar intends to grow in a way where its environmental impact is minimised, employees are treated fairly and good governance and ethical business practices are adhered to.

SUSTAINABILITY GOVERNANCE STRUCTURE

The Board sets the tone, drives sustainability and is responsible for the approach and integration of sustainability principles. The Chief Executive Officer is required to be closely involved in the development and refinement of sustainability policies and initiatives. Following the direction set out by the Board, the Chief Executive Officer, assisted by the Head of Sustainability, oversees the day-to-day execution and adherence of sustainability policies and practices, including TrickleStar's performance against material matters. The reporting structure is presented as follows:



STAKEHOLDER ENGAGEMENT

We engage with our stakeholders to align our sustainability approach with their expectations to better understand the material factors that will impact them. The table below sets out the platforms through which we continued to actively engage our key stakeholders during FY2023, the period under review:

Stakeholders	Engagement platform in 2023	Frequency of engagement	Main Interest/Concerns
Employees	• Open dialogues • Annual performance review • Employee's Survey • Company Retreat	Formal Annual/ Ad hoc as required	• Employee welfare and benefits • Safe working environment • Work-life balance • Training and development needs • Healthy organisation culture, employees' retention and satisfaction
Government and regulators	• Annual report • SGX-ST announcements	Annual/As required	• Corporate governance • Compliance with laws and regulations
Investors and shareholders	• Annual reports and circulars • Sustainability reports • Annual General Meetings • SGX-ST announcements/ press release	Annual/half-yearly/ As required	• Stable and sustainable growth and profitability • Reasonable returns to shareholders • Corporate governance • Financial performance and stability
Business partners	• Regular dialogues and meetings • E-mail communication • Phone calls • Supplier Survey	As required	• Quality of products and services • Financial stability • Fair payment terms • Sustainability practices and approaches.

Stakeholders	Engagement platform in 2023	Frequency of engagement	Main Interest/Concerns
Customers	• Regular dialogues and meetings • Website inquiries • E-mail and phone inquiries • Trade partner inquiries (such as Amazon) • Customer Relationship Management System (CRM)	As required	• Quality and pricing of products and services • Interactions with customers and potentials customers, stay connected and streamline processes.
Banker	• Meetings • Informal discussions	As required	• Compliance with covenants • Financial performance and stability • Business outlook • Future banking needs

We recognise that TrickleStar's sustainable growth and stable long-term returns require continuous engagement with stakeholders. As TrickleStar grows and expands its range of energy-optimisation products, we intend to improve our employees' understanding of the impact of sustainability, improve disclosures on EESG practices and consider engaging various stakeholder groups in identifying material factors for subsequent sustainability reporting.

We aim to continue identifying, setting and refining key targets for sustainability matters that are material to our business and important for our stakeholders.

At this time, our key stakeholders outside of shareholders and employees are customers and contract manufacturers. The success of our business is inherently intertwined with the satisfaction of our customers. In some cases, the success of our customers e.g. utility distributors, is also of high importance as they have set goals that they expect to achieve through distribution of our products to end users.

We remain committed to working with all customers on their requirements and applications of our energy-optimisation products and to contribute to our customers' successes in achieving their goals.

MANAGEMENT APPROACH

With regards to materiality, this Report addresses factors that reflect TrickleStar's significant EESG impacts. Which we believe influence the assessments and decisions of stakeholders.

Management and the Board have been conscious of TrickleStar's need to conserve cash resources in FY2023 as a priority. Due to this, and limited resources, new sustainability initiatives have not been advanced in FY2023. However, the Management continues to focus on the material EESG factors that have been identified to help TrickleStar grow in a responsible and sustainable manner.

MEMBERSHIP ASSOCIATION

TrickleStar believes in collaborating with associations to establish relationships and strategic partnerships. TrickleStar is a corporate member of the Singapore Business Federation (SBF), a business chamber championing the interests of the Singapore business community in the area of trade, investment and industrial relations.

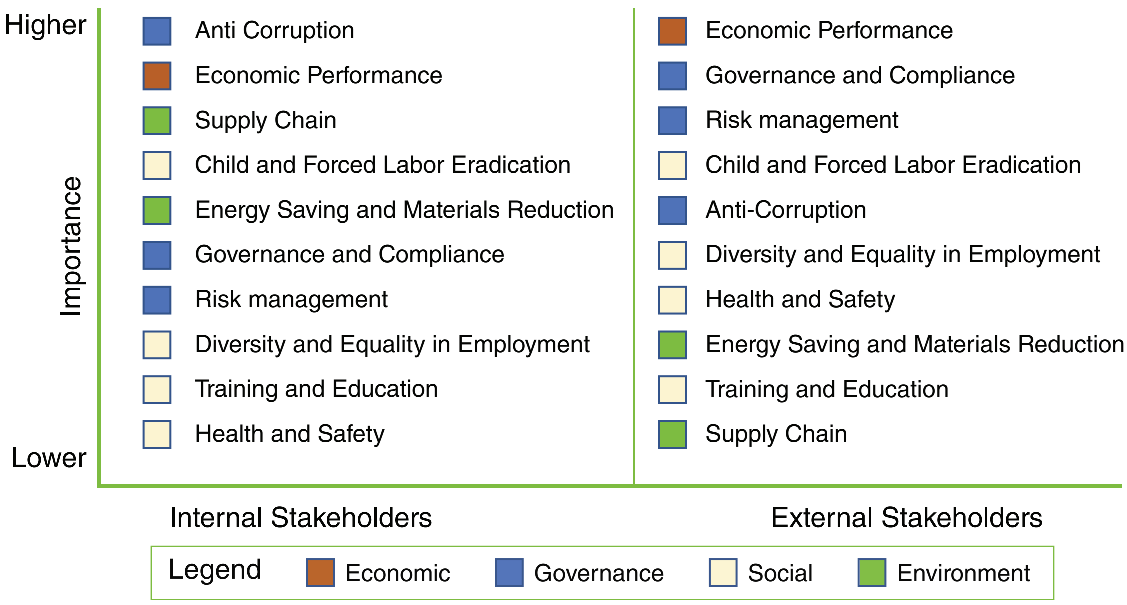
MATERIALITY

Identification of material factors

The Company has expanded its ERM process to integrate ESG risk management by applying existing risk ranking, prioritisation and structures. The assessment aimed to identify EESG risks and opportunities that could have an impact on TrickleStar's business.

The risk management profile of the Group which was updated in FY2023, has guided the contents of this Report and our overall sustainability agenda. The management and the Board have reviewed and concluded that the material EESG factors for FY2023 remain unchanged from the financial year ended 31 December 2022 ("**FY2022**") and these are set out below. TrickleStar will continue to adjust and address these material EESG factors.

STAKEHOLDER MATERIALITY ASSESSMENT



Material Factors and Targets

As TrickleStar widens the scope of its assessment into the impacts of the business, we have established performance targets for material areas and track the progress we have made in those areas as reported below:

Material Factor	Target	FY 2023 Progress
Economic Performance	Penetration of new markets.	Further work was required on the products to make them market-ready which delayed the planned penetration of new markets for Advanced Keyboard and Wi-Fi Electric Water Heater Controller in FY2023.
Governance and Compliance	Zero non-compliance applicable laws and compliance – related regulations (SGX and governments).	Target was achieved.
Risk Management	Half-yearly reporting of risks and opportunities.	Target was achieved. Risk register was presented in June and December in FY2023 to the Board of Directors.
Child and Forced Labour Eradication	Zero child or forced labour in supply chain.	Target was achieved. Confirmation obtained from our major contract manufacturers that they have no child or forced labour.
Anti-Corruption	Zero corruption.	Target was achieved.
Diversity and Equality in Employment	Maintain a diverse and equal workforce.	Target was achieved. Zero records of complaints on discrimination based on race, age, gender, religion, ethnicity, physical impairment, marital status or nationality.
Health and Safety	Zero accident in the workplace.	Target was achieved with zero accidents reported.
Energy Saving and Materials Reduction	Achieve energy/materials saving by at least 10% annually.	Target was achieved. There was a decrease in consumption of electricity for lighting and air-conditioning of 3,774 kWh energy or by 13% compared to FY2022.
Training and Education	Average 8 training hours per employee.	Target was achieved. Employees participated in several trainings and courses and met the average hours.
Supply Chain	Zero complaint on product defects and zero non-compliance by manufacturers with regulatory/ TrickleStar's sustainability policies.	Target was achieved. Zero complaints on product defects from customers and zero non-compliance reported.

The Board acknowledges that, for better target and performance monitoring, short-, medium- and long-term targets for the above material factors should be clearly identified. The Board will endeavour to report these targets in the Sustainability Report for FY2024.

ECONOMIC PERFORMANCE

Economic Value Generated and Distributed

TrickleStar's growth and its performance in relation to environmental, social and governance factors are interconnected. Since TrickleStar was listed on the Catalist Board of the SGX-ST in June 2019 (SGX-ST: CYW), our financials are publicly available. Please refer to the Financial Statements and Notes to Financial Statements for FY2023.

To date, our primary source of revenue has been through the sales of advanced power strips and surge protectors mainly through distributors to utility companies in USA and Canada. The number of distribution network that assist TrickleStar in marketing and distributing its product in USA and Canada are set out below:

	FY2023	FY2022	FY2021
No. of Distribution Network	8	7	7

TrickleStar seeks to achieve long-term sustainable growth through strengthening its core business by introducing new energy-optimisation products and raising market awareness of its products and their economic and social benefits. The performance evaluation for the CEO and respective Head of Departments will be revised in FY2024 to include linkage on their contribution to the respective material factors.

We have had to undertake a significant evaluation of our post-IPO strategy in 2023. The product development program was largely unsuccessful with only two new products now in our portfolio as other products that had been worked did not receive a good market response or could not be completed. Following management changes, we completed necessary work to make these two products market-ready in 2023, despite having a fundamental need to stabilise cash flow. We also developed marketing plans for the products in 2023 and now aim to achieve future growth as we introduce the new products, at the same time seeking ways to raise sales of our core APS products through our established lines.

In FY2023, we implemented a Customer Relationship Management System (CRM) for interaction with customers and potential customers, allowing TrickleStar to stay connected with customers and streamline processes.

Economic value generated from FY2021 to FY2023 from our operations are set out in the table below:

	FY2023 (US$m)	FY2022 (US$m)	FY2021 (US$m)
Direct Economic Value Generated (Revenue)	10.3	13.8	11.3
Economic value distributed (costs, wages, taxes and etc.)	10.6	13.6	13.7
Profit/(Loss) net of tax	(0.3)	0.2	(2.4)

For a detailed analysis of our economic performance, please refer to Performance Review, Financial Statements and Notes to Financial Statements.

Diversity of Supply Chains

In FY 2021 and 2022, TrickleStar diversified its contract manufacturers, knowing this would assist innovation, cost effectiveness and lower the risk on dependency on a sole manufacturer that may lead to disruption in the business.

	FY2023	FY2022	FY2021
No. of Contract Manufacturers	5	4	5

In FY2023, our products were manufactured across various nations, with Vietnam (92.08%), followed by China (7.19%) and Malaysia (0.72%).

Sustainability Report

GOVERNANCE

TrickleStar is committed to upholding high standards of corporate governance and regulatory compliance, ensuring the sustainability of our business while safeguarding our stakeholders' interests and value in the long term. We commit to conduct our business with integrity and require the Board and management to comply with all laws and regulations. We aim to achieve a target of nil incidents of non-compliance.

We are committed to upholding high standards of corporate transparency and disclosures. We comply with the principles and guidelines set out in the Singapore Revised Code of Corporate Governance 2018. Please refer to the Report on Corporate Governance section that forms part of this 2023 Annual Report, for details that include Corporate Governance and Compliance, Risk Management and Whistleblowing.

Corporate Governance and Compliance

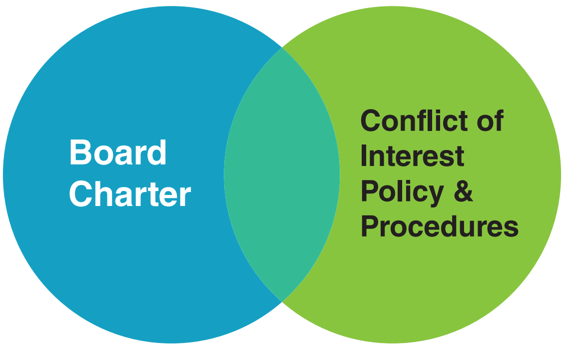
TrickleStar strives to maintain a high standard of corporate governance to safeguard the interests of all its stakeholders. In FY2023, there was no incidence of non-compliance with laws and/or regulations resulting in fines and sanctions. We aim to maintain good corporate governance track records.

Conflict of Interest

Conflict may arise in the following situations:

- Where directors have a direct or indirect material interest in transactions that the company enters into;
- Where directors hold positions or offices or possess property that may result in conflicting duties; and
- Where directors stand to benefit from information received by them or opportunities made available to them in their capacity as directors or officers.

At TrickleStar, efforts to prevent conflicts of interest within the Company are listed in:



On an annual basis, the directors will provide a declaration to confirm their shareholdings and any interest in the transactions made by the Company and its subsidiaries. For FY2023, there was no conflict of interest based on the declaration submitted by the directors of the Company.

Communicating of Critical Concerns

To ensure critical concerns are communicated clearly and effectively to the Company's stakeholders, the Company holds regular Board of Director's meetings to deliberate on critical issues and thereafter, critical matters are communicated to stakeholders through announcements published in SGX. The number of Board of Director's meeting held in FY 2023 are set out in the Report on Corporate Governance section of this 2023 Annual Report.

Risk Management

TrickleStar has in place a risk management framework that is designed to measure and manage its exposure to risk associated with our business (including climate-related) and to safeguard shareholders' interests. A comprehensive set of internal controls for key operations' processes have been put in place to address financial, operational, compliance, information technology and risk management. The risk profiles are reviewed by the Board at least bi-annually. For further details, please refer to the Corporate Governance Report in the FY2023 Annual Report.

In further improving our reporting for climate-related risks, TrickleStar has divided the climate-related risks into two major categories according to TCFD recommendations: (1) risks related to transition to a lower-carbon economy and (2) risks related to the physical impacts of climate change. the following table illustrates the key climate-related risks and opportunities for TrickleStar:

Risk Category based on TCFD	Type of Risks Risk Description	Likelihood	Impacts	Rating	Management Response
Transition Risk	**Market Risk** 1. Failing to effectively design and market climate-related products	Unlikely	Catastrophic	Significant	We continue to raise market awareness of TrickleStar products by publishing articles on the benefits of energy efficiency and optimising energy use.
	Financial Risk 2. Investment in research and developing climate-related products may increase operating costs of the company and eventually affecting P&L	Likely	Major	High	We have stopped spending on development of new concepts. In 2023, we continued to spend on finalising our new products to make them market-ready.
Physical Risk	**Acute Risk** 3. Disruption to the company's operations due to climate change such as hurricanes, floods and extreme weather	Unlikely	Moderate	Medium	We plan the manufacturing and delivery requirement with our contract manufacturers at least one month in advance.

OPPORTUNITIES	Likelihood	Impacts	Rating	Management Response
Description				
Resilience 1. Government grant or incentive for research and developing new climate-related products	Medium	Minor	Medium	The Head of Sustainability is tasked with responsibility for considering government grants or incentives that can be available to TrickleStar for its research and development activities.
Markets 2. Increase energy efficiency on the usage of energy saving products.	Medium	Minor	Medium	To promote and market TrickleStar products by leverage on governments' drive for energy efficiency and energy conservation.

Going forward, TrickleStar will endeavour to develop its risk management measures further as its business evolves.

Anti-Corruption
TrickleStar will not compromise on corruption and has a zero-tolerance position on fraudulent or corrupt practices. TrickleStar has policies to support this stance, such as an Anti-Corruption, Foreign Corrupt Practices Act and No Gift Policy, Conflict of Interest Policy and Whistleblowing Policy, to prevent, govern and facilitate the reporting of any illegal and/or unethical practices. The Anti-Corruption, Foreign Corrupt Practices and No Gift Policy and Whistleblowing Policy are published at our website, www.tricklestar.com.

In addition, all TrickleStar employee are requested to sign an Anti-Corruption Commitment and Declaration Form to confirm their commitment and compliance with all applicable laws and regulations in relation to bribery and corruption and the Company's Anti-Corruption Policies. Besides the above, for FY2023, the Company has also obtained confirmation from its three (3) main contract manufacturers to confirm that they have measures in place to prevent corruption or unethical practices.

Processes to remediate negative impacts
TrickleStar is committed to provide for, or cooperate in, the remediation of negative impacts that the Company identifies it has caused or contributed to the extent required by applicable law, regulatory obligations, our contractual commitments and our internal policies.

A dedicated customer service email is maintained by TrickleStar for any stakeholders to raise concerns about the Company's potential and actual negative impacts on them, including impacts on their human rights. Alternatively, stakeholder may choose to raise concerns according to the Company's Whistleblowing Policy which is published at our website, www.tricklestar.com.

Whistleblowing
TrickleStar is committed to the highest standards of integrity and openness, and maintains a high standard of accountability in the conduct of its business and operations. TrickleStar has established a Whistleblowing Policy for employees and other stakeholders to raise, in confidence, concerns of misconduct and possible improprieties so that appropriate remedial action can be taken if concerns are deemed legitimate.

All whistleblowing complaints will be reviewed by the Audit Committee to ensure independent, thorough investigation and appropriate follow-up.

Two whistleblowing complaints were received in FY2023. The first whistleblowing report was closed due to lack of details provided by the complainant. Having suggested there were weaknesses in the Company's operating procedures and possible breaches of controls by management prior to 2023, the AC decided that the matter was sufficiently serious to merit investigation. Accordingly, by way of follow up, the AC requested the Internal Auditor to review the circumstances surrounding the matter complained of and the subsequent report highlighted historic shortcomings in the area of standard operating procedures for product development that management was requested to correct as a matter of urgency. The second whistleblowing complaint was related to Board procedures. Following an investigation in accordance with the Whistleblowing Policy, it was found that, the complainant had not followed the Board Charter and also, while the complainant had some merit in their assertion, there were reasons of conflict of interests that justified why the relevant instruction had been issued. Directors were reminded of the Board Charter and the importance of adhering to it. Subsequently, the second whistleblowing report was closed.

SOCIAL

Employee Benefits and Welfare

TrickleStar believes a work-life balance is important for employees. TrickleStar has adopted a paid annual leave policy based on length of service of each employee and allows only limited days carry-over to another calendar year. This is to encourage employees to take time off and utilise their leave entitlements.

In FY2023, the Board approved the recommendations made by Remuneration Committee (**RC**) for TrickleStar employee benefits that included an increase in the annual leave entitlement based on length of service, and extra medical benefits.

TrickleStar Malaysia also provided employee benefits as regulated by labour laws that include the Employees' Provident Fund (EPF) which is a compulsory savings plan for private sector employees in Malaysia under which both employer and employee make monthly statutory contributions towards the employees' EPF account, and also the Social Security Organisation (SOCSO) contributions to employees' social security accounts that cover occupational accidents and illnesses. Apart from this, all employees are covered under the Company's hospitalisation and surgical insurance.

For employees in TrickleStar US, they are also provided with employee benefits such as healthcare insurance and paid time-off.

TrickleStar's long-term incentive scheme, the TrickleStar Performance Share Plan, has been incorporated in the remuneration framework whereby annual share awards are awarded to employees. This is also a tool for retaining talent, as employees may be more inclined to stay with the Company as they have a stake in the Company's success.

As employees are our Company's most valuable asset and contribute to its success, those who have dedicated many years to TrickleStar hold special significance. In today's dynamic job market, retaining such experienced and committed employees becomes an increasingly challenging endevour. The Board recognises the importance of offering equitable compensation to all employees and places great value on acknowledging the contributions of long-serving employees. These dedicated employees bring valuable business expertise, job experience and invaluable problem-solving skills that are difficult to replace. To express gratitude and long service appreciation, gifts are given to the employees who have faithfully served TrickleStar for ten years, fifteen years and twenty years. In FY2023, we are proud to have one exceptional employee who reached the ten-year milestone.

Apart from this, TrickleStar also celebrates employee birthdays to give recognition for their accomplishment and value as an employee.

TrickleStar also encourages employees' participation in sports as this improves physical and mental health, promotes teamwork, communication and increase productivity.

Employees' Engagement

In FY2023, TrickleStar organised a company retreat with a combination of teamwork activities and training at Club Med, Cherating, Kuantan, Malaysia. The retreat brought together all levels of employees in various forms aimed at enhancing communication and collaboration, improving interpersonal relationships, cultivating group bonds, nurturing teamwork, fostering openness, improving wellbeing and work-life balance and increasing motivation. Other benefits included fostering a sense of camaraderie, identifying talents and, importantly, bringing all employees closer together for a more cohesive and motivated workforce.

Besides the above, the previous Acting CEO also conducted face-to-face sessions to engage with the respective employees in the USA during his visit to TrickleStar Inc.

TrickleStar respects human rights and believes that every employee has the right to be treated with fairness, respect and dignity in the workplace. TrickleStar aims to avoid contributing to adverse human rights impacts and to mitigate any such impacts if they occur. Employees of TrickleStar have the responsibility to treat everyone with dignity, courtesy and to respect their human rights. In FY2023, TrickleStar started conducting an employee sustainability survey to ensure a healthy organisational culture that supports these values and encourages employees to remain in the workforce and perform their job capably. From the survey carried out, TrickleStar's employees indicated that they are overall satisfied with their work and workplace. No major issues were identified.

In FY2023, TrickleStar revised the employee performance evaluation policy and introduced the employee self-assessment method. In this approach, each of our employees was given the opportunity to voice individual opinions and was allowed to evaluate their own work performance, thus reflecting on their achievement, strength, challenges, areas of improvement, learning needs and career aspiration. By conducting a two-way dialogue between employees and their respective department heads, employees are more engaged throughout the evaluation process. This fosters a broader understanding of the employee's perspective and identifies the areas where improvement can be made.

Training and Education

Pursuant to the announcement from Singapore Exchange Regulation (SGX RegCo) on 17 March 2022, SGX RegCo have announced eight sustainability training courses that directors of listed companies can attend to equip themselves with basic knowledge on sustainability matters. Our directors attended one of the courses to meet the enhanced SGX listing rules that mandated sustainability training for all board directors. In FY2023, our directors have continued to attend some of the ESG trainings to enhance their knowledge.

The training courses our directors attended in 2023 are as set out below:

	Training and development programme	Institution
1	What Makes a Good Sustainability Report?	ESGenome Workshop with SAC Capital
2	ESG and Climate Governance Intl Conference: What Directors Need to Know.	Singapore Institute of Directors
3	Beyond the 9 year Rule	Singapore Institute of Directors

Our employees have always been a key pillar in contributing to TrickleStar's growth and success. TrickleStar is committed to investing resources in training and development of its employees and aims to ensure that all its employees can have opportunities to attend training and career development programs to upgrade their skill and knowledge so that they have the necessary skillset to perform their duties in an ever-changing environment. Aside from this, such training helps in enhancing employees' work satisfactions as employees gain sense of belonging, loyalty and self-actualisation knowing that TrickleStar is investing in their future. The continuous learning process builds motivation and also facilitates greater employee involvement in the growth and progress of TrickleStar.

The training and development programmes our employees attended in 2023 are as set out below:

	Training and development programme	Institution
1	What Makes a Good Sustainability Report?	ESGenome Workshop with SAC Capital
2	Project Management	Inhouse training
3	Goal Setting	Inhouse training
4	Energy Evolution	Inhouse training
5	The Benefits of implementing CRM system within your business	Inhouse training
6	Wealth – Be careful what you wish for	Inhouse training
7	Environment, Social and Governance (ESG) and Efforts towards Sustainability	Inhouse training
8	Driving Sustainable Changes with Microsoft Cloud	Iverson Associates Sdn Bhd
9	Inflation Reduction Act	AESP Midwest Chapter Meeting and Clean Energy Resource Teams

	Average training hours per employee	FY2023	FY2022	FY2021
1	Male	11.15	3.25	1.36
2	Female	11.25	11.3	5.96

The significant increase in the average training hours for male employees in FY2023 was due to the setting of a training target that must be achieved by each employee and in FY2023, some in-house enrichment trainings were conducted by our employees to enhance personal development and work-related matters.

In 2024, TrickleStar plans to improve the variety of training courses for its employees. Heads of Departments have been requested to address the training needs for staff.

Employment Diversity and Equality

TrickleStar does not discriminate against employees or potential recruits according to race, age, gender, religion, ethnicity, physical impairments, sexual preference, political viewpoints, marital status or nationality. Unlawful discrimination is a serious offence in TrickleStar. TrickleStar has in place a Scheme of Service that governs the employment practices of the Company and ensure it adheres to the legislation and guidelines in the relevant countries of operation.

In FY2023, there were no employee complaints received with regards to discrimination in the workplace.

Our hiring practices are based on merits such as skill and experience. We value the diversity of our workforce and have an equal remuneration policy regardless of gender and nationality. The number of new employees recruited in 2023 totalled 3.

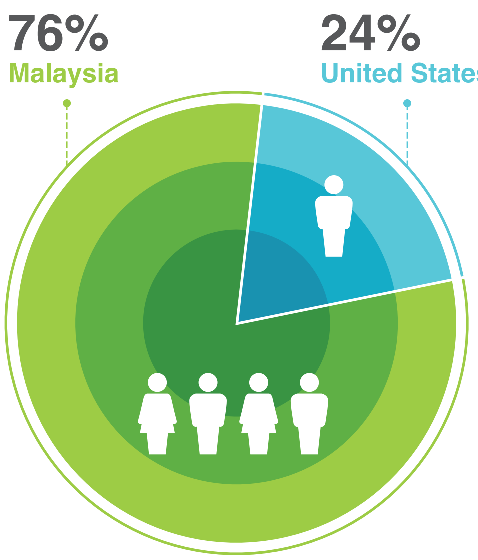
The analysis of new employees by region, age range and gender is:

	Year 2023					Year 2022					Year 2021				
	Malaysia		USA			Malaysia		USA			Malaysia		USA		
Age range	Male	Female	Male	Female	Total	Male	Female	Male	Female	Total	Male	Female	Male	Female	Total
>=20 to < 30					0	1		2		3		1			1
>=30 to < 40		1			1			1		1	3	1	1		5
>=40 to < 50	1				1					0		1			1
>=50	1				1	1		2		3			1		1
Total	**2**	**1**	**0**	**0**	**3**	**2**	**0**	**5**	**0**	**7**	**3**	**3**	**2**	**0**	**8**

TrickleStar's employees are key to success and achievement of our goals. We believe in staff development to widen the values of our employees and to assist them to contribute further to the success of our businesses.

At the end of 2023, the total number of our employees in both Malaysia and USA was 17. All our employees are permanent and full-time. Additionally, we assessed that our contract manufacturers employ up to 1,843 people on lines dedicated to TrickleStar products.

An analysis of employees by region and gender, employment type of full-time and permanent can be found below



Full-time & Permanent	US	24%
Female:	0	0%
Male:	4	24%
Full-time & Permanent	**MY**	**76%**
Female:	6	35%
Male:	7	41%
Total	**17**	**100%**

Employee Turnover

The employee turnover rate in 2023 was 23%.

As the organisation grows and matures, particularly with the increase in sales volumes and expectations of listed companies, we have to support the growth by increasing our workforce.

Long and short-term incentives are granted to eligible employees based on their performance and contributions to TrickleStar. We conduct an annual performance review facilitated with an open discussion on the staff's performance for all employees. Remuneration policies and packages are reviewed regularly to ensure that compensation and benefits are in line with the industry and country norms, which helps TrickleStar in our recruitment and retention of talent.

Workplace Health and Safety

TrickleStar is committed to providing employees with a healthy and safe working environment. TrickleStar has focused on creating a culture which requires all members of our workforce to create a safe work environment. We aim to identify and manage occupational risks, minimise occurrences of occupational illness and promote healthy lifestyles with a work-life balance.

In FY2022, the Board approved the Workplace Safety and Health Policy to set the tone that TrickleStar places great emphasis on health and safety. We are also pleased to note that there were no work-related incidents or injuries at our workplace in FY2023.

In addition to the above, TrickleStar also does not tolerate behaviour from any member of staff which might constitute sexual harassment. Each employee is expected to cooperate fully with Management in maintaining a workplace free of sexual harassment by refusing to accept or participate in any behaviour of such nature. To this end, TrickleStar has published a sexual harassment notice at the workplace as a reminder to all employee that the Company adopts a zero-tolerance approach towards any acts of sexual harassment at the workplace.

Child Labour, Forced or Compulsory Labour

TrickleStar does not tolerate child labour, forced labour or compulsory labour, in any of its operations. We are firmly opposed to all forms of child exploitation and forced labour. We will not engage with any company in our supply chain that does not share the same views on zero tolerance for child or forced labour. In FY2023, TrickleStar have obtained confirmation from its three major manufacturers confirming there was no child or forced labour in their factories.

ENVIRONMENT

Supply Chain

TrickleStar is selective in choosing its business partners. We carefully assess the reputation of each of our main suppliers and contract manufacturers and, to date, we have had no cause for concern.

Currently, we outsource all manufacturing to selected companies that comply with all necessary safety regulations.

This resulted in economies of scale and reduces TrickleStar's footprint in emission and transporting products. We assess and re-evaluate the performance of the contractors regularly. Immediate feedback will be provided to our business partners when issues arise. To date, we have not had any environmental or other issues of concern with any of our business partners.

In our meticulous approach to production and logistics planning, we prioritise the utilisation of sea shipping over air and avoid urgent, expedited products delivery. This demonstrates our commitment to eco-conscious practices. By favouring sea shipment, we actively contribute to a greener and more substantial future, significantly mitigating the carbon emission that associated with air transport which is highly impacting the environmental footprint.

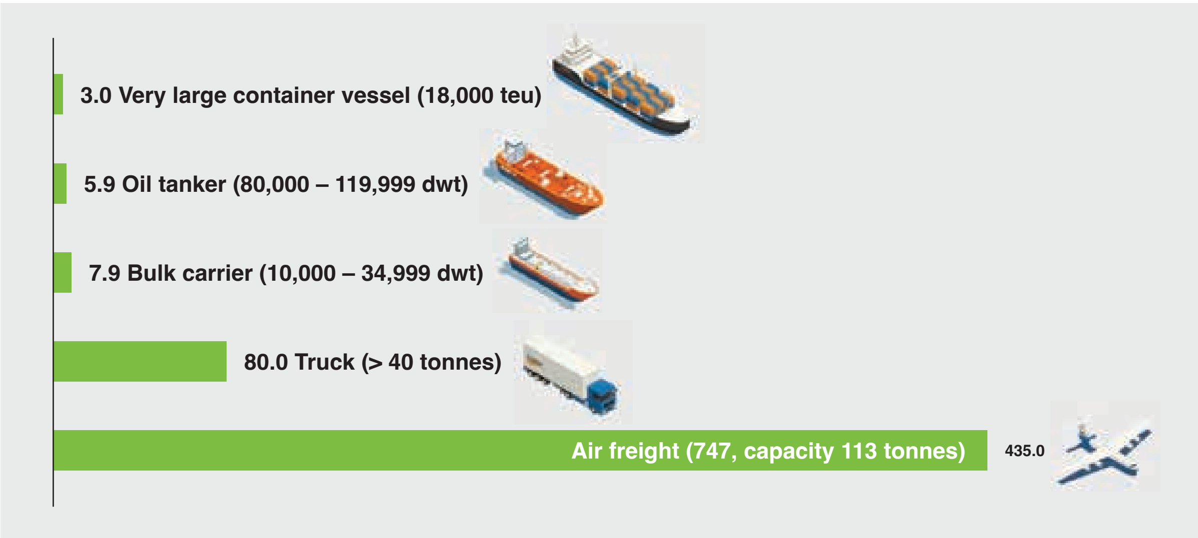


Figure 6.8: Comparison of typical CO_2 emissions between modes of transport
Source: ICS based on IMO, Second GHG Study, 2009
*AP Møller-Maersk, 2014

In FY2023, we undertook a review of the sustainability initiatives and ESG policies of our main sub-contractors. The review confirmed that their approach to ESG is in line with TrickleStar's own objectives as outlined in this Report. We believe that like-minded business partners that share our commitment to sustainability will mitigate operational and reputation risks. Our main sub-contractors have policies on sustainable issues which can be assessed at their websites.

TrickleStar endeavours to minimise the negative effects of conducting its business whenever feasible. Our principle contract manufacturers and product assemblers conform to recognised quality and safety standards, including internationally recognised standards of ISO 9001, ISO 14001:2015 and ISO 45001:2015. TrickleStar's proprietary brands and products conform to international standards and requirements in the markets in which we sell, including the UL, ETL, FCC, IC and CE certifications.

Energy and Materials Reduction

TrickleStar has undertaken initiatives to create a sustainable and environmentally friendly office with "go green" at workplace. This also benefits TrickleStar through cost cutting by reduction of consumption of energy and materials being re-used. In the future, we are looking to implement additional initiatives to maximise the use of recyclable materials in the production and packaging of our products. We had intended to begin performing benefit reviews during FY2022 and into FY2023 but, due to the need to conserve cash, we will not begin the review until at least H2 2025 and will need to complete these initiatives before making any decisions.

In FY2023, TrickleStar undertook the following:

1) Energy and Water Consumption in Office
Reduction in overall electricity and chilled water consumption for both offices in Malaysia and USA, showing our commitment to sustainability and efficiency.

	2023		2022		2021	
	Malaysia	US	Malaysia	US	Malaysia	US
Electricity Consumption (kWh)	8,074	17,973	9,990	19,831	5,739	20,353
Chilled Water Consumption (KWr)	40,457	–	48,457	–	23,139	–

Notably, electricity usage for lighting and air-conditioning showed a significant reduction of 3,774 kWh or by 13% compared to FY2022. Chilled water consumption for air-conditioning also showed a decreased of 8,000 kWr.hr or by 17% compared to FY2022. There was no chilled water consumption for the office in US.

We regularly adjust the air-conditioner temperature depending on outdoor temperature, switching to energy-saving LED lights and reducing the need for artificial lighting in our offices.

These saving numbers underscore our dedication to the environment. We strongly encourage our employees to maximise the use of electricity during non-peak hours, mainly in our USA office, contributing to our shared goal of minimising our environmental footprint while ensuring operational efficiency and making a more sustainable and energy-efficient future.

2) Usage of TrickleStar Products
(a) TrickleStar Advanced Keyboard
TrickleStar produces an advanced keyboard which uses highly-accurate radar sensing technology to detect when the user is absent from their computer. It puts the computer to sleep quickly and automatically when absence is detected. A savings calculator is available to determine the energy and cost saving at our website (https://calculator.tricklestar.com). This proposed product was a Red Dot winner in 2022 for its outstanding design in the category of computer and information technology. In addition, an ECOS Research report showed potential estimated savings of 128.5kWh per computer per year by using a TrickleStar keyboard.

All TrickleStar employees commenced the use of advanced keyboard in FY2022 with an estimated saving/year/computer of 45.03kWh during office working hours. The total saving estimated for all users in TrickleStar is illustrated in the table below:

Office	FY2023		FY2022	
	No. of Advanced Keyboard used	Energy Saved kWh	No. of Advanced Keyboard used	Energy Saved kWh
US	4	180.12	4	180.12
Malaysia	12	540.36	14	630.42
Total	16	720.48	18	810.54

(b) Advanced Powerstrip ("**APS**")

We use TrickleStar APS and surge protectors for both offices in Malaysia and USA. Based on the RLPNC 17-3: Advanced Power Strip Metering Study, each unit is estimated to save 75kWh energy. The total saving estimated for all users in TrickleStar is illustrated in the table below:

Office	FY2023		FY2022		FY2021	
	No. of APS used	Energy Saved kWh	No. of APS used	Energy Saved kWh	No. of APS used	Energy Saved kWh
US	7	525	10	750	9	675
Malaysia	17	1,275	16	1,200	14	1,050
Total	24	1,800	26	1,950	23	1,725

(c) Wi-Fi Water Heater Controller

The Wi-Fi Water Heater Controller was a winner in the 2022 Consortium for Energy Efficiency (CEE), Integrated Home Competition and demonstrated elements of the CEE Integrated Home Initiative: energy savings, demand flexibility, consumer amenity and security. This allows users to control loads in one place and easily see energy use data. Our USA office is currently using the product and showed energy savings as illustrated below from year 2021 to 2023.

	FY2023	FY2022	FY2021
Energy Savings	1,660 kWh	2,708 kWh	3,125 kWh

The consecutive reduction of energy savings from FY2021 to FY2023 was due to adjustments made in reduction of hours of water heating through scheduling.

(d) Raising awareness on ESG

i. Raising market awareness of TrickleStar products on economic and social benefits.
Articles on benefits of energy efficiency and optimising energy use can be found at our website, https://tricklestar.com/pages/news and through social media engagement such as TrickleStar's Facebook, LinkedIn and YouTube.

ii. Raising awareness to employees
We aim to increase employees' understanding of their behaviour in relation to energy consumption. We encourage and inspire behavioural change among employees by sharing articles related to ESG.

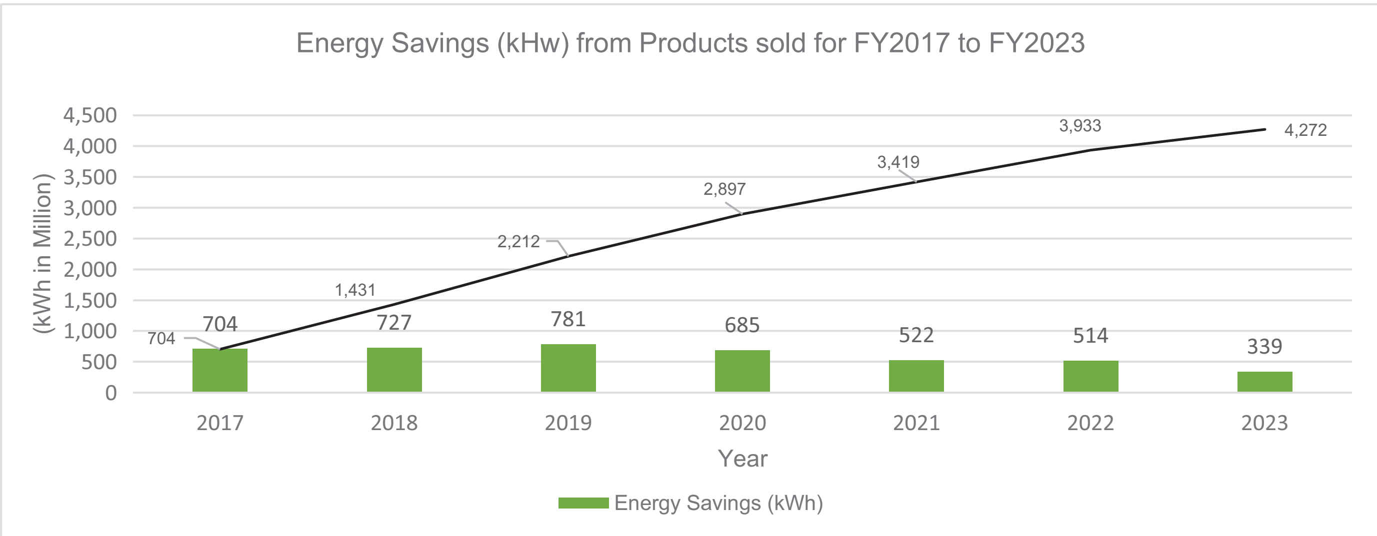
As to the benefits that are derived from the use of TrickleStar APS, various assumptions must be made to quantify the energy savings. These include the level of kWh of electricity saved by use of each products, which we have quantified based on the assumptions as below:

- A TrickleStar APS Tier 1 product saves 75 kWh pa based on the research by NYSERDA's "Advanced Powerstrip Research Report, Final Report August 2011" and/or "RLPNC 17-3: Advanced Power Strip Metering Study, March 18, 2019" by NMR Group; and
- APS Tier 2 product saves 141 kWh pa based on the research by RLPNC 17-3: Advanced Power Strip
- Metering Study, March 18, 2019" by NMR Group Inc.

Using these assumptions based on the number of APS sold and the EPA's calculator:

- APS Tier 1 products help save 271,245,750 kWh energy over their expected lifespan;
- APS Tier 2 products help save 67,949,310 kWh energy over their expected lifespan;
- We have helped our customers save USD40,703,407 in energy demand costs;
- This saved energy is also equivalent to 240,382 metric tons of CO2; and
- This 240,382 metric tons of CO2 emissions are equivalent to planting 286,659 forested acres of trees or removing greenhouse gas emission from 53,492 cars from the road or decommissioning 0.064 coal-fired power plants in one year.

The graph below shows the yearly and cumulative energy saving in kWh based on the assumption of continuous usage of TrickleStar APS Tier 1 and 2 from year 2017 to 2023.



Emissions

As TrickleStar contracts out its manufacturing processes, the GHG Scope 1 emission that the Company generates from its business activities is expected to be negligible.

GHG Scope 2 emissions are calculated using the Greenhouse Gas Equivalencies Calculator provided by the United States Environmental Protection Agencies and based on the electricity consumption in our Malaysia and USA office which are supplied by third-party supplier.

GHG Scope 2 emissions (tCO_2e)	FY2023	FY2022	FY2021
Malaysia	3.5	4.8	2.7
USA	7.8	8.8	9.7

FY2023 saw more employees returning to the workplace as countries adapted to living with COVID-19. Nevertheless, we continue to be cautious and aware that electricity consumption will contribute to GHG emissions. Hence, we regularly adjust the air-conditioner temperature depending on outdoor temperature, switching to energy-saving LED lights and reduce the need for artificial lighting in our offices. In addition, for our USA office, we strongly encourage our employees to maximise the use of electricity during non-peak hours.

Waste Management

As TrickleStar contracts out its manufacturing processes, the waste generated by Company is expected to be negligible as it will be limited to office waste.

Use of Sustainably Sourced Packaging

TrickleStar is committed to the use of paper-based packaging sourced from sustainably sourced materials. TrickleStar will endeavour to work to transition to usage of sustainably sourced cardboard and paper at all contract manufacturing facilities and ensure all paper-based packaging is certified. We have set a target for this to be achieved within five years.

In FY2023, TrickleStar has yet to begin a study to evaluate the business impact and how to convert the product packaging, as the focus during the year was focusing on commercialising new products and conserving cash. Nevertheless, in relation to the packaging used for the products sold by PlugLoad Pte. Ltd., the Company has used minimal packaging material for its advanced powerstrip as only a portion of the product is wrapped with a pocket sleeve material.

Plastics Reduction

TrickleStar is committed to the reduction of plastics used in packaging of products. Where possible, use of plastics will be eliminated and we will work to transition to the use of certified, biodegradable plastics moving forward.

However, TrickleStar has yet to set a target for this due to limited resources. The Management will evaluate this in FY2025.

Avoidance of Conflict Mineral

TrickleStar is committed to the ban of usage of conflict minerals in products. TrickleStar will require sub-contractors to verify and confirm that conflict minerals are not used in their factories or products that they produce for TrickleStar.

In FY2023, TrickleStar has obtained confirmation from its major manufacturers that the minerals used in their factories for producing customer’s products were DRC conflict free.

GRI CONTENT INDEX

APPENDIX 1

Statement of use	TrickleStar Limited has reported the information cited in this GRI content index for the period of 1 January to 31 December 2023 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

GRI STANDARD	Code	DISCLOSURE	LOCATION	PAGE
GRI 2: General Disclosures 2021	2-1	Organization details	Corporate Profile	4
	2-2	Entities included in the organization's sustainability reporting	About this report	18
	2-3	Reporting period, frequency and contact point	About this report	18
	2-4	Restatements of information	About this report	18
	2-5	External assurance	About this report	18
	2-6	Activities, value chain and other business relationships	Corporate Profile	4
	2-7	Employees	Employee Benefits and Welfare Employee Engagement Training and Education Employment Diversity and Equality Employee Turnover	29 29 30 31 32
	2-8	Workers who are not employees	We do not have workers who are not employees	Nil
	2-9	Governance structure and composition	Corporate Governance Sustainability Governance Structure	43-77 20
	2-10	Nomination and selection of the highest governance body	Corporate Governance Sustainability Governance Structure	43-77 20
	2-11	Chair of the highest governance body	Board of Directors	11-12
	2-12	Role of the highest governance body in overseeing the management of impacts	Corporate Governance	44
	2-13	Delegation of responsibility for managing impacts	Corporate Governance	43-77
	2-14	Role of the highest governance body in sustainability reporting	Board Statement Governance	19 26
	2-15	Conflicts of interest	Corporate Governance Governance	45 26
	2-16	Communication of critical concerns	Corporate Governance Governance	67 26

GRI STANDARD	Code	DISCLOSURE	LOCATION	PAGE
	2-17	Collective knowledge of the highest governance body	Corporate Governance Governance	43-77 26
	2-18	Evaluation of the performance of the highest governance body	Corporate Governance Management Approach	55 22
GRI 2: General Disclosures 2021	2-19	Remuneration policies	Corporate Governance	59
	2-20	Process to determine remuneration	Corporate Governance	59
	2-21	Annual total compensation ratio	Not disclosing due to confidentiality constraints	Nil
	2-22	Statement on sustainable development strategy	Board Statement Management Approach	19 22
	2-23	Policy commitments	Governance	26
	2-24	Embedding policy commitments	Governance	26
	2-25	Processes to remediate negative impacts	Processes to remediate negative impacts	28
	2-26	Mechanisms for seeking advice and raising concerns	Corporate Governance Governance Whistleblowing	62 26 28
	2-27	Compliance with laws and regulations	Corporate Governance Governance	44 26
	2-28	Membership associations	Membership Association	23
	2-29	Approach to stakeholder engagement	Stakeholder Engagement	21
GRI 3: Material Topics 2021	3-1	Process to determine material topics	Stakeholder Engagement Materiality	21 23
	3-3	List of material topics	Material Factors	24
	3-3	Management of material topics	Material Factors	24
GRI 201: Economic Performance 2016	201-1	Direct economic value generated and distributed	Financial Highlight Financial and Operations Review Economic Value Generated and Distributed	10 16 25
	201-2	Financial implications and other risks and opportunities due to climate change	Risk Management – Task Climate-related Financial Disclosure (TCFD)	27
GRI 205: Anti-corruption 2016	205-3	Confirmed incidents of corruption and actions taken	Anti Corruption	28

GRI STANDARD	Code	DISCLOSURE	LOCATION	PAGE
GRI 302: Energy 2016	302-1	Energy consumption within the organization	Energy consumption within the organisation	34
	302-4	Reduction of energy consumption	Energy consumption within the organisation	34
	302-5	Reductions in energy requirements of products and services	Usage of TrickleStar Products	34
GRI 305: Emission 2016	305-5	Reduction of GHG emissions	Environment	33
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	Employment Diversity and Equality	31
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	Employee Benefits and Welfare	29
GRI 403: Occupational Health and Safety 2018	403-1	Occupational health and safety management system	Workplace Health and Safety	32
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	Training and Education	30
	404-2	Programs for upgrading employee skills and transition assistance programs	Training and Education	30
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees	Employment Diversity and Equality	31
GRI 406: Non-discrimination 2016	406-1	Incidents of discrimination and corrective actions taken	Employment Diversity and Equality	31
GRI 408: Child Labor 2016	408-1	Operations and suppliers at significant risk for incidents of child labor	Child Labour, Forced or Compulsory Labour	32
GRI 409: Forced or Compulsory Labor 2016	409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labor	Child Labour, Forced or Compulsory Labour	32

TCFD CONTENT INDEX

APPENDIX 2

TCFD recommended disclosure		TRICKLESTAR'S APPROACH	REPORT REFERENCE (PAGE)
Governance Disclosed the organisation's governance around climate-related issues and opportunities.	a. Describe the board's oversight of climate-related risks and opportunities.	The Board of Directors is responsible for oversight and review of the climate-related risks and opportunities. As such, the Board also approves the Sustainability Report that provides disclosure on sustainability initiative undertaken by the Company.	18-23
	b. Describe the management's role in assessing and managing climate related risks and opportunities.	The management team, led by our CEO or Acting CEO, is responsible for assessing and managing the climate-related risks and opportunities. Identified key EESG factors for TrickleStar have been recommended by management, and are reviewed and approved by the Board. In addition. TrickleStar have also appointed a Head of Sustainability to assist the Board in driving. tracking and reporting the material sustainability matters	
Strategy Disclose the actual and potential impacts of climate-related risks and, strategy, and financial planning where such information is material.	a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	As this is our first report, we have begun identifying climate-related risks and opportunities which could potentially affect our business lines and operational activities.	27
	b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	Going forward, we will continue to monitor and review our risks and opportunities between medium and longer term.	
	c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Our Plan: We will first strengthen our understanding of the various climate scenario affecting our business and any potential interdependencies with other risks faced. Then, in the next three (3) years, we will attempt to explore the use of climate scenario to enhance our assessment of risks and opportunities to support the Company's strategies direction.	

TCFD recommended disclosure		TRICKLESTAR'S APPROACH	REPORT REFERENCE (PAGE)
Risk Management Disclose how the organisation identifies, assesses, and manages climate-related risks.	a. Describe the organisation's processes for identifying and assessing climate-related risks. b. Describe the organisation's processes for managing climate-related risks. c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Our process of identifying and assessing climate-related risks are integrated into our company risk management process. Climate-related risks, like other strategic, operational and financial risks, will be reviewed by the Board at least bi-annually. By embedding the climate-related risks in our risk management process, we will apply similar risk taxonomy for identifying, assessing and managing climate-related risks affecting our businesses as similar to other strategic, operational and financial risks.	27
Metrics and Targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. b. Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks. c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	TrickleStar has prepared the Sustainability Report based on guidelines from sustainability standards such as GRI and in line with the TCFD recommendations, we have also reported the key climate – related risks and opportunities for TrickleStar under Risk Management in our Sustainability Report. Other energy reduction is measured in kWh of electricity saving. TrickleStar contracts out its manufacturing processes as such GHG Scope 1 emission is expected to be negligible. GHG Scope 2 emission is based on the electricity consumption in our Malaysia and USA office which are supplied by third-party supplier and is reported in our Sustainability Report. As for GHG Scope 3, we have yet to identify the best method for measuring the emission. Nevertheless, TrickleStar has reported the Energy and Materials Reduction in our Sustainability Report. Our primary measure is carbon savings achieved through use of TrickleStar products. We aim to increase these savings annually. Our performance targets for material areas including energy and materials reduction have been reported in our Sustainability Report.	34-37

Report on Corporate Governance

Introduction
TrickleStar Limited ("**TrickleStar**"), an expression used in this corporate governance report ("**Report**") that includes our subsidiaries where the context is appropriate), is committed to maintaining high standards of corporate governance because our directors ("**Directors**") believe that good corporate governance is a critical element of corporate success. Our board of directors ("**Board**") therefore aims to provide a sound base for good corporate governance whilst overseeing management's ("**Management**") control and accountability framework.

This Report outlines TrickleStar's corporate governance practices and work during our financial year ended 31 December 2023 ("**FY2023**"). TrickleStar has endeavoured to comply in all material respects with the principles and provisions set out in the Code of Corporate Governance issued by Monetary Authority of Singapore on 6 August 2018 ("**Code**"), and where applicable, the disclosure guide developed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in January 2015 ("**Guide**"), together with other applicable laws, rules and regulations, including the SGX-ST Listing Manual Section B: Rule of Catalist ("**Catalist Rules**"). TrickleStar has also taken the Code into account in the terms of reference for TrickleStar's Board of Directors and its Committees.

Where there are deviations from the Code, explanations are provided.

A. BOARD MATTERS
Board's Conduct of its Affairs
Principle 1. *The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

The Board Members
Each Director's position, date of initial appointment, date of last re-election and directorships/chairmanships held by TrickleStar's Directors in other listed companies is as follows:

Name of Director	Position	Date of Initial Appointment	Date of Last Re-election	Directorships in other listed companies	
				Current	Past 3 Years
Ling Hee Keat	Non-Executive Independent Chairman	28 March 2019 (Director) 8 December 2022 (Chairman)	25 March 2022	Iris Corporation Bhd	Nil
Gunananthan Nithyanantham	Executive Director and Chief Operating Officer	31 October 2018 (Director) 1 January 2022 (Chief Operating Officer)	29 March 2023	Nil	Nil
Chuah Jern Ern	Non-Executive Independent Director	28 March 2019	25 March 2022	Nil	Nil
Jeremy John Figgins	Non-Executive Independent Director	31 October 2018	26 March 2021	Nil	Nil

Notes:
1. Gunananthan Nithyanantham resigned as Acting Chief Executive Officer ("**CEO**") on 31 December 2023.
2. Bernard Christopher Emby resigned as Non-Executive Non-Independent Director on 19 January 2024.

The principal commitments of the Directors, if any, and other key information regarding the Directors are set out in the "Board of Directors" section in this Annual Report.

Role of the Board

The Board, in addition to its statutory responsibilities, is primarily responsible for overseeing and supervising Management, the overall performance of TrickleStar and holding Management accountable for performance. The Directors understand their duty to act objectively in TrickleStar's best interests, to protect and enhance long-term shareholder value and, in achieving this, that they must at all times act honestly, fairly, diligently and lawfully.

A Code of Conduct exists. The Board has required that TrickleStar's Code of Conduct forms part of all employees' contracts of employment.

The Board sets TrickleStar's overall strategy, a tone-from-the top and TrickleStar's culture. In addition to ensuring proper accountability within TrickleStar, the Board's role is to:

(a) provide entrepreneurial leadership, and set strategic objectives, which include appropriate focus on value creation, innovation and sustainability;
(b) ensure that the necessary resources are in place for TrickleStar to meet its strategic objectives;
(c) establish and maintain a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and performance;
(d) constructively challenge Management and review its performance;
(e) instill an ethical corporate culture and ensure that TrickleStar's values, standards, policies and practices are consistent with the culture; and
(f) ensure transparency and accountability to key stakeholder groups.

To fulfil these roles the Board recognises that its responsibilities include:

(a) putting in place policies, structures and mechanisms to ensure compliance with law and regulations and setting standards of ethical behaviour;
(b) setting strategic objectives and giving directions for planning of financial and human resources to be in place for TrickleStar to achieve its objectives;
(c) reviewing the adequacy and effectiveness of risk management systems and internal controls, including financial, operational, compliance and information controls, and assessing actions needed to address and monitor any areas of concern;
(d) reviewing the performance of TrickleStar towards achieving shareholder value;
(e) approving matters that it has reserved for itself (described below);
(f) identifying key stakeholder groups and the manner of liaising with them;
(g) approving annual budgets, key operational matters, major funding proposals, investment and divestment proposals, corporate or financial restructuring, material acquisitions and disposal of assets, interested person transactions, dividend payments, convening of shareholders' meetings and share buybacks;
(h) approving Board appointments or re-appointments and appointments of the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of TrickleStar ("**KMP**");
(i) establishing and regularly reviewing the framework of corporate governance, sustainability approach, risk management systems and other prudent, adequate and effective internal controls to safeguard shareholders' interests and TrickleStar's assets; and
(j) evaluating the performance and compensation of Directors and KMP.

Conflicts of Interest
TrickleStar's Conflicts of Interest Policy includes requirements for Directors to avoid any conflicts of interest with TrickleStar. Where a Director's personal or business interest interferes, or even appears to interfere, in any way with the interests of TrickleStar, the Director must disclose such interest at a meeting of the Directors or by sending a written notice to TrickleStar's Company Secretary, containing details of the interest and the nature of the conflict and recuse themselves from participating in any discussion or decision on the transaction or proposed transaction. The Policy extends to debate of the matter by any Board Committee.

Directors' Training
Newly appointed Directors are provided with background information about TrickleStar's history, structure, business operations, vision, values, strategic direction, policies and governance practices. They will also be briefed and given an orientation by Management to familiarise themselves with the business and operations of TrickleStar. Directors who do not have prior experience or are not familiar with the duties and obligations required of a Director of a listed company in Singapore, will undergo the necessary training and briefing as prescribed by the SGX-ST.

The Board recognises the importance of ongoing professional development for the Directors and gives opportunities to Directors to develop their skills and knowledge. Training needs are considered formally every year, with appropriate programmes, at TrickleStar's expense, being recommended through our Nominating Committee. If required, briefings by external consultants or counsel are organised for the Board.

Through these programmes and training, TrickleStar's Directors have been made aware of their duties at law, which include acting in good faith and the best interests of TrickleStar; exercising due care, skills and diligence; and avoiding conflicts of interest.

In FY2023, Directors attended trainings on sustainability organised by ESGenome Workshop with SAC Capital and Singapore Institute of Directors (SID) for a better understanding on sustainability reporting; a Climate Governance Int. Conference: What Directors need to know; and Beyond the 9 year Rule. In addition, one Director attended a preview session of the directorship programme organised by SDP-SID-SMU.

Limits on Authority
Through financial authorisation and approval limits for operating and capital expenditure and the procurement of good and services that the Board has put in place, the Board seeks to optimise operational efficiencies. The Board has requested the CEO to ensure that all policies, including TrickleStar's authorisation matrix are on a secure online portal that is available to Management and that Management understands the policies.
The Board approves transactions exceeding certain threshold amounts while delegating authority to Management for transactions below those limits. The Board has also reserved certain important matters that are not in the ordinary course of business which requires the Board's specific approval, which includes the following:

(a) announcement of half-year and full year financial results;
(b) the strategic plan, the annual operating plan and budget;
(c) joint ventures, mergers, corporate acquisitions or divestments;
(d) appointment of KMP;
(e) recommendations for subdivision of shares, issuance of shares or stock dividends;
(f) share buybacks;
(g) award under share option or share scheme;
(h) interested person transactions;
(i) borrowings;
(j) commencement of significant litigation;

(k) appointment and removal of the Company Secretary; and

(l) any change to the terms of reference for any Board Committee.

In July 2023, the Board removed a temporary directive, created in August 2022, that had restricted the CEO's powers of spending on product development and placed approvals requirements beyond a stated limit under the powers of the Board.

Board Committees

The Board has delegated certain areas of responsibility to three Board Committees, but ensures that all important decisions are made by the Board:

- The Audit Committee ("**AC**"),
- The Nominating Committee ("**NC**") and
- The Remuneration Committee ("**RC**").

The Board has not formed an Executive Committee.

The composition of each committee ("**Committee**") and its activities are detailed later in this Report. Each Committee is tasked to oversee specific responsibilities based on a charter ("**Charter**"). The Charter will be reviewed by each Board Committee from time to time to ensure relevance. Any change to the Charter requires Board approval.

Each Committee is chaired by an Independent Director and their members comprise only Non-Executive Directors. The appointment of Board Committee members is carried out to ensure the Committees comprise Directors with the appropriate qualifications and skills, to maximise their effectiveness. All Board Committee appointments require the approval of the Board.

The key deliberations, recommendations and decisions taken by each Board Committee are reported to the Board by the Committee's Chair. If appropriate, the Board endorses the Committee's decisions and adopts its recommendations and so accepts ultimate responsibility on such matters.

Directors' Commitment and Meeting Attendance

The attendance of each Director at Board, Board Committee (when the Director was appointed as a member of the Committee) and shareholders general meetings for FY2023 is set out below.

		Board Committees			Annual General Meeting	Extraordinary General Meeting
	Board	AC	RC	NC		
Number of Meetings Held	4	11	12	12	1	1
Name of Director						
Ling Hee Keat	4/4	11/11	12/12	12/12	1/1	1/1
Gunananthan Nithyanantham	4/4	NA	NA	NA	1/1	1/1
Chuah Jern Ern	3/4	7/11	8/12	8/12	0/1	0/1
Jeremy John Figgins	4/4	11/11	12/12	12/12	1/1	1/1
Bernard Christopher Emby[1]	4/4	NA	NA	NA	1/1	1/1

Note: 1. Bernard Christopher Emby resigned as CEO on 28 April 2023 and eventually stepped down as the Non-Executive Non-Independent Director on 19 January 2024.

The NC has considered each Director's other board representations and principal commitments and in this context is satisfied that each Director is able to carry out and has been adequately carrying out their duties as a Director and that each has given sufficient time and attention to the affairs of TrickleStar. The maximum number of board representations a Director may hold in other listed companies has been set at five.

The NC has also determined that each Director has attended and actively participated in the discussions and deliberations of the Board and, where they hold Board Committee membership, of the Board Committees.

The Board does not encourage the appointment of alternate Directors. No alternate Director has been or is currently appointed to the Board.

Information Flow
As a general statement, all Directors are satisfied that Management provides them with complete, adequate and timely information prior to meetings and on an on-going basis, to enable them to make informed decisions and discharge their duties and responsibilities. The concerns that existed in year 2022 have been addressed and resolved.

The agenda for each Board or Board Committee meeting is set by the relevant chairman with consultation with the CEO where they consider necessary. The agenda of every Board Committee meeting includes an update from its Chair if any significant matter relating to the scope of that Board Committee has arisen. Sufficient time is allowed for each agenda item to ensure proper attention is given to the matter. Management assists in the preparation of the formal papers for the meetings and delivers the papers to Directors electronically prior to each meeting via a secure method.

In between Board meetings, the Board receives updates on important matters affecting the business from the former Acting CEO, Gunananthan Nithyanantham who was the Acting CEO until 31 December 2023. The former Acting CEO was always available to answer questions from any Director and the Directors may discuss such information from the former Acting CEO among themselves, raising any concerns at the next Board meeting. Such practices will continue with the appointment of the current CEO. The Directors receive copies of TrickleStar's monthly management accounts, and in respect of budget, the Financial Controller ("**FC**"), who was redesignated to chief financial controller ("**CFO**") effective 1 January 2024, is required to explain any material variance between the budget and actual results.

The Board sets aside time for discussion without the presence of Management, Directors have separate and independent access to Management, TrickleStar's Company Secretary and external advisers (where necessary) at TrickleStar's expense.

Directors may approach Management directly but, for protocol, approaches are normally made through the CEO. When needed, Directors make further enquiries on a matter they have discussed with Management to make informed decisions. In 2023, one Director filed a whistleblowing complaint that his access to management was being restricted (see Whistleblowing section below for further details) whereas all other Directors found that the Management responded to their requests in a timely manner.

The Company Secretary
The Board is supported by the Company Secretary. The Company Secretary's responsibilities include advising the Board on corporate and administrative matters, ensuring that Board procedures and applicable rules and regulations are complied with and (if required) facilitating orientation and assisting with professional development.

The Company Secretary, Goh Siew Geok is a member of the Chartered Secretaries Institute of Singapore and has more than two decades of corporate secretarial experience in professional consultancy firms and public listed companies.

TrickleStar's Company Secretary and/or their representative(s) attend all Board and Board Committee meetings (except those that are called at short notice where notice to the Company Secretary is not practical). If a meeting is held without the Company Secretary being present, they are consulted subsequently to ensure that procedures, rules and regulations have been adhered to.

The appointment and removal of the Company Secretary is a decision of the Board as a whole.

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

Board Independence
The Board comprises one Executive Director, one Non-Executive Non-Independent Director and three Non-Executive Independent Directors for FY2023. However, the Non-Executive Non-Independent Director, Bernard Christopher Emby resigned on 19 January 2024. There is therefore a strong and independent element on the Board, with Independent Directors making up a majority of the Board.

Rule 406(3)(d) of Catalist Rules provides circumstances for which a director will not be independent, including if he is employed by the issuer or any of its related corporations for the current or any of the past three financial years and if he has been a director for an aggregate period of more than 9 years (whether before or after listing). Under the Code, a director who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company, is considered to be independent.

No Director has served on the Board for more than nine years.

On an annual basis, the NC will determine the independence of each Director, taking into consideration the Catalist Rules, as well as whether there is any circumstance or relationship that might impact the Director's independence or perception of independence. Each Director is required annually to complete an independence checklist and to declare whether they consider themselves independent – even if they have any of the relationships which are deemed to be non-independent based on the standards of independence in the Code. Such declarations assist the NC in its determination of the Directors' independence.

All Directors have made declarations on their respective status of independence and the Board has accepted the NC's assessment of Directors' independence. The Board has determined that:

Ling Hee Keat, Chuah Jern Ern and Jeremy John Figgins are independent and Gunanantham Nithyanantham is non-independent.

Each member of the NC and the Board recused themselves from the deliberations on their independence.

The Independent Directors and their immediate family members have no relationship with TrickleStar, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of TrickleStar.

In addition to their role and duties as Non-Executive Directors, the Independent Directors provide an independent, objective check on Management. In certain cases, the Independent Directors are required to make certain decisions and determinations under the Catalist Rules. As with all directors, they are to act in the best interests of TrickleStar as a whole and not of any particular group of shareholders or stakeholders.

The roles of Chairman and CEO are separated. Given that the Chairman is independent, TrickleStar has also ensured that Independent Directors make up at least one third of the Board, with three out of five Directors in FY2023 (now three out of four), constituting more than 50% of the Board, being independent.

The Board believes that no individual or small group of individuals is dominating the Board's decision making, and is satisfied that there is a strong and independent element on the Board, which is able to exercise independent, objective judgment on corporate affairs.

Non-Executive Directors

Non-Executive Directors are neither Management nor employees of TrickleStar. They contribute to the Board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternative perspectives for TrickleStar. When challenging Management's proposals or decisions, they bring independent judgement to bear on business activities and transactions involving conflicts of interest and/or other complexities.

Non-Executive directors make up a majority of the Board. The proportion of Non-Executive Directors avoids the undue influence of Management over the Board and ensures that appropriate checks and balances are in place.

Board Size

The size and composition of the Board and Board Committees is reviewed annually by the NC to ensure that their size is appropriate so as to facilitate effective decision making. The review aims to ensure that there is an appropriate mix of expertise and experience, which TrickleStar may tap on for assistance in furthering its business objectives and shaping its business strategies.

The Board, with the concurrence of the NC, is of the opinion that its Board size of five members in FY2023 (now four members), and the size of each Board Committee, are appropriate, taking into account the nature and scope of TrickleStar's operations, and the requirements of the business. Also, that the Directors as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid group think and foster constructive debate.

Board Competencies

Together, the Board and Board Committees comprise Directors who, as a group, provide a broad range and an appropriate balance and diversity of expertise in areas such as accounting, finance, legal, patent protection, business, management, operations, strategic planning, information technology and global business as well as familiarity with regulatory requirements. The diversity of the Directors' experience allows for useful exchange of ideas and views. The Board in particular is considering ways in which to improve and add expertise towards the sharing, perception and growth of industry knowledge.

The NC, which is tasked with the review of the succession and renewal plans for Board continuation, noted that none of the Directors has served more than five years on the Board, save for Gunanantham Nithyanantham and Jeremy John Figgins.

As regards succession planning, this was a continuing focus for the NC in FY2023 and a new CEO was appointed in accordance with our plans. Succession planning was tested in 2023 and proved satisfactory. The NC will work with Management to review TrickleStar's succession planning in the light of this change.

Board Diversity

The ages of Directors ranges from 52 to 70. All Directors are male. TrickleStar recognises the importance and benefits of diversity in all ways, including gender, skill and experience, background and other distinguishing factors/qualities and that diversity on the Board is an essential element to support the attainment of TrickleStar's strategic objectives and to a sustainable and balanced development. TrickleStar has adopted a

Board diversity policy ("**Diversity Policy**") with NC responsible to review and monitor its implementation. The Diversity Policy applies to the Board and to TrickleStar's workforce. The Board is aware that the Diversity Policy should include the following:

(a) the company's targets to achieve diversity on its board;
(b) the company's accompanying plans and timelines for achieving the targets;
(c) the company's progress towards achieving the targets within the timelines; and
(d) a description of how the combination of skills, talents, experience and diversity of its directors serves the needs and plans of the company.

The target, timeline and progress towards achieving the diversity objectives are summarised below:

Targets, Plans and Timelines	Targets Achieved/Progress Towards Achieving Targets
Age	
To ensure the Board comprises Directors across the following age groups: (a) 50 and below; (b) 51-60; and (c) 61 and above, by 2026. The Company believes that age diversity would provide a broad spectrum of thoughts and views in Board and Board Committee deliberations.	**In progress** – As at the end of FY2023, the Board comprises Directors across 2 age groups. In particular, 4 Directors[1] are between 51 to 60 years old and 1 Director is 61 years old and above. The Board will use reasonable endeavours to source for suitable candidates with relevant knowledge while also being mindful of age diversity. 1. Bernard Christopher Emby resigned as a Non-Executive Non-Independent Director of the Company on 19 January 2024.
Independence	
To ensure that Independent Director make up a majority of the Board and maintain such level of independence during the period up to 2025. The Company believes that the Board independence enables the Board to function effectively at optimum level during the year and exercise objective judgment on corporate affairs independently.	**Achieved** – As at the end of FY2023, the Board comprises 3 Non-Executive Independent Directors, 1 Non-Executive Non-Independent Director[1] and 1 Executive Director. 1. Bernard Christopher Emby resigned as a Non-Executive Non-Independent Director of the Company on 19 January 2024.
Gender	
To have at least 1 female Director on the Board by 2027. The Company believes in achieving an optimum mix of male and female on the Board to provide different approaches and perspectives.	**In Progress** – As at the end of FY2023, all Directors are male. The Board will use reasonable endeavours to ensure that any brief to recruiters to source for candidates for appointment to the Board will include a requirement to present female candidates with relevant knowledge.

Targets, Plans and Timelines	Targets Achieved/Progress Towards Achieving Targets
Skills and experience	
To ensure that the Directors, as a group, possess: (a) a variety of skill sets, including in core competencies, industry knowledge and other fields of expertise, such as finance, engineering and technology; and (b) a mix of industry experience, management experience, business acumen and listed company board experience, by 2025. The Company believes that diversity in skill sets would support the work of the Board and Board Committees and needs of the Company, and that an optimal mix of experience would help shape the Company's strategic objectives and provide effective guidance and oversight of Management and the Company's operations.	**In Progress** – As at the end of FY 2023, the Board comprises Directors who, as a group, possess a majority of the identified core skills and experience. In terms of skill sets, the Board comprises Directors with a variety of skills and expertise in areas including finance, intellectual property, legal and corporate governance, and technology. In terms of experience, the Board comprises Directors who are corporate and business leaders and who collectively have experience in general business management, have served on public listed company boards and have international or regional experience. In terms of industry experience, the Board in particular is considering ways in which to improve and add expertise towards the sharing, perception and growth of industry knowledge.

The NC reviews its targets for diversity from time to time and may recommend changes or additional targets to achieve greater diversity. In addition, the NC reviews the Company's Board Diversity Policy from time to time, as appropriate, to ensure its continued effectiveness and relevance, and any revisions, where necessary, will be recommended to the Board for approval.

Board Discussion Without Management

During FY2023, our Non-Executive Directors met without the presence of Management, formally in Board Committee meetings and informally on an ad hoc basis at various times throughout the year. Formal meetings are recorded by minutes that are available to all Board members. In respect of ad hoc meetings, one of the Directors present will be assigned to provide feedback to the chairman of the Board ("**Chairman**") and other Directors on relevant issues arising from the discussion.

Chairman and Acting 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.*

Ling Hee Keat is the Non-Executive Independent Chairman. Gunananthan Nithyanantham was Acting CEO until 31 December 2023 and had been replaced by Jason John Clark, the new CEO, effective 1 January 2024. There is a clear division of responsibilities between the leadership of the board and management, and no one individual has unfettered powers of decision-making.

The Board is mindful that a majority of Directors are independent.

The responsibilities of the Chairman include:

(a) be available to shareholders and stakeholders where they have concerns, and for which contact through the normal channels of communication with Management are inappropriate or inadequate;
(b) provide leadership of the Board;
(c) coordinate and lead the Independent Directors to provide a Non-Executive perspective and to contribute (a balanced viewpoint to the Board); and
(d) provide a channel to Non-Executive Directors for confidential discussions on any concerns and to resolve (conflicts of interest as and when necessary).

The responsibilities of the CEO include management of the day-to-day activities of TrickleStar.

Approaches to Independent Directors
The Board has appointed Jeremy John Figgins as the person who stakeholders may contact confidentially at jeremy.figgins@tricklestar.com. His role and responsibilities in this regard are:

(a) be available to shareholders and stakeholders where they have concerns, and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate;
(b) carry out the functions of the Chairman in relation to any matter if he is unable to do so; and
(c) assist the Chairman in leading the Board when required to do so.

The Independent Directors serve on the AC, RC and NC, participating in the annual performance evaluation and development of succession plans for the Chairman and CEO. Since the Chairman of the RC is also Chairman of the Board, he recuses himself from discussions on the design and assessment of the Chairman's remuneration.

The Chairman and other Independent Directors may meet alone together from time to time. In FY2023, there were no such meetings held formally. The reason for this is that the Independent Directors were meeting formally through Board Committees at least monthly and, in addition, the demands on the Chairman of communicating issues raised with him by Directors were unusually high and required frequent discussion among other members of the Board to try and achieve Board unanimity. As a result of this, additional such meetings were considered unnecessary.

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

Nominating Committee
TrickleStar's NC is regulated by a set of written terms of reference. The composition of the NC is:

- Chuah Jern Ern *(Chair)*;
- Jeremy John Figgins; and
- Ling Hee Keat.

The following are the NC's key terms of reference:

(a) review of succession plans for Directors;
(b) recommending the appointment and/or replacement of the CEO and other KMP;
(c) creating a process and setting criteria for evaluation of the performance of the Board, Board Committees and Directors. In this regard, the NC will decide how performance is to be evaluated and, in the case of the Board, propose objective performance criteria which address how long-term shareholder value can be seen to have enhanced;
(d) reviewing training and professional development programmes for the Board and the Directors; and
(e) the appointment and re-appointment of Directors (including alternate Directors, if any). In this respect the NC will have regard to each Director's contribution, performance, and ability to commit sufficient time, resources and attention to the affairs of TrickleStar, and each Director's commitments outside TrickleStar including his principal occupation and board representations on other companies.

In addition, the NC undertakes the following duties:

(a) reviewing and determining annually or as and when circumstances require, if a Director is independent;
(b) reviewing the composition of the Board annually to ensure that the Board and the Board Committees comprise Directors who, as a group, provide an appropriate balance and diversity of skills, knowledge, experience and other aspects of diversity, and provide core competencies;
(c) determining whether each Director is able to and has been adequately carrying out their duties as a Director;
(d) assessing the effectiveness of the Board as a whole, the Board Committees and the contribution of the Chairman of the Board and each individual Director to the effectiveness of the Board and each Board Committee on which they sit;
(e) reviewing and approving employment of any managerial staff and employees who are related to any of the Directors, substantial shareholders or the CEO and the proposed terms of their employment; and
(f) reviewing the statements made in the annual report relating to TrickleStar's policies on selection, nomination and evaluation of Board members.

A new Director must submit themself for re-election at TrickleStar's next annual general meeting following their appointment.

As prescribed by TrickleStar's Constitution, each year, one-third of the Directors are required to retire from office and are individually subject to re-election by shareholders at TrickleStar's annual general meeting ("**AGM**"). In addition, every Director is required to retire from office and be subject to re-election at least once every three years.

The selection of the Directors who retire and are subject to re-election is applied first by reference to which Directors must retire under the three-year rule and then determining which Directors were most recently subjected to retirement (so that those who retired most recently will not be first to be requested to stand for re-election). The NC will review the contributions and performance of the Directors who are retiring at the AGM to determine their eligibility for re-nomination.

At the forthcoming AGM:

- Ling Hee Keat (under Regulation 89 of the Constitution); and
- Jeremy John Figgins (under Regulation 89 of the Constitution),

will be submitting themselves for re-election. The NC, having considered the attendance and participation of these Directors at Board and Board Committee meetings and their contributions to the business and operations of TrickleStar, has recommended to the Board the re-election of both of them. The Board has endorsed the re-elections, based on recommendations of the NC.

Each of these Directors has given their consent to stand for re-election and abstained from participating in discussion, voting, or making any recommendation in respect of their own re-election as a Director of TrickleStar.

Mr. Ling will, upon re-election as a Director, remain as a Non-Executive Independent Director, Chairman of the Board of Directors, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. Mr. Ling is independent under Rule 406(3)(d) of the Catalist Rules and the Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Mr. Ling and the other Directors, TrickleStar and its related corporations, its substantial shareholders, and its officers. Further information on Mr. Ling can be found in this Annual Report.

Mr. Figgins will, upon re-election as a Director, remain as Non-Executive Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee. Mr. Figgins is independent under Rule 406(3)(d) of the Catalist Rules and the Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships including family relationships between Mr. Figgins and the other Directors, TrickleStar and its related corporations, its substantial shareholders, and its officers. Further information on Mr. Figgins can be found in this Annual Report.

The NC comprises three Directors, all of whom, including the Chair, are Independent Directors.

Selection of Directors
When a Director chooses to retire or is required to retire from office by rotation, or the need for a new Director arises, the NC considers the appointment or re-appointment using a selection process described below.

Stage 1. NC reviews the range of expertise, skills and attributes of the Board and the composition of the Board and will consider TrickleStar's Diversity Policy. The NC also considers the need for progressive renewal, as well as each Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation) including, if applicable, his or her performance as an Independent Director.

Stage 2. The NC will draw candidates from a wide pool of individuals, not limited to persons known directly to the Directors and is empowered to engage professional search firms to aid in this process.

Stage 3. When a potential candidate is identified, NC will evaluate the candidate by undertaking background checks, assessing individual competency for matters such as knowledge, management skills, financial literacy experience and qualifications, ensuring the fulfilment of the criteria as closely as possible.

Stage 4. After evaluation of candidates, the NC will make its shortlist recommendations to the Board and arrange to meet with the approved shortlisted candidates to (a) confirm the suitability of the candidate; (b) communicate to the candidates the level of commitment expected (including time commitment); and (c) provide sufficient information for the candidate to make an informed decision on accepting the role.

Stage 5. NC will make its final recommendation to the Board and the Board will make a final decision.

Assessing the Independence of Directors
The NC, which is responsible for reviewing the independence of each Director on an annual basis, uses Catalist Rule 406(3)(d) and the Code's definition of an Independent Director and provisions as to relationships in determining the independence of a Director. In determining independence, each Director has been required to provide the NC with details of their relationships with TrickleStar, its related corporations, its substantial shareholders, or its officers, if any, which may affect their independence.

Gunananthan Nithyanantham is not an independent Director. The NC considered the continuing independence of the other Board members in February 2024 and determined that they are independent.

None of the Independent Directors have had to claim to be independent despite having any of the relationships identified in the Code which would deem them not to be independent.

Appointment of New Directors
On appointment, all Directors are given a letter of appointment or execute a service agreement that explains TrickleStar's expectations their role, duties, obligations, and responsibilities. The letter also explains about how the Director may request on-going training, if required, to develop competencies to effectively discharge their duties.

Key information on each Director's academic and professional qualifications and other principal commitments is presented in the "Board of Directors" section of this Annual Report. Their directorships or chairmanships in other listed companies, can be found above in this Corporate Governance Report and their shareholdings in TrickleStar and its related corporations and relationships (if any) are presented in the "Directors' Statement" section of this Annual Report.

No Director is considered to hold a significant number of other Directorships and commitments which could affect their ability to diligently discharge their duties.

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.*

The NC recommended and the Board approved the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, the effectiveness of each Board Committee separately and the contribution by the Chairman and each individual Director to the Board. The NC is responsible for undertaking these evaluations on an annual basis.

For FY2023, the basis of evaluation was the same as FY2022. Each Director was asked to complete a questionnaire that considered:

(a) the Board's and Board Committees' composition, (covering balance of skills, experience, independence, knowledge of TrickleStar, and diversity), governance and team dynamics;
(b) the Board's and Board Committees' practices and conduct;
(c) the Board's performance as a whole and how it adds value to TrickleStar;
(d) the Board's, each Board Committee's and each Director's experience, integrity and competence;

(e) the effectiveness of debate at meetings;
(f) succession planning;
(g) expertise of each Director; and
(h) Directors' knowledge of the industry in which we operate.

All Directors are invited to participate in the assessment process and all Directors submitted a completed and signed assessment questionnaire to the NC for FY2023.

The NC debated the findings of the questionnaire. The discussion evaluated the contributions of each Director at Board and Board Committee meetings including the level of their participation, their independence and time commitment. The debate also assessed whether each Director is willing and able to constructively challenge and contribute effectively to the Board and demonstrate commitment to their roles on the Board.

The results of the assessment were discussed by the NC Chair with the Independent Directors before the findings were reported to the Chairman and the Board.

No external facilitator assisted the NC in the evaluation for FY2023.

Outcome of Evaluations
On the basis of the evaluation, the NC is reported that:

(a) for FY2023, it was satisfied the Board and its Board Committees were effective in the conduct of their respective duties; and
(b) submitting directors indicated some rising difficulties and strong differences in opinion, and in some cases, instances of marked disagreements;
(c) submitting directors expressed serious concerns about one Board member whom other directors felt had distanced himself from strategy issues and general board issues. Other issues highlighted concerns on transparency, in particular that of interests and consultancies in possible or potential conflict or competition with TrickleStar;
(d) one Director expressed deep dissatisfaction over numerous issues, with the more serious allegations being that he has been prevented from engaging with management (issues that were investigated and found to be unsubstantiated), that he considered the board suffering from group-think, and on various aspects commented that he considers the board having lacked sufficient independence nor has worked appropriately. He also expressed his particular concerns on various actions and decisions arising across the year;
(e) submitting directors expressed an average higher level of satisfaction with the Board Chairman, who has led from the front, guided the Board through an extremely difficult year and has been a mediating influence amongst Board members and in doing so has improved on the effectiveness of both the Chairman and active Board members. Most directors scored the Chairman highly in his ability to promote a culture of openness and debate at the Board; and how he has personally facilitated communications with each other director. All accept that the Chairman has clearly understood his role in Board discourse; and
(f) the contributions of active Board committee members and chairs received positive ratings by almost all directors and similarly met with mostly positive comments. Members and Chairs are rated to have been pro-active in their respective portfolios.

The results of the NC's assessment were considered. The comments in (c) and (d) above were considered carefully by the Board and in the light of the subsequent resignation of Bernard Christopher Emby on 19 January 2024 when he cited the reasons for his resignation. The Board carefully considered the comments by Mr Emby and his actions since he unexpectedly resigned as CEO and Chairman in 2022 and did not accept his comments. Otherwise, the report of the NC has been accepted by the Board. The Board has also subsequently responded to the reasons stated by Mr Emby for his resignation in the announcement on 18 January 2024.

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.*

Remuneration Committee
The RC is regulated by a set of written terms of reference.

The composition of the RC is

- Ling Hee Keat (Chair);
- Chuah Jern Ern; and
- Jeremy John Figgins.

While remuneration matters are deliberated in detail by the RC, its remit is only to make recommendations to the Board in relation to the framework of remuneration and specific remuneration packages for the Board, each Director and KMP. The Board is ultimately accountable for these remuneration decisions. The RC's role is to review and make recommendations to the Board on:

(a) a remuneration framework and guidelines for remuneration for the Board and KMP; and
(b) specific remuneration packages for each Director and KMP.

All three members of the RC are Independent Directors. The RC Chairman is an Independent Director.

RC considers all aspects of remuneration (including Director's fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination payments) and aims to ensure they are fair and avoid rewarding poor performance.

In addition to the recommendations explained above, RC's role includes recommending:

(a) the remuneration policy for the members of the Board of Directors and KMP, including guidelines on incentive pay;
(b) recommending performance targets for benchmarking the performance of each KMP;
(c) considering and reviewing remuneration packages in order to maintain attractiveness, to retain and motivate Directors and KMP and to align the level and structure of remuneration with the long-term interests and risk policies of TrickleStar;
(d) reviewing TrickleStar's obligations arising in the event of termination of any Executive Director or KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses that are not overly generous;
(e) conducting an annual review of the remuneration packages of any managerial staff and employees who are related to any of the Directors or substantial shareholders, to ensure that their remuneration packages are in line with TrickleStar's remuneration guidelines and commensurate with their respective job scopes and level of responsibilities; in addition, reviewing and recommending any bonuses, pay increases and/or promotions for these persons; and
(f) other tasks requested by the Board relating to compensation.

In its annual review and recommendations for remuneration and the remuneration framework, the RC takes into account the performance of TrickleStar and the performance and responsibilities of individual Directors and KMP, linking rewards to corporate and individual performance.

With regards to TrickleStar's obligations arising in the event of termination of service contracts of TrickleStar's CEO or other KMP, these contracts are framed so as not contain any special or exceptional clauses providing for additional compensation payments in the event of termination and do not provide any termination, retirement or post-employment benefits.

Each member of the RC abstains from voting on any resolutions and making any recommendations and/or participating in any deliberations on his own remuneration.

TrickleStar entered into a service agreement with the former Acting CEO ("**CEO Service Agreement**"), which, inter alia, sets out his remuneration. A new service agreement was entered into with the new CEO with effect from 1 January 2024 which, inter alia, sets out his remuneration.

The RC may seek expert advice on remuneration matters as it deems appropriate. For FY2023, the RC did not require the service of an external remuneration consultant.

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 TrickleStar, taking into account the strategic objectives of TrickleStar.*

Executives
TrickleStar's remuneration structure for Executive Directors, CEO and other KMP applies also to all employees. It consists of a fixed component (fixed basic salary and annual wage increase at TrickleStar's discretion) and a variable bonus that is based on TrickleStar's and the individual's performance. The variable component may include performance-linked incentives.

The structure takes into consideration the balance between profit and risk, and is aligned with the long-term interest and risk framework of TrickleStar. Pay-out is determined considering the nature and time horizon of risks generated, so that a significant and appropriate proportion of Executive Directors' and KMP's remuneration links rewards to corporate and individual performance. In this way, TrickleStar aims to link rewards to corporate and individual performance, and performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of TrickleStar.

Non-Executive Directors
Each Non-Executive Director's remuneration has been determined by RC to be appropriate to their contribution and takes into account their effort, time spent and responsibilities.

These Directors receive a basic retainer fee, additional fees for appointment to Board Committees and attendance fees for Board and Board Committee meetings. The Directors' remuneration is reviewed yearly to ensure its competitiveness and the quantum of the fees is approved by shareholders at the AGM. Non-Executive Directors are entitled to participate in TrickleStar's Performance Share Plan and the TrickleStar Employee Share Option Scheme.

RC Recommendations on Remuneration
RC has confirmed to the Board that remuneration paid by TrickleStar is appropriate to attract, retain and motivate the Directors to provide good stewardship and KMP to successfully manage TrickleStar for the long term. TrickleStar does not consider that it pays more than is necessary for this purpose.

Directors' fees are recommended by the RC and submitted to the Board for endorsement. Directors' fees are subject to the approval of shareholders at the AGM.

Fees proposed to be paid to Directors for FY2024, which aggregate S$252,000 (FY2023: S$240,000), will be tabled for shareholders' approval at the forthcoming AGM.

Bernard Christopher Emby, our former CEO who was also a Director, was paid remuneration under his Service Agreement until his formal cessation date on 28 April 2023.

Our former Acting CEO, who is also our COO and a Director, is paid remuneration under his Service Agreement. The former Acting CEO's and COO's terms of employment and rewards, which include long-term incentives in the form of shares, are reviewed by the RC and approved by the Board.

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.*

Remuneration Policy and Structure

Remuneration paid by TrickleStar is structured for all employees to support pay-for-performance, as described above.

The percentage of the variable component is higher for TrickleStar's CEO and KMP than it is for other employees in order to ensure that their rewards are closely linked to performance.

Performance against targets is a key factor in the remuneration of the CEO and KMP. For the purpose of assessing their performance, broad targets, including financial and non-financial measures, are set for each financial year. Towards the end of each financial year, all employees participate in a performance review that assesses the individual's performance against the targets.

In determining adjustments, bonus and long-term incentives in the remuneration of KMP, factors that were taken into consideration included their individual responsibilities, skills, expertise and contribution to TrickleStar's performance. Those factors were measured against remuneration packages known to be available in the market to ensure TrickleStar's remuneration is competitive and sufficient to ensure that we are able to attract and retain executive talent.

Save as mentioned in this Report, TrickleStar has not yet adopted the detailed criteria explained in the Code's Practice Guidance Note: at this time the Group has only 17 employees who the former Acting CEO feels can be motivated and remunerated adequately without setting out fixed, detailed criteria that relate to their remuneration. As a young, dynamic organisation, the Board believes that TrickleStar needs to keep flexibility in its decisions regarding remuneration and that setting all the detailed criteria would detract from this need. Therefore, broad financial targets and job specific criteria are currently used and reviewed with each employee.

Long-Term Incentives

To promote long-term success of TrickleStar, an incentive scheme, the TrickleStar Performance Share Plan ("**PSP**") has been incorporated in the remuneration framework. An Employee Share Option Scheme ("**ESOS**") is also available but has not yet been used for incentives. These long-term incentives are aimed to align employees' interests with those of shareholders and are granted with reference to the desired remuneration structure target. Details of the long-term incentive schemes can be found in the "Directors' Statement" section of this Annual Report.

On 10 January 2024 the Board approved 823,579 share awards ("**Awards**") to employees and Directors of the Group, of which 537,641 Awards were for Directors.

The table below shows the current status of awards under the PSP for the Directors.

Participant	Awards granted on 10 January 2024	Aggregate Awards granted since commencement of the PSP to end of FY2023	Aggregate Awards vested since commencement of the PSP to end of FY2023	Aggregate Awards not yet vested
Ling Hee Keat (Non-Executive Independent Chairman)	101,124	151,929	(151,929)	101,124
Gunananthan Nithyanantham (Executive Director and COO)	225,843	236,980	(236,980)	225,843
Chuah Jern Ern (Non-Executive Independent Director)	58,989	145,469	(145,469)	58,989
Jeremy John Figgins (Non-Executive Independent Director)	151,685	273,562	(273,562)	151,685
Bernard Christopher Emby (Controlling Shareholder and Non-Executive Non-Independent Director)[1]	Nil	346,301	(346,301)	Nil

Note 1: Bernard Christopher Emby resigned as Director on 19 January 2024.

No participant has been granted more than 5% of the total cumulative share Awards available under the PSP.

TrickleStar does not have any contractual provisions to reclaim incentive components of remuneration from Executive Directors or KMP in any circumstances. However, upon the exercise of an option or upon the vesting of shares under the PSP, the shares received by Executive Directors and KMP may be subject to a retention period or restriction of transfer as determined by the RC at its absolute discretion. Further, the RC may at its absolute discretion determine malus and/or clawback provisions to be applied to an option and/or a grant (as the case may be) upon the occurrence of an applicable malus and/or clawback event under the PSP.

Under the terms of the Acting CEO's Service Agreement and the incoming CEO's service agreement, TrickleStar is not entitled to reclaim, in full or in part, incentive components of remuneration paid, whether in the current or previous financial years, to the CEO upon termination due to certain specified events and no compensation or liability shall be payable or incurred by TrickleStar to the CEO for termination.

Other Benefits
Other benefits that TrickleStar provides are consistent with market practice. Eligibility for these benefits depends on individual job grade, location and scheme of service.

An annual review of the remuneration packages of all Directors is carried out by the RC to ensure that the remuneration of the Directors and KMP is commensurate with their performance, giving due consideration to the financial and commercial health and business needs of TrickleStar. For FY2023, the RC was satisfied with the Executive Directors' and KMP's remuneration packages and recommended the same for Board approval. The Board approved the recommendations.

An analysis of remuneration of Directors, the CEO and Acting CEO for FY2023 is set out below:

Name	Salary[1]/Fees SGD	Bonus SGD	Benefits SGD	Share Based Remuneration SGD	Total SGD
Executive, Acting CEO and COO					
Gunananthan Nithyanantham[2]	596,529	–	47,767	20,499	664,795
Non-Executive Director					
Ling Hee Keat	72,000	–	–	7,560	79,560
Chuah Jern Ern	63,000	–	–	7,560	70,560
Jeremy John Figgins	81,000	–	–	14,700	95,700
Bernard Christopher Emby[3]	50,383	–	–	–	50,383

1 Includes Employer's contribution for Employee Provident Fund ("**EPF**").
2 Gunananthan Nithyanantham resigned as Acting CEO on 31 December 2023. He is the COO of the Company.
3 Bernard Christopher Emby was the Executive Director and CEO. He resigned as the CEO with effect from 28 April 2023 and redesignated to Non-Executive Non-Independent Director. He resigned as Non-Executive Non-Independent Director on 19 January 2024.

Remuneration of Top 5 Key Management Personnel
TrickleStar had only five KMP (who were not a Director or the CEO) in FY2023.

Name of Key Management Personnel	Salary %	Bonus %	Benefits %	Sales Commission %	Share Based Remuneration %	Total %
Below SGD250,000						
S Krishnan Sinnappan[4]	75	11	–	–	14	100
Loh Peng Kok	87	10	–	–	3	100
Yap Saw Cheng	84	10	–	–	6	100
Yu See Mei	84	10	–	–	6	100
Between SGD250,000 to SGD500,000						
Jon Alan Lanning	59	–	–	38	3	100

4 S Krishnan Sinnappan resigned on 12 July 2023.

The Code provides that TrickleStar should fully disclose in aggregate the total remuneration paid to the KMP. After careful consideration, the Board is of the view that such disclosure would not be in the best interests of TrickleStar or its Shareholders, and that the details disclosed in the tables provides an appropriate balance between detailed disclosure and confidentiality in the sensitive area of remuneration. In arriving at its decision, the Board took into consideration the competitive business environment in which TrickleStar operates, and the negative impact such disclosure may have on TrickleStar.

During FY2023, no employees were substantial shareholders of TrickleStar, or are immediate family members of a Director, the CEO, Acting CEO or a substantial shareholder of TrickleStar.

All remuneration paid by TrickleStar to its Directors and KMP have been disclosed in this Report. During FY2023, there were no termination, retirement or post-employment benefits granted to Directors, the CEO or other KMP.

Details of TrickleStar's PSP and ESOS are set out in the Directors' Statement in this 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.*

The Board recognises the importance of risk management, that it is responsible for the governance of risk and for ensuring that Management maintains a sound system of risk management and internal controls, to safeguard the interests of TrickleStar and its shareholders.

The Board oversees the risk management framework and policies, and endeavours to ensure that Management maintains a sound system of risk management and internal controls. In doing this, the Board determines the nature and extent of the significant risks that TrickleStar is willing to take in achieving its strategic objectives and value creation.

Risk management in TrickleStar is intended to be a continuous process which becomes incorporated into planning, approval, execution, monitoring, review, and reporting systems. The approach to risk management is top-down as well as bottom-up, to ensure the strategic, business, operational, financial, reporting, compliance and information technology risk exposures are identified and appropriately managed.

The Board has not established a separate Risk Board Committee since it believes that the size and complexity of TrickleStar's operations does not yet merit this. The AC is tasked to assist the Board in risk governance. AC monitors TrickleStar's risks through an integrated approach of enterprise risk management, internal controls, and assurance systems.

In FY2023, AC reviewed the risk registers of each department half-yearly and recorded the risks and risk mitigation in meeting minutes.

Risk registers, where business units are required to try to identify the key risks faced by their unit and to contribute to identifying risks faced by TrickleStar on an enterprise-wide level, have been established. The risk registers rate risks to identify the tolerance level for various classes of risk and to determine the likelihood of it occurring. The internal controls and strategy to mitigate a potential risk, such as risks relating to information technology, disruption, and cyber security risks, are also recorded and tracked in the risk registers. A Business Continuity Plan that outlines the potential disaster scenarios that may have a material adverse on the business operations as well as the mitigating recovery process supported by information technology disaster recovery plan, remains to be prepared. The timeframe for the formalising of a Business Continuity Plan will depend on the amount of time that Management has available to devote to the matter.

The risk registers give a platform for TrickleStar to have a structured and systematic approach to risk management, with aims to mitigate exposures through strategies and internal controls. The registers are reviewed bi-annually by Management and any changes are highlighted to AC for consideration and then for reporting to the Board. Management may mitigate risk on a basis that some residual risk is acceptable, given the operational nature of the business. A heat map of risk is generated from the findings. The former Acting CEO and the internal auditor ("**IA**") both concur with the findings.

It is AC's intent to continue to endorse an organisational philosophy and culture that ensures that effective risk management is an integral part of its activities and a core Management capability. The Board believes that Management has developed a sound grasp of risk and mitigation methods.

Internal Controls
The IA and our CFO (acting as Risk Manager) validate the internal controls and risk treatment plans respectively for each of the key risks while the external auditors ("**EA**") highlight any material internal control weaknesses that come to their attention in the course of their audit. The findings of the IA and EA are brought up to the AC, and in turn are highlighted to the Board.

The key internal controls of TrickleStar include:

a. the risk registers;
b. policies, standard operating procedures, approval limits for financial and operational matters, and rules relating to the delegation of authority;
c. accounting records and monthly reporting;
d. compliance with appropriate legislation and regulations; and
e. qualified and experienced persons to take charge of important functions.

The Board has obtained a written assurance from the CEO and the CFO that, as at 31 December 2023, to the best of their knowledge the financial records of TrickleStar and its subsidiaries have been properly maintained and the financial statements for FY2023 give a true and fair view of TrickleStar's operations and finances. The Board has also received assurance from the CEO and other KMP that TrickleStar's risk management and internal control systems were adequate and effective as at 31 December 2023.

Having regard to the reviews carried out by the AC, findings raised by IA and EA and assurance from Management, the Board, with the concurrence of the AC, is of the opinion that the internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective. As recommended by the SGX-ST, the opinion of the Board pursuant to Rule 1204(10) of the Catalist Rules is also set out in the Directors' Statement of this Annual Report. During FY2023, there were material weaknesses identified in TrickleStar's internal controls that related to the Authority Matrix, the lack of standard operating procedures and approvals by management on product development matters in prior years, and those weaknesses were corrected promptly; no material weaknesses were identified in the risk management systems. The steps taken to rectify the issues included upgrades to the Company's authority matrix and the creation of standard operating procedures for development projects, which allowed the Board to remove temporary restrictions that had been placed on management in 2022 restricting spending on development projects.

The Board notes that the internal controls and risk management systems provide reasonable, but not absolute, assurance that TrickleStar will not be affected by any event that could be foreseen as it strives to achieve its business objectives. In this regard, the Board recognises that no internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute, assurance against material misstatement or loss. The review of TrickleStar's internal control systems is a concerted and continuing process.

AUDIT COMMITTEE
Principle 10. *The Board has an Audit Committee which discharges its duties objectively.*

The AC is regulated by a set of written terms of reference. The composition of the AC is:

- Jeremy John Figgins (Chair);
- Ling Hee Keat; and
- Chuah Jern Ern.

The AC meets at least twice a year and as and when deemed appropriate to carry out its functions.

The AC has explicit authority to investigate any matter within its terms of reference, has and has had full cooperation from, and access to, Management. It has direct access to the internal and external auditors and full discretion to invite any Director or KMP to attend its meetings. It has resources to enable it to discharge its functions. It also has the authority to review its terms of reference and its own effectiveness annually and recommend necessary changes to the Board.

The duties of the AC include:

(a) reviewing the significant financial reporting issues and judgements and how these issues were addressed, so as to ensure the integrity of the financial statements of TrickleStar and any announcements relating to TrickleStar's financial performance;
(b) reviewing at least annually the adequacy and effectiveness of TrickleStar's internal controls and risk management systems;
(c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements; reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;
(d) making recommendations to the Board on: (i) the proposals to shareholders on the appointment and removal of EA; and (ii) the remuneration and terms of engagement of the EA;
(e) reviewing, at least annually, the adequacy, effectiveness, independence, scope and results of the external audit and TrickleStar's internal audit function;
(f) approving the hiring, removal and compensation of the head of the internal audit function, or the accounting/auditing firm or corporation to which the internal audit function is outsourced;
(g) reviewing the audit plan, scope of work and audit report, the EA's evaluation of the system of internal accounting controls, fees paid to the EA and reviewing the co-operation extended by Management to the EA;
(h) appraising the audits undertaken by the external auditors and internal auditors and the adequacy of disclosure of information;
(i) governance of risk management and reporting;
(j) reviewing any interested person transactions and monitoring the procedures established to regulate interested person transactions, including ensuring compliance with TrickleStar's internal control system and the relevant provisions of the Catalist Rules, as well as all conflicts of interests to ensure that proper measures to mitigate conflicts of interests have been put in place;
(k) reviewing at regular intervals with Management the implementation by TrickleStar of the internal control recommendations made by the internal and external auditors;
(l) undertake responsibility for oversight, monitoring and considering any whistleblowing matters; and
(m) undertaking such other reviews and projects as may be requested by the Board.

The AC keeps Directors informed on a regular basis of how it is discharging its responsibilities and has informed the Board that it has been able to discharge its duties independently.

Whistleblowing
TrickleStar has put in place a whistleblowing policy which sets out the procedures for a whistleblower to make a report on misconduct or wrongdoing relating to TrickleStar and its officers. TrickleStar publicly discloses through its website, and clearly communicates to employees, the existence of the whistleblowing policy, which contains:

(a) procedures for raising such concerns;
(b) clear channels through which staff and other persons may, in confidence, raise their concerns about possible improprieties, fraudulent activities or malpractices within TrickleStar in a responsible and effective manner;
(c) the arrangements and processes that are in place to facilitate independent investigation of such concerns and for appropriate follow-up action;
(d) confidentiality clauses that protect identification of the whistleblower; and
(e) protection to whistleblower against any detrimental and unfair treatment.

The email of the Independent Non-Executive Director, where concerns can be raised by a whistleblower is: jeremy.figgins@tricklestar.com. The AC oversees and monitors the administration of the whistleblowing policy and ensures that all concerns or complaints raised are independently investigated and appropriate follow-up actions are carried out.

Two whistleblowing complaints were received in FY2023. The first whistleblowing report was closed due to lack of details provided by the complainant. Having suggested there were weaknesses in the Company's operating procedures and possible breaches of controls by management prior to 2023, the AC decided that the matter was sufficiently serious to merit investigation. Accordingly, by way of follow up, the AC requested the Internal Auditor to review the circumstances surrounding the matter complained of and the subsequent report highlighted historic shortcomings in the area of standard operating procedures for product development that management was requested to correct as a matter of urgency. The second whistleblowing complaint was related to Board procedures. Following an investigation in accordance with the Whistleblowing Policy, it was found that, the complainant had not followed the Board Charter and also, while the complainant had some merit in their assertion, there were reasons of conflict of interests that justified why the relevant instruction had been issued. Directors were reminded of the Board Charter and the importance of adhering to it. Subsequently, the second whistleblowing was closed.

Composition of AC
The AC comprises three Directors, all of whom including the Chair are Non-Executive Directors. All members are Independent. The Board is of the view that all AC members are appropriately qualified, having the necessary recent and relevant accounting and/or related financial management expertise, to discharge their responsibilities. A description of the experience of the Directors of the AC is set out in the section "Board of Directors" in this Annual Report.

No member of the AC is a former partner or director of TrickleStar's existing auditing firm nor does any of them have any financial interest in the auditing firm.

Internal Audit
The AC makes recommendations to the Board on the internal audit function to ensure that it is adequate, effective and independent. The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all TrickleStar's documents, records, properties and personnel, including the AC, and has appropriate standing within TrickleStar.

Part of the role of the IA is to support the AC in ensuring that TrickleStar maintains a sound system of risk management and internal controls by monitoring and assessing the adequacy and effectiveness of key controls and procedures, conducting in-depth audits of identified areas and undertaking investigations as directed by the AC.

Pursuant to Rule 711B(3) of the Catalist Rules, the sustainability reporting process must be subject to internal review to increase stakeholder confidence in the accuracy and reliability of the sustainability information disclosed. Accordingly, the Company has reviewed the processes in relation to sustainability reporting, among other risk and control areas and the internal audit plan for FY2023 covers the key aspects of the sustainability report.

The internal audit function is performed by GovernAce Advisory & Solutions Pte. Ltd., a specialist in, among other things, internal audit with offices in Singapore and Malaysia. The IA is adequately resourced and staffed with persons with the relevant qualifications and experience and complies with the standards set by the International Professional Practices Framework ("**IPPF**") issued by the Institute of Internal Auditors, an internationally-recognised professional body. For FY2023, the AC is satisfied that GovernAce Advisory & Solutions Pte. Ltd. was independent, effective and adequately resourced. The outsourced internal audit team is headed by Mr. Ryan Chong ("**Mr. Chong**"), who has more than 15 years of experience in audit and advisory services. Mr. Chong holds a Bachelor of Commerce (Accounting & Taxation) Degree from Curtin University of Technology, Perth, Western Australia and is a Fellow Certified Practicing Accountant of CPA Australia, Asean CPA and a Certified Internal Auditor of the Institute of Internal Auditors Inc. ("**IIA**") The AC will review the adequacy and effectiveness of the internal audit function annually to ensure that it is sufficiently resourced and is able to perform its function effectively and objectively.

In FY2023, the AC met separately with the EA and the IA, in each case without the presence of Management. During its meetings, no matters of concern over Management's interaction or responsiveness were reported.

External Auditor

The AC undertook a review of the scope and results of the audit by Foo Kon Tan LLP, adequacy of the resources, experience and competence of the engagement partner and key team members in handling the audit and their cost effectiveness, the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees awarded to them.

Messrs. Foo Kon Tan LLP was appointed as the EA during the Extraordinary General Meeting convened on 14 June 2023. This appointment followed the retirement of Messrs. Paul Wan & Co., who had not sought reappointment during the 2023 Annual General Meeting. The decision to select Foo Kon Tan LLP underscores TrickleStar's commitment to upholding the highest standards of financial oversight and accountability.

In FY2023, the EA provided TrickleStar with non-audit services amounting to US$5,000 and audit service for FY2023 amounting to US$82,500 were approved.

The external auditors confirmed their independence and TrickleStar confirms that:

(a) TrickleStar has complied with Rule 712 of the Catalist Rules in relation to the appointment of a suitable auditing firm to meet its audit obligations. Foo Kon Tan LLP, the appointed auditors of TrickleStar, is registered with the Accounting and Corporate Regulatory Authority in Singapore; and

(b) TrickleStar has complied with Rule 715 of the Catalist Rules in relation to the appointment of the same auditing firm based in Singapore to audit its accounts, and a suitable auditing firm for its significant foreign- incorporated subsidiaries. The auditors of TrickleStar's subsidiaries are disclosed in the Notes to the Financial Statements.

Together with the audit engagement partner and his team assigned to the audit of TrickleStar, the AC was satisfied that the resources and experience of Foo Kon Tan LLP the audit engagement partner and his team assigned to the audit were adequate to meet their audit obligations, given the size, nature, operations and complexity of TrickleStar. The AC is satisfied that the objectivity and independence of the external auditors are not in any way impaired. Therefore AC, with concurrence of the Board, has recommended the re-appointment of Foo Kon Tan LLP as external auditors for FY2024 at the forthcoming AGM.

The EA and the CFO kept the AC abreast of any changes to applicable accounting standards and issues that have a direct impact on financial statements through updates and/or reports from time to time. In addition, the AC is entitled to seek clarification from Management, the EA and/or independent professional advice, or attend relevant seminars and/or informative talks at TrickleStar's expense from time to time to apprise themselves of accounting standards/financial updates.

SHAREHOLDER RIGHTS AND ENGAGEMENT
SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS
Principle 11. *The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

TrickleStar provides timely, regular and relevant information regarding TrickleStar's strategy, performance and prospects to aid shareholders and investors in their investment decisions. TrickleStar does not practice selective disclosure, and in the event of any inadvertent disclosure is made to a select group, TrickleStar will make the same disclosure publicly to all others as promptly as possible.

Information is communicated to shareholders on a timely basis. Communication may be made through:

(a) annual reports or circulars that are prepared and issued to all shareholders;
(b) half yearly and full year results announcements, containing a summary of the financial information and affairs of TrickleStar for the period reported on;
(c) notices and explanatory notes of the AGM and any Extraordinary General Meeting ("**EGM**"); and
(d) other announcements and press releases that are announced via SGXNET.

TrickleStar provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

Provision 11.4 of the Code recommends that the Company's Constitution allow for absentia voting at general meetings of shareholders. TrickleStar's Constitution allows for absentia voting at general meetings of shareholders, including but not limited to voting by mail, electronic mail or facsimile. As the authentication of shareholder identify and other related security and integrity issues still remains a concern, the Company has decided for the time being, not to implement absentia voting methods such as voting by mail, electronic mail or facsimile. Notwithstanding variation from Provision 11.4 of the Code, the Company is of the view that the intent of Principle 11 is still met as the existing arrangement whereby shareholders have the right to appoint proxies to attend general meetings and vote on their behalf enables shareholders to exercise their rights and have the opportunity to vote even if they are unable to attend in person.

General meetings are the principal forum for dialogue with shareholders. Shareholders are encouraged to attend the general meetings to ensure a high level of accountability and to stay informed of TrickleStar's strategy and goals.

Due to the COVID-19 restriction orders in Singapore, the Company held the AGM for FY2022 ("**2023 AGM**") on 29 March 2023 and the Extraordinary General Meeting ("**2023 EGM**") on 14 June 2023 pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"). Alternative arrangements were arranged such as attendance at the 2023 AGM and 2023 EGM by way of electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Company in advance of the 2023 AGM and 2023 EGM, live questions-and-answers session via text, addressing of substantial and relevant questions in advance of or live at the 2023 AGM and 2023 EGM, and voting at the 2023 AGM and 2023 EGM live by members or their proxies or appointing the Chairman of the Meeting as proxy to vote on their behalf at the 2023 AGM and 2023 EGM.

The 2024 AGM will be convened and held by physical means. Details of the meeting and voting procedures for this year's AGM will be communicated to shareholders. Shareholders will continue to be able to proactively engage the Board and management on the Group's business activities, financial performance and other business-related matters.

At general meetings, shareholders are informed of the rules, including voting procedures, that govern general meetings and are also given the opportunity to share and communicate their views and seek clarification with the Board on issues relating to TrickleStar's performance either formally at, or informally after, the meeting.

To facilitate shareholders' participation at general meetings, TrickleStar provides detailed information to shareholders in reports and circulars. Notices of general meetings, which clearly set out the resolutions to be tabled to shareholders for approval are sent, together with proxy forms, to all shareholders through announcement via SGXNET at least fourteen days before the meeting for ordinary resolutions and twenty-one days before the meeting for special resolutions.

A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967), is entitled to appoint one or two proxies to attend and vote at the AGM. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. The duly completed and signed proxy forms are required to be submitted to TrickleStar's Share Registrar's address 72 hours before the general meeting.

TrickleStar conducts voting in general meetings by poll where shareholders are accorded rights proportionate to their shareholding and all votes are counted. An announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages will be released via the SGXNET after the meeting. The Board believes that this will enhance transparency of the voting process and encourage greater shareholder participation.

TrickleStar tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", TrickleStar will explain the reasons and material implications in the notice of meeting. No such resolutions were tabled in FY2023.

All Directors strive to attend general meetings of shareholders and the EA will also be present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. All Directors' serving at the time of the meetings attended such meetings that were held during FY2023 either by electronic communication or in person.

TrickleStar currently has one class of shares in issue being ordinary shares, which carry one vote for one share held.

When general meetings of shareholders take place, the minutes of such meetings are published on its corporate website as soon as practicable. For FY2023, in complying with the requirements stipulated in and the Order and the provision of the Code, the Company will publish the minutes of the AGM to be held on 27 March 2024 on SGXNET within one month after the AGM. The minutes will include disclosure of the names of the Directors, Management and, where relevant, the external auditor and advisors who attended the meetings, as well as details of the substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting and responses from the Board and Management.

Dividend Policy
TrickleStar is driving a transformation to deliver growth for the long term. There is no assurance that dividends will be declared and/or paid or as to the timing of any dividends that are to be paid.

The Board of Directors will consider various factors in determining if it is appropriate to declare a dividend, including TrickleStar's earnings, financial condition and capital requirements.

This policy will be reviewed regularly to reflect the progress TrickleStar's transformation.

Any declaration and/or payment of dividends, must be in the best interests of TrickleStar and our Shareholders, and must be in compliance with all applicable laws and regulations.

The foregoing statements are merely statements of our Board's present intention and do not constitute a legally binding commitment by our Company in respect of the declaration and/or payment of dividends in the future. There is no assurance that dividends will be declared and/or paid in the future or as to the timing of any dividends that are to be paid in the future. No inference should or can be made from any of the foregoing statements as to our actual future profitability or ability to pay dividends.

Our dividend policy, and the declaration and/or payment of dividends in the future, are subject to our Directors' continuous review to ensure that our dividend policy, and any declaration and/or payment of dividends, would be in the best interests of our Company and our Shareholders, and are in compliance with all applicable laws and regulations. Our Directors reserve the right in their sole and absolute discretion to update, amend, modify and/or cancel our dividend policy at any time.

No dividend has been recommended for FY2023 in order to preserve the Group's working capital.

ENGAGEMENT WITH SHAREHOLDERS
Principle 12. *TrickleStar 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 TrickleStar.*

TrickleStar believes in providing sufficient and regular information to its shareholders on the development of TrickleStar's business and financial performance that could materially affect the price or value of TrickleStar's shares.

TrickleStar publicly releases all price-sensitive information and keeps disclosure of price sensitive information out of discussions in any meetings with individual analysts or investors. Shareholders are invited to comment on any aspect of TrickleStar's business at TrickleStar's AGM and in informal discussions with its Directors and Management after the AGM.

TrickleStar recognizes that it needs to improve its investor relations work so that it conforms to its investor relations policy: the policy allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. The Directors are aware that this has not been undertaken to best efforts and has asked Management to become more proactive in this area.

The investor relations policy explains that TrickleStar may respond to shareholders with questions who contact **Tricor Barbinder Share Registration Services**, 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 (Contact Number: +65-62363333 Email: info@sg.tricorglobal.com)

MANAGING STAKEHOLDERS RELATIONSHIPS
ENGAGEMENT WITH STAKEHOLDERS
Principle 13. *The company 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.*

TrickleStar published its first Sustainability Report on 20 October 2021, in respect of FY2020, following its first full financial year of listing. Our fourth Sustainability Report is contained in this Annual Report. TrickleStar believes that it is well aware of its stakeholders' expectations and works hard to be, and to be seen as, a responsible corporate citizen in respect of environmental, social and governance factors.

Management has identified its material stakeholders and the former Acting CEO has approved arrangements to engage with them and how TrickleStar should manage these relationships. A schedule of Stakeholders, methods by which TrickleStar will engage each of them and the frequency of contact intended, will be reviewed at least annually by Management and reported to the Board. For FY2023, the Board has noted a schedule, prepared by Management, of main stakeholder groups and engagement practices.

With only 17 employees in total in TrickleStar at the end of FY2023, our strategy is to use Management's time in its most effective way when we maintain stakeholder relationships. Therefore, as a young, dynamic and growing company, our key area of focus for stakeholder relationships necessarily focuses around TrickleStar's business, with greater emphasis placed on the main companies and people who we regard as our closest business partners.

We maintain contacts with our suppliers, distributors and contract manufacturers by attending business events and through direct site meetings. The site meetings take place as and when required and at least once annually. We engage with our creditors as and when required by email, social media and our website. With our low headcount, we maintain close relationships with all employees.

Government agencies, users of TrickleStar products and shareholders all require Management's time and it is available to these stakeholders as and when required.

TrickleStar maintains a current corporate website to communicate and engage with stakeholders at https://www.tricklestar.com. On the website, stakeholders can find explanations about our products, our history, how to link to information posted on the SGXNET in relation to our organisation, details of our financial results and our IPO Information Memorandum.

MISCELLANEOUS INFORMATION AND ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(5) OF THE CATALIST RULES ON DIRECTORS SEEKING FOR RE-ELECTION

The following information on Mr. Ling Hee Keat and Mr. Jeremy John Figgins, both of whom are seeking re-election as Directors at the upcoming AGM, is to be read in conjunction with their respective biographies in this Annual Report.

<table>
<tr><th>Name of Person</th><th>Ling Hee Keat</th><th>Jeremy John Figgins</th></tr>
<tr><td>Date of Appointment</td><td>28 March 2019</td><td>31 October 2018</td></tr>
<tr><td>Date of last re-appointment (if applicable)</td><td>25 March 2022</td><td>26 March 2021</td></tr>
<tr><td>Age</td><td>52</td><td>70</td></tr>
<tr><td>Country of principle of residence</td><td>Malaysia</td><td>Singapore</td></tr>
<tr><td>The Board's comments on this re-appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)</td><td>The NC, having considered the attendance and participation of the Director at Board meetings, in particular, Mr. Ling's contributions to the Company as well as Board processes, has recommended to the Board the re-election of Mr. Ling who will be retiring pursuant to Regulation 89 of the Company's Constitution at the forthcoming AGM.

The Board supported the NC's recommendation.

Mr. Ling has abstained from voting on any resolution and making any recommendation and/or participating in respect of his own re-election.</td><td>The NC, having considered the attendance and participation of the Director at Board meetings, in particular, Mr. Figgins's contributions to the Company as well as Board processes, has recommended to the Board the re-election of Mr. Figgins who will be retiring pursuant to Regulation 89 of the Company's Constitution at the forthcoming AGM.

The Board supported the NC's recommendation.

Mr. Figgins abstained from voting on any resolution and making any recommendation and/or participating in respect of his own re-election.</td></tr>
<tr><td>Whether appointment is executive, and if so, the area of responsibility</td><td>Non-Executive</td><td>Non-Executive</td></tr>
<tr><td>Job Title (e.g. Lead ID, AC Chairman, AC Member etc)</td><td>Chairman of the Board, Chairman of the Remuneration and Member of the Audit and Nominating Committees.</td><td>Chairman of the Audit Committee, Member of the Nominating and Remuneration Committees.</td></tr>
<tr><td>Professional qualifications</td><td colspan="2" rowspan="2">Please refer to the Director's biography in the section headed "Board of Directors" in this Annual Report.</td></tr>
<tr><td>Working experience and occupation(s) during the past 10 years</td></tr>
</table>

Name of Person	Ling Hee Keat	Jeremy John Figgins
Shareholding interest in the listed issuer and its subsidiaries?	Direct interest of 1,754,429 shares in TrickleStar and Deemed interest in 2,223,561 shares held by spouse, Yong Su Lin. Direct interest in 101,124 unissued shares pursuant to Awards under PSP, which shares are due to vest in June 2024.	Direct interest of 273,562 shares in TrickleStar. Direct interest in 151,685 unissued shares pursuant to Awards under PSP, which shares are due to vest in June 2024.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any its principal subsidiaries.	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer – Yes/No	Yes	Yes
Other Principal Commitments including directorships		
Past (for the last 5 years)	Nil	Nil
Present	Directorships 1. TrickleStar (M) Sdn Bhd 2. Maxdotcom Sdn Bhd 3. Nuswarna Development Sdn Bhd 4. Armada Marketing Sdn Bhd 5. Perfect Peak Sdn Bhd – Alternate Director 6. Iris Corporation Berhad – Independent Non-Executive Director Other Principal commitments Nil	Directorships 1. Pangolin Investments Limited 2. PlugLoad Pte. Ltd. Other Principal commitments Nil

Name of Person	Ling Hee Keat	Jeremy John Figgins
Disclosure applicable to appointment of Director only		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	N.A.	N.A.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

Name of Person		Ling Hee Keat	Jeremy John Figgins
(c)	Whether there is any unsatisfied judgement against him?	No	No
(d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such propose?	No	No
(e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of he is aware) for such breach?	No	No
(f)	Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities of future industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No

Name of Person	Ling Hee Keat	Jeremy John Figgins
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No

Name of Person	Ling Hee Keat	Jeremy John Figgins
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulation requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

Material Contracts

There were no material contracts entered into by the Group involving the interest of the former Acting CEO, or any Director or controlling shareholder of the Company, either subsisting at the end of the financial year, or if not then subsisting, entered into since the end of the previous financial year.

Dealing in Securities

In line with Rule 1204(19) of the Catalist Rules, TrickleStar has adopted a compliance code to issue a notification to all Directors, key executives and officers of TrickleStar that they are not allowed to deal in TrickleStar's securities during the "black-out" period, being one month before the announcement of TrickleStar's half-yearly and full-year results respectively, or if they are in possession of unpublished price-sensitive information of TrickleStar.

In addition, Directors, key executives and officers are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. They are also discouraged from dealing in TrickleStar's securities on short-term considerations.

The Board confirms that for FY2023 TrickleStar has complied with Rule 1204(19) of the Catalist Rules.

Interested Person Transactions (IPT)

TrickleStar has adopted an internal policy governing procedure for the identification, approval and monitoring of IPTs. All IPTs are subject to review by the AC at its meetings. There were no IPTs between TrickleStar and any of its interested persons during FY2023 that exceeded SGD100,000. TrickleStar does not have a general mandate for IPTs.

Non-Sponsor Fees

For FY2023, there were no non-sponsor fees paid/payable to PrimePartners Corporate Finance Pte. Ltd.

The directors submit this statement to the members of the Company together with the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023.

Opinion of the directors

In the opinion of the directors,

(a) the accompanying financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); and

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

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Name of directors

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

Ling Hee Keat
Gunananthan Nithyanantham
Bernard Christopher Emby (Resigned on 19 January 2024)
Chuah Jern Ern
Jeremy John Figgins

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisitions of shares in, or debentures of the Company or any other body corporate, other than as disclosed under "Performance shares" in this statement.

Directors' interest in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act, none of the directors who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations except as follows:

	Shareholdings registered in the name of directors		Shareholdings in which directors are deemed to have an interest	
	As at 1.1.2023	As at 31.12.2023	As at 1.1.2023	As at 31.12.2023
The Company	Number of ordinary shares			
Ling Hee Keat	1,898,429	**1,754,429**	2,073,893	**2,223,561**
Gunananthan Nithyanantham	7,740,310	**8,101,719**	–	**–**
Bernard Christopher Emby	25,805,393	**28,342,977**	9,212,133	**–**
Chuah Jern Ern	1,048,469	**1,084,469**	854,238	**993,558**
Jeremy John Figgins	203,562	**273,562**	–	**–**

By virtue of Section 7 of the Act, Mr Bernard Christopher Emby is deemed to have an interest in all related corporations of the Company as at 31 December 2023.

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 January 2024 in the shares or debentures of the Company have not changed from those disclosed as at 31 December 2023.

Share options

The TrickleStar Employee Share Option Scheme ("ESOS") was adopted and approved by the shareholders at an Extraordinary General Meeting of the Company held on 17 May 2019. The ESOS is administered by the Remuneration Committee, comprising Mr Ling Hee Keat, Mr Jeremy John Figgins and Mr Chuah Jern Ern.

The aggregate number of shares over which the Remuneration Committee may grant options under the ESOS, when aggregated with the number of shares over which options or awards are granted under any other share option schemes or share plans of the Company, shall not exceed 15% of the total number of all issued shares (excluding shares held by the Company as treasury shares and subsidiaries in the Company) from time to time.

The exercise price for each share in respect of which an option is exercisable shall be determined by the Remuneration Committee at its absolute discretion, and shall be fixed by the Remuneration Committee at (a) the market price or (b) set at a discount to a price the market price the quantum of such discount to be determined by the Remuneration Committee at its absolute discretion subject to a maximum discount of 20% of the market price in respect of that option and shall be approved by shareholders.

The market price equals to the average of the last dealt prices for the ordinary shares on the SGXST for the 5 consecutive trading days immediately preceding the date on which the options are granted, as determined by the Remuneration Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices.

Share options (cont'd)

Options granted with the exercise price set at market price shall only be exercisable after the first anniversary of the date of grant and expire on the tenth anniversary of such date of grant.

Options granted with the exercise price set at a discount to market price shall only be exercisable after the second anniversary of the date of grant and expire on the tenth anniversary of such date of grant.

There were no share options granted by the Company or its subsidiaries during the financial year, other than as disclosed under "Performance shares" in this statement.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries, other than as disclosed under "Performance shares" in this statement.

There were no unissued shares of the Company or its subsidiaries under option as at the end of the financial year.

Performance shares

The Company implemented an employee share award scheme, TrickleStar Performance Share Plan (the "Plan"), whereby participants are conferred with the rights to be issued free shares. The Plan was approved and adopted by the shareholders at an Extraordinary General Meeting of the Company held on 17 May 2019. The Plan is administered by the Remuneration Committee, comprising Mr Ling Hee Keat, Mr Jeremy John Figgins and Mr Chuah Jern Ern. The Plan is designed primarily to reward and retain Executive and Non-Executive Directors and employees, whose services are vital to the growth and performance of the Group. Under the rules of the Plan, Executive and Non-Executive Directors and employees of the Group are eligible to participate in the Plan. The controlling shareholders are eligible to participate in the scheme and share awards ("Awards") granted are subject to the approval of shareholders in the general meeting.

On 11 January 2023, the Company granted 464,745 Awards to employees and Directors of the Group. The 464,745 Awards were approved and adopted by the shareholders at the Annual General Meeting held on 29 March 2023.

The number of outstanding share awards under the Plan are as follows:

	Balance at 1.1.2023	Granted during the year	Vested and exercised during the year	Forfeited during the year	Balance at 31.12.2023
Date of grant					
26 February 2021	39,028	–	(38,039)	(989)	–
28 February 2022	141,816	–	(69,491)	(20,825)	51,500
11 January 2023	–	464,745	(312,901)	(20,116)	131,728

Performance Shares (cont'd)

No employee or employee of related corporations has received 5% or more of the total share awards available under the Plan except as disclosed below.

	Share awards granted during the year	Aggregate share awards granted since the commencement of the Plan to end of financial year	Aggregated share awards exercised since the commencement of the Plan to end of financial year	Aggregate share awards outstanding as at end of financial year
Name of Director				
Ling Hee Keat	36,000	151,929	(151,929)	–
Gunananthan Nithyanantham	97,613	236,980	(236,980)	–
Bernard Christopher Emby	–	346,301	(346,301)	–
Chuah Jern Ern	36,000	145,469	(145,469)	–
Jeremy John Figgins	70,000	273,562	(273,562)	–

Audit Committee

The Audit Committee at the date of this statement comprises the following members, all of whom are Independent Directors:

Jeremy John Figgins (Chairman)
Chuah Jern Ern
Ling Hee Keat

Audit Committee (cont'd)

The Audit Committee has carried out its functions in accordance with Section 201B(5) of the Act, including reviewing the following, where relevant, with the Executive Directors, external auditor and internal auditor of the Company:

(a) the audit plan of the internal auditor and the results of the auditor's examination and evaluation of the Group's systems of internal accounting controls;

(b) reviewed the audit plan and results of the external audit, independence and objectivity of the external auditor and any recommendations of internal accounting controls arising from the statutory audit;

(c) the Company's and the Group's financial and operating results and accounting policies;

(d) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company and external auditor's report on those financial statements before their submission to the Directors of the Company;

(e) the half-yearly and full-year result announcements as well as the related press releases on the results and financial position of the Company and the Group;

(f) the co-operation and assistance given by management to the Company's internal and external auditor;

(g) the re-appointment of external auditor of the Company; and

(h) all non-audit services provided by the auditor and is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

The Audit Committee has full access to and has the co-operation of management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditor have unrestricted access to the Audit Committee.

Full details regarding the Audit Committee are provided in the Corporate Governance Report.

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

Independent auditor

At the extraordinary general meeting of the Company held on 14 June 2023, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, was appointed as the independent auditor of the Company. The independent auditor, Foo Kon Tan LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

LING HEE KEAT	GUNANANTHAN NITHYANANTHAM

Dated: 28 February 2024

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of TrickleStar Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and the Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters (cont'd)

Key audit matter	Our responses and work performed
Refer to Note 2.1 and Note 7 to the financial statements	
Net realisable value of inventories	**Audit response**
As at 31 December 2023, the carrying amount of the Group's inventories amounted to US$3,338,917 net of Inventories write-down of US$113,828 recognised during the financial year. As the general market conditions continue to be challenging and competitive due to rapid advancements in information technology and pricing competition, there is a risk that the Group's inventories may become slow-moving or obsolete due to no market demand. We determined this area to be a key audit matter due to the significance of inventories to the Group's financial statements and significant judgement in assessing the market positioning of the Group's products, which are dependent on factors such as current market condition, historical sales experience, customer specification requirements, demand levels and price competition in response to the industry life cycles.	We performed the following audit procedures, amongst others: • Observed year-end inventory count and performed testing on sampling basis; • Assessed Group's inventory write-down policy in accordance with SFRS(I) 1 – 2 *Inventories*; • Discussed and evaluated the basis used by management in assessing the write down of inventories; • Reviewed management's assessment on net realisable value of inventories on sampling basis, and validated that inventories are stated at the lower of cost and net realisable value; and • Assessed adequacy of the related disclosures in the financial statements.

Other Matter

The financial statements for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those financial statements on 27 February 2023.

Other Information

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

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

Report on the Audit of the Financial Statements (cont'd)

Other Information (cont'd)

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on the Audit of the Financial Statements (cont'd)

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

Report on the Audit of the Financial Statements (cont'd)

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Chin Bo Wui.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore
28 February 2024

Statements of Financial position

AS AT 31 DECEMBER 2023

	Note	The Group 2023 US$	The Group 2022 US$	The Company 2023 US$	The Company 2022 US$
ASSETS					
Non-Current Assets					
Property, plant and equipment	4	**152,623**	227,768	**–**	–
Intangible assets	5	**70,411**	2	**2**	2
Investment in subsidiaries	6	**–**	–	**1,925,699**	1,845,791
Trade and other receivables	8	**–**	–	**2,129,616**	–
		223,034	227,770	**4,055,317**	1,845,793
Current Assets					
Inventories	7	**3,338,917**	3,310,536	**–**	–
Trade and other receivables	8	**1,738,837**	2,540,374	**286,746**	6,763,501
Cash and bank balances	9	**3,275,087**	2,736,477	**615,697**	597,612
		8,352,841	8,587,387	**902,443**	7,361,113
Assets of discontinued operations	10	**–**	2,683	**–**	–
		8,352,841	8,590,070	**902,443**	7,361,113
Total assets		**8,575,875**	8,817,840	**4,957,760**	9,206,906
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	11	**7,608,524**	7,490,078	**7,608,524**	7,490,078
Merger reserve	12	**(111,376)**	(111,376)	**–**	–
Share grant reserve	13	**19,147**	54,287	**19,147**	54,287
Foreign currency translation reserve	14	**(36,875)**	(41,203)	**–**	–
(Accumulated losses)/retained earnings		**(2,356,248)**	(2,074,092)	**(2,727,032)**	1,606,559
Total equity		**5,123,172**	5,317,694	**4,900,639**	9,150,924
Non-Current Liabilities					
Deferred tax liabilities	15	**1,979**	3,313	**–**	–
Lease liabilities	16	**81,668**	140,579	**–**	–
		83,647	143,892	**–**	–
Current Liabilities					
Trade and other payables	17	**3,308,597**	3,223,996	**57,121**	55,982
Lease liabilities	16	**56,452**	52,717	**–**	–
Provision		**4,007**	4,007	**–**	–
		3,369,056	3,280,720	**57,121**	55,982
Liabilities directly associated with discontinued operations	10	**–**	75,534	**–**	–
		3,369,056	3,356,254	**57,121**	55,982
Total liabilities		**3,452,703**	3,500,146	**57,121**	55,982
Total equity and liabilities		**8,575,875**	8,817,840	**4,957,760**	9,206,906

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Consolidated statement of Comprehensive income

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Group	Note	2023 US$	2022 US$
Continuing operations			
Revenue	18	**10,290,231**	13,820,102
Cost of sales		**(7,896,840)**	(10,318,116)
Gross profit		**2,393,391**	3,501,986
Other income	19	**23,653**	8,019
Selling and distribution expenses		**(796,198)**	(1,048,982)
Administrative expenses		**(1,856,946)**	(2,581,396)
Finance costs	20	**(7,888)**	(36,409)
Loss before tax	21	**(243,988)**	(156,782)
Income tax (expense)/credit	22	**(31,134)**	599,391
(Loss)/profit from continuing operations		**(275,122)**	442,609
Discontinued operations			
Loss from discontinued operations	10	**(7,034)**	(278,306)
(Loss)/profit for the year, representing profit attributable to owners of the Company		**(282,156)**	164,303
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**4,328**	(3,736)
Other comprehensive income/(loss) for the financial year		**4,328**	(3,736)
Total comprehensive (loss)/income for the year, representing total comprehensive income attributable to owners of the Company		**(277,828)**	160,567
(Loss)/earnings per share attributable to owners of the Company			
Basic and diluted (cents)			
From continuing and discontinued operations	23	**(0.34)**	0.20
From continuing operations	23	**(0.33)**	0.53

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Consolidated statement of Changes in equity

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Group	Note	Share capital US$	Merger reserve US$	Share grant reserve US$	Foreign currency translation reserve US$	Accumulated losses US$	Total equity US$
Balance at 1 January 2022		7,417,635	(111,376)	32,480	(37,467)	(2,238,395)	5,062,877
Profit for the year		–	–	–	–	164,303	164,303
Other comprehensive income for the year							
Exchange differences on translating foreign operations		–	–	–	(3,736)	–	(3,736)
Total comprehensive income for the year		–	–	–	(3,736)	164,303	160,567
Performance shares issued	11	72,443	–	(72,443)	–	–	–
Performance share plan expenses	13	–	–	94,250	–	–	94,250
Total transactions with owners, recognised directly in equity		72,443	–	21,807	–	–	94,250
Balance at 31 December 2022		7,490,078	(111,376)	54,287	(41,203)	(2,074,092)	5,317,694
Balance at 1 January 2023		**7,490,078**	**(111,376)**	**54,287**	**(41,203)**	**(2,074,092)**	**5,317,694**
Loss for the year		**–**	**–**	**–**	**–**	**(282,156)**	**(282,156)**
Other comprehensive income for the year							
Exchange differences on translating foreign operations		**–**	**–**	**–**	**4,328**	**–**	**4,328**
Total comprehensive income for the year		**–**	**–**	**–**	**4,328**	**(282,156)**	**(277,828)**
Performance shares issued	11	**118,446**	**–**	**(118,446)**	**–**	**–**	**–**
Performance share plan expenses	13	**–**	**–**	**83,306**	**–**	**–**	**83,306**
Total transactions with owners, recognised directly in equity		**118,446**	**–**	**(35,140)**	**–**	**–**	**83,306**
Balance at 31 December 2023		**7,608,524**	**(111,376)**	**19,147**	**(36,875)**	**(2,356,248)**	**5,123,172**

Statement of Changes in equity

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Company	**Note**	**Share capital US$**	**Share grant reserve US$**	**Retained earnings/ (accumulated losses) US$**	**Total equity US$**
Balance at 1 January 2022		7,417,635	32,480	870,550	8,320,665
Profit for the year representing total comprehensive income for the year		–	–	736,009	736,009
Performance shares issued	11	72,443	(72,443)	–	–
Performance share plan expenses	13	–	94,250	–	94,250
Total transactions with owners, recognised directly in equity		72,443	21,807	–	94,250
Balance at 31 December 2022		7,490,078	54,287	1,606,559	9,150,924
Balance at 1 January 2023		**7,490,078**	**54,287**	**1,606,559**	**9,150,924**
Loss for the year representing total comprehensive income for the year		**–**	**–**	**(4,333,591)**	**(4,333,591)**
Performance shares issued	11	**118,446**	**(118,446)**	**–**	**–**
Performance share plan expenses	13	**–**	**83,306**	**–**	**83,306**
Total transactions with owners, recognised directly in equity		**118,446**	**(35,140)**	**–**	**83,306**
Balance at 31 December 2023		**7,608,524**	**19,147**	**(2,727,032)**	**4,900,639**

Consolidated statement of Cash flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 US$	2022 US$
Cash Flows from Operating Activities			
(Loss)/profit after tax		**(282,156)**	164,303
Adjustments for:			
(Reversal of allowance)/allowance of expected credit losses on trade receivables	8	**(2,887)**	586
Amortisation of intangible assets	5	**11,524**	–
Depreciation of property, plant and equipment	4	**74,782**	85,669
Impairment loss on intangible assets	21	**3,754**	505,897
Interest expense	20	**7,888**	36,409
Interest income	19	**(5,175)**	(1,046)
Inventories write-down	21	**113,828**	24,633
Loss on disposal of property, plant and equipment		**41**	2,464
Performance share plan expenses	21	**83,306**	94,250
Property, plant and equipment written-off		**–**	18,640
Provision for warranty		**–**	(1,194)
Tax expense/(credit)		**31,134**	(599,391)
Operating profit before working capital changes		**36,039**	331,220
Change in inventories		**(142,209)**	(488,474)
Change in trade and other receivables		**810,115**	101,622
Change in trade and other payables		**9,067**	394,253
Cash generated from operations		**713,012**	338,621
Income tax (paid)/refunded		**(35,476)**	25,736
Net cash from operating activities		**677,536**	364,357
Cash Flows from Investing Activities			
Acquisition of property, plant and equipment		**(1,090)**	(3,182)
Acquisition of intangible assets		**(85,687)**	(147,892)
Proceeds from disposal of property, plant and equipment		**845**	2,307
Interest received		**5,175**	1,046
Net cash used in investing activities		**(80,757)**	(147,721)
Cash Flows from Financing Activities			
Changes in fixed deposit pledged	Note A	**(43)**	1,300,397
Interest paid	Note A	**(7,888)**	(36,409)
Repayment of borrowings	Note A	**–**	(500,000)
Repayment of lease liabilities	Note A	**(55,176)**	(62,985)
Net cash (used in)/from financing activities		**(63,107)**	701,003
Net increase in cash and cash equivalents		**533,672**	917,639
Cash and cash equivalents at beginning of year		**2,529,217**	1,623,451
Exchange difference on translation of cash and cash equivalents at beginning of year		**4,895**	(11,873)
Cash and cash equivalents at end of year	9	**3,067,784**	2,529,217

Consolidated statement of Cash flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Note A:

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

	Financial liabilities			Financial assets
	Lease liabilities US$ (Note 16)	**Borrowings US$**	**Total US$**	**Fixed Deposits pledged US$**
At 1 January 2022	57,175	500,000	557,175	(1,507,657)
Cash flows:				
– Changes in fixed deposit pledged	–	–	–	1,300,397
– Interest paid	(4,555)	(31,854)	(36,409)	–
– Repayment of borrowings	–	(500,000)	(500,000)	–
– Repayment of lease liabilities	(62,985)	–	(62,985)	–
	(67,540)	(531,854)	(599,394)	1,300,397
Non-cash flows:				
– Additions	199,106	–	199,106	–
– Interest expense	4,555	31,854	36,409	–
	203,661	31,854	235,515	–
At 31 December 2022	193,296	–	193,296	(207,260)
At 1 January 2023	**193,296**	**–**	**193,296**	**(207,260)**
Cash flows:				
– Changes in fixed deposit pledged	**–**	**–**	**–**	**(43)**
– Interest paid	**(7,888)**	**–**	**(7,888)**	**–**
– Repayment of lease liabilities	**(55,176)**	**–**	**(55,176)**	**–**
	(63,064)	**–**	**(63,064)**	**(43)**
Non-cash flows:				
– Interest expense	**7,888**	**–**	**7,888**	**–**
	7,888	**–**	**7,888**	**–**
At 31 December 2023	**138,120**	**–**	**138,120**	**(207,303)**

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

1 GENERAL INFORMATION

The financial statements of TrickleStar Limited (the "Company") and of the Group for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

The Company is incorporated as a limited liability company and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST) on 18 June 2019.

The registered office and principal place of business are at 80 Robinson Road #02-00 Singapore 068898 and C3-U6-15 Solaris Dutamas Jalan Dutamas 1 Kuala Lumpur 50480 Malaysia, respectively.

The principal activities of the Company are those of investment holding and provision of management services.

The principal activities of the subsidiaries are disclosed in Note 6 to the financial statements.

2 BASIS OF PREPARATION

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

The financial statements are presented in United States dollar which is the Company's functional currency. All financial information is presented in United States dollar ("US$"). The accounting policies have been applied consistently to all years presented in these financial statements.

2.1 Significant accounting estimates and judgement

The preparation of the financial statements in conformity with SFRS(I)s requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial period. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Management is of the opinion that there are no significant judgements that have a significant effect on the amounts recognised in the financial statements.

2 BASIS OF PREPARATION (CONT'D)

2.1 Significant accounting estimates and judgement (cont'd)

The critical accounting estimates and assumptions used in applying accounting policies and areas involving a high degree of judgement are described below.

Key sources of estimation uncertainty

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

(i) Expected credit loss on trade and other receivables

Trade receivables

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

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At each reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast of economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 26.

Amounts due from subsidiaries

The Company assesses the ECL on amounts due from subsidiaries, taking consideration of qualitative and quantitative factors and supportable relevant information (including but not limited to the latest performance and cash flow projection of subsidiaries). The Company measures the ECL on amounts due from subsidiaries using 12-month ECL basis since its initial recognition and remeasures the ECL using lifetime ECL if the credit risk has significantly increased subsequently.

The carrying amounts of the Group's and the Company's trade and other receivables as at 31 December 2023 were US$1,350,297 (2022: US$2,071,816) and US$2,407,101 (2022: US$6,763,501) respectively.

2 BASIS OF PREPARATION (CONT'D)

2.1 Significant accounting estimates and judgement (cont'd)

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

(ii) Net realisable value of inventories

Inventory write-down is made based on the current market conditions, historical experience and selling goods of similar nature. It could change significantly as a result of changes in market condition. A review is made periodically on inventories for excess inventories, obsolescence and declines in net realisable value and an allowance is recorded against the inventory balances for any such declines. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available and inherently involves estimates regarding the future expected realisable value.

The carrying amount of the Group's inventories as at 31 December 2023 was US$3,338,917 (2022: US$3,310,536).

2.2 Adoption of new and amended standards and interpretations

The Group and the Company have adopted all the new and revised SFRS(I)s, SFRS(I) interpretations ("SFRS(I) INT") and amendments to SFRS(I)s, effective for the current financial period that are relevant to them. The adoption of these new and revised SFRS(I) pronouncements does not result in significant changes to the Group's and the Company's accounting policies and has no material effect on the amounts or the disclosures reported for the current reporting periods.

Reference	Description	Effective date (Annual periods beginning on or after)
SFRS(I) 17	Insurance Contracts	1 January 2023
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to SFRS(I) 1-8	Definition of Accounting Estimates	1 January 2023
Amendments to SFRS(I) 1-12	Deferred Tax related to Assets and Liabilities arising from Single Transaction	1 January 2023
Amendments to SFRS(I) 1-12	International Tax Reform – Pillar Two Model Rules	1 January 2023

2 BASIS OF PREPARATION (CONT'D)

2.3 Standards issued but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not adopted the new and revised SFRS(I)s, SFRS(I) INT and amendments to SFRS(I)s that have been issued but are not yet effective. Management anticipates that the adoption of these new and revised SFRS(I) pronouncements in future periods will not have a material impact on the Group's and the Company's financial statements in the period of their initial application.

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 1-1	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 1-1	Non-current Liabilities with Covenants	1 January 2024
Amendments to SFRS(I) 1-7 and SFRS(I) 7	Supplier Finance Arrangements	1 January 2024
Amendments to SFRS (I) 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-21	Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 10 and SFRS(I) 1-28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Yet to be determined

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to the reporting date each year. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.1 Basis of consolidation (cont'd)

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.1 Basis of consolidation (cont'd)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable SFRS(I)s). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 *Financial Instruments* when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

3.2 Business combinations

<u>Acquisition under common control</u>

Business combination arising from transfers of interest in entities that are under common control are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established. For this purpose, comparatives are restated. The assets and liabilities acquired are recognised at the carrying amounts recognised previously and no adjustments are made to reflect the fair values or recognised any new assets or liabilities, including no goodwill to be recognised as a result of the combination. The components of equity of the acquired entities are added to the same components within the Group's equity. Any difference between the cash paid for the acquisition and share capital of acquiree is recognised directly to equity as merger reserve.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.3 Functional currencies

The individual financial statements of each group entity are measured and presented in the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in United States dollar ("US$"), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

- exchange differences on transactions entered into to hedge certain foreign currency risks; and

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in United States dollar using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of currency translation reserve.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.3 Functional currencies (cont'd)

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or disposal involving loss of control over a subsidiary that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

3.4 Property, plant and equipment and depreciation

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

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives. The estimated useful lives are as follows:

Leasehold buildings	:	Over lease terms
Renovation	:	5 years
Machinery	:	5 years
Tools and equipment	:	5 years
Furniture and fittings	:	5 years
Office equipment	:	5 years
Computer	:	3 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.4 Property, plant and equipment and depreciation (cont'd)

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Other subsequent expenditure is recognised in profit or loss when incurred.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

3.5 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

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

Intangible assets with finite life are amortised on a straight-line basis over the estimated economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise. The amortisation expenses on intangible assets with finite useful life is recognised in profit or loss.

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

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

<u>Technical know-how</u>

Technical know-how is initially recognised at cost and subsequently measured at cost less accumulated amortisation and accumulated impairment losses, if any. These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of 5 years.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.5 Intangible assets (cont'd)

Research and development

Expenditure on research activities is recognised as an expense when incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised, if, and only if, all the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible assets; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditures incurred from the date when the intangible asset first meets the recognition criteria listed above.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and any accumulated impairment losses, if any. These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of 5 years.

3.6 Leases

(i) The Group as a lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.6 Leases (cont'd)

(i) The Group as a lessee (cont'd)

(a) Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentive;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in the statement of comprehensive income in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected not to separate lease and non-lease components and account these as one single lease component.

The lease liabilities are presented as a separate line item in the statements of financial position. The lease liability is subsequently measured at amortised cost, by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.6 Leases (cont'd)

(i) The Group as a lessee (cont'd)

(a) Lease liability (cont'd)

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to statement of comprehensive income if the carrying amount of the right-of-use asset has already been reduced to nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payment change is due to a change in the floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

(b) Right-of-use asset

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

When the Group incurs an obligation for costs to dismantle and remove a leased asset, the Group is required to restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Leasehold buildings : 3 to 4 years

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.6 Leases (cont'd)

(i) The Group as a lessee (cont'd)

(b) Right-of-use asset (cont'd)

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within "property, plant and equipment" in the statements of financial position.

The Group applies SFRS(I) 1-36 to determine whether the right-of-use asset is impaired and accounts for any identified impairment loss.

Short-term leases and leases of low-value assets

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

3.7 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of the reporting period that the asset may be impaired.

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

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.7 Impairment of non-financial assets (cont'd)

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

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

3.8 Financial instruments

Financial assets

Initial recognition and measurement

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

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

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

Subsequent measurement

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income ("FVOCI") and FVPL.

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

The Group does not have any financial assets carried at FVOCI or FVPL.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.8 Financial instruments (cont'd)

Derecognition

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

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Derecognition

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

Offsetting of financial instruments

A financial asset and a financial liability shall be offset and the net amount presented in the statements of financial position when, and only when, an entity:

(a) currently has a legally enforceable right to set off the recognised amount; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3.9 Impairment of financial assets

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

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.9 Impairment of financial assets (cont'd)

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. The Group recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors' ability to pay.

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

3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents excluded any pledged deposits.

3.11 Share capital

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

3.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

When necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.13 Provisions

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

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

Provision for assurance-type warranty-related cost are recognised when the product is sold or service provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

3.14 Revenue

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

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

Revenue from sale of goods

The Group is involved in selling of advanced power strips, surge protectors, electrical and energy-saving products to customers. Revenue from sales of these products is recognised at a point in time when the products are delivered to customers. There is no element of significant financing component in the Group's revenue transaction as customers are required to pay within credit term of 30 to 90 days.

Interest income

Interest income is recognised using the effective interest method.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.15 Government grants

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

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the fair value is recognised as deferred income on the statements of financial position and is recognised as income in equal amounts over the expected useful life of the related asset.

3.16 Employee benefits

Defined contribution plan

The Group makes contributions to the defined contribution scheme such as the Central Provident Fund in Singapore, Employee Provident Fund in Malaysia and Social Security scheme in United States of America. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of share awards is recognised as an expense with a corresponding increase in the share grant reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the share awards granted on grant date. Non-market vesting conditions are included in the estimation of the number of shares under share awards that are expected to become exercisable on the vesting date.

At each reporting date, the Group revises its estimates of the number of shares under share awards that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share grant reserve over the remaining vesting period.

When the share awards are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share grant reserve are credited to the share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.17 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

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

3.18 Dividends

Dividends are recognised when they become legally payable. Interim dividends are recorded in the financial year in which they are proposed and declared by the directors. Final dividends are recorded in the financial year in which the dividends are approved by the shareholders.

3.19 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.19 Non-current assets (or disposal groups) held-for-sale and discontinued operations (cont'd)

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for-sale and:

(a) represents a separate major line of business or geographical area of operations;

(b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative statement of profit or loss is re-presented as if the operation had been discontinued from the start of the comparative year.

3.20 Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Company and the Group if that person:

  (i) has control or joint control over the Company;

  (ii) has significant influence over the Company; or

  (iii) is a member of the key management personnel of the Company or the Group or of a parent of the Company.

(b) An entity is related to the Company and the Group if any of the following conditions applies:

  (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

  (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

  (iii) both entities are joint ventures of the same third party;

  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.20 Related parties (cont'd)

(b) An entity is related to the Company and the Group if any of the following conditions applies: (cont'd)

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

3.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors who make strategic decisions for the Group.

3.22 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares, adjusted for own shares held, for the effects of all dilutive potential ordinary shares which comprise outstanding share awards.

3.23 Current and non-current classification

The Group presents assets and liabilities in the statements of financial position based on current or non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.23 Current and non-current classification (cont'd)

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

4 PROPERTY, PLANT AND EQUIPMENT

The Group	Leasehold buildings US$	Renovation US$	Machinery US$	Tools and equipment US$	Furniture and fittings US$	Office equipment US$	Computer US$	Total US$
Cost								
At 1 January 2022	208,333	55,012	12,361	297,228	57,261	12,405	113,639	756,239
Additions	208,772	–	–	–	43	–	3,139	211,954
Disposals	–	(18,777)	–	(296,994)	(21,781)	(2,837)	(52,288)	(392,677)
Written-off	(29,160)	(32,487)	–	–	(5,012)	(1,420)	(5,055)	(73,134)
Currency re-alignment	–	(329)	–	(13)	(220)	(147)	(1,658)	(2,367)
At 31 December 2022	387,945	3,419	12,361	221	30,291	8,001	57,777	500,015
Additions	–	–	–	–	–	–	1,090	1,090
Disposals	–	–	–	–	–	–	(2,531)	(2,531)
Currency re-alignment	–	(143)	–	(10)	(139)	(152)	(964)	(1,408)
At 31 December 2023	**387,945**	**3,276**	**12,361**	**211**	**30,152**	**7,849**	**55,372**	**497,166**
Accumulated depreciation								
At 1 January 2022	154,897	43,790	9,777	297,060	47,386	6,240	70,666	629,816
Depreciation for the year	60,556	3,142	1,882	46	5,813	1,623	12,607	85,669
Disposals	–	(18,775)	–	(296,993)	(20,895)	(1,433)	(49,810)	(387,906)
Written-off	(19,494)	(25,481)	–	–	(3,644)	(865)	(5,010)	(54,494)
Currency re-alignment	–	(131)	–	(3)	(98)	(51)	(555)	(838)
At 31 December 2022	195,959	2,545	11,659	110	28,562	5,514	27,898	272,247
Depreciation for the year	60,324	642	702	46	1,361	685	11,022	74,782
Disposals	–	–	–	–	–	–	(1,645)	(1,645)
Currency re-alignment	–	(121)	–	(7)	(112)	(63)	(538)	(841)
At 31 December 2023	**256,283**	**3,066**	**12,361**	**149**	**29,811**	**6,136**	**36,737**	**344,543**
Carrying amount								
At 31 December 2023	**131,662**	**210**	**–**	**62**	**341**	**1,713**	**18,635**	**152,623**
At 31 December 2022	191,986	874	702	111	1,729	2,487	29,879	227,768

4 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such assets are disclosed in Note 16.

5 INTANGIBLE ASSETS

	The Group			The Company	
	Technical know-how US$	Development costs US$	Total US$	Technical know-how US$	Total US$
Cost					
At 1 January 2022	242,871	1,974,233	2,217,104	–	–
Additions	–	147,892	147,892	2	2
At 31 December 2022	242,871	2,122,125	2,364,996	2	2
Additions	–	85,687	85,687	–	–
At 31 December 2023	**242,871**	**2,207,812**	**2,450,683**	**2**	**2**
Accumulated amortisation					
At 1 January 2022 and at 31 December 2022	242,869	–	242,869	–	–
Additions	–	11,524	11,524	–	–
At 31 December 2023	**242,869**	**11,524**	**254,393**	**–**	**–**
Impairment losses					
At 1 January 2022	–	1,616,228	1,616,228	–	–
Additions	–	505,897	505,897	–	–
At 31 December 2022	–	2,122,125	2,122,125	–	–
Additions	–	3,754	3,754	–	–
At 31 December 2023	**–**	**2,125,879**	**2,125,879**	**–**	**–**
Carrying amount					
At 31 December 2023	**2**	**70,409**	**70,411**	**2**	**2**
At 31 December 2022	2	–	2	2	2

The amortisation expense and impairment loss are included in "administrative expenses" line item in profit or loss.

As at 31 December 2023, the development costs are expected to be fully amortised over their estimated useful lives of 5 years. In 2022, the development costs were fully impaired prior to the assets being available for use. Consequently, the remaining amortisation period was NIL.

6 INVESTMENT IN SUBSIDIARIES

The Company	2023 US$	2022 US$
Unquoted equity shares, at cost		
Balance at beginning of year	**1,845,791**	6,410,291
Impairment loss	**–**	(4,658,750)
Performance share plan	**79,908**	94,250
Balance at end of year	**1,925,699**	1,845,791

In December 2022, the Company began a process to deregister its wholly-owned subsidiary, TrickleStar Limited. Accordingly, the Company has fully impaired the cost of investment in this subsidiary amounting to $4,658,750 for the year ended 31 December 2022.

Details of the subsidiaries are set out below:

Name of subsidiaries	Place of incorporation/ principal place of business	Proportion of equity held by the Company 2023 %	2022 %	Principal activities
Held by the Company				
TrickleStar Inc[(1)]	United States of America	**100**	100	Develops and sells advanced power strips and surge protectors
TrickleStar (M) Sdn. Bhd.[(1)(2)]	Malaysia	**100**	100	Provides operational support
PlugLoad Pte. Ltd.[(1)(3)]	Singapore	**100**	100	Develops and sells electrical and energy-saving products
TrickleStar Limited[(1)(4)]	Hong Kong	**–**	100	Licensing technology and provides operational support

(1) Audited by Foo Kon Tan LLP for consolidation purpose
(2) The statutory financial statements are audited by Morison LC PLT, Malaysia
(3) The statutory financial statements are audited by Foo Kon Tan LLP
(4) The statutory financial statements were audited by Morison Heng CPA Limited, Hong Kong. The subsidiary was deregistered in 2023.

On 7 December 2022, the Group's management and relevant shareholders approved to deregister its 100%-owned subsidiary, TrickleStar Limited. The deregistration was completed in 2023.

7 INVENTORIES

The Group	2023 US$	2022 US$
At cost:		
Trading goods	**2,503,034**	2,558,057
Goods in transit	**835,883**	752,479
	3,338,917	3,310,536

The cost of inventories recognised as an expense and included in "cost of sales" line item in profit or loss amounted to US$7,740,588 (2022: US$10,123,651) for the financial year ended 31 December 2023.

During the financial year, the Group carried out a review of the net realisable value of its inventories and the review led to the recognition of write-down of inventories of US$113,828 (2022: US$24,633) that had been included in cost of sales line item in profit or loss.

8 TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2023 US$	2022 US$	2023 US$	2022 US$
Trade receivables	**1,170,632**	1,950,597	**–**	–
Less: Allowance for expected credit losses	**–**	(2,887)	**–**	–
	1,170,632	1,947,710	**–**	–
Other receivables	**2,534**	3,882	**–**	–
Non-trade amounts due from subsidiaries	**–**	–	**2,407,101**	6,763,501
Deposits	**177,131**	120,224	**–**	–
	1,350,297	2,071,816	**2,407,101**	6,763,501
GST receivables, net	**3,685**	2,105	**3,248**	–
Advance to suppliers	**355,889**	423,211	**–**	–
Prepayments	**23,108**	40,392	**6,013**	–
Income tax recoverable	**5,858**	2,850	**–**	–
	1,738,837	2,540,374	**2,416,362**	6,763,501
Represented by:				
Non-current	**–**	–	**2,129,616**	–
Current	**1,738,837**	2,540,374	**286,746**	6,763,501
	1,738,837	2,540,374	**2,416,362**	6,763,501

Trade receivables are unsecured, non-interest bearing and generally on credit terms of 30 to 90 days (2022: 30 to 90 days).

8 TRADE AND OTHER RECEIVABLES (CONT'D)

The non-trade amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand. As at 31 December 2023, the Company assessed that the credit risk in relation to these amounts due from subsidiaries have not significantly increased since its initial recognition. However, the Company expects certain non-trade amounts due from subsidiaries to be received in equal instalments over a repayment tenure of 37 years. Consequently, the Company has classified these receivables as non-current.

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

	The Group	
	2023	**2022**
	US$	**US$**
At 1 January	**2,887**	2,301
(Reversal of loss allowance)/loss allowance for expected credit losses	**(2,887)**	586
At 31 December	**–**	2,887

The currency profiles of the Group's and the Company's trade and other receivables as at the end of the reporting period are as follows:

	The Group		The Company	
	2023	**2022**	**2023**	**2022**
	US$	**US$**	**US$**	**US$**
United States dollar	**1,738,174**	2,536,179	**2,407,101**	6,752,235
Singapore dollar	**–**	2,105	**9,261**	–
Malaysia ringgit	**663**	2,090	**–**	11,266
	1,738,837	2,540,374	**2,416,362**	6,763,501

9 CASH AND BANK BALANCES

	The Group		The Company	
	2023	**2022**	**2023**	**2022**
	US$	**US$**	**US$**	**US$**
Cash at banks	**2,773,100**	2,234,663	**121,013**	103,059
Fixed deposits	**501,987**	501,814	**494,684**	494,553
Cash and bank deposits	**3,275,087**	2,736,477	**615,697**	597,612
Pledged deposits	**(207,303)**	(207,260)	**(200,000)**	(200,000)
Cash and cash equivalents in the consolidated statement of cash flows	**3,067,784**	2,529,217	**415,697**	397,612

9 CASH AND BANK BALANCES (CONT'D)

At the end of the reporting period, the details of the pledged deposit are as follows:

(i) Fixed deposit of US$200,000 (2022: US$200,000), with tenure of 1 month auto renewal and bears interest rate of 0.03% (2022: 0.03%) per annum, is pledged to the bank as collateral for revolving line of credit.

(ii) Fixed deposit of US$7,303 (2022: US$7,260), with tenure of 365 days (2022: 365 days) and bears effective interest rate at 3.10% (2022: 3.10%) per annum, is pledged to the bank as collateral for the corporate credit card facility.

The currency profiles of the Group's and the Company's cash and bank balances at the end of the reporting period are as follows:

	The Group		The Company	
	2023	**2022**	**2023**	**2022**
	US$	**US$**	**US$**	**US$**
United States dollar	**3,070,201**	2,611,467	**536,338**	554,196
Singapore dollar	**112,622**	59,853	**77,310**	41,582
Malaysia ringgit	**92,264**	65,157	**2,049**	1,834
	3,275,087	2,736,477	**615,697**	597,612

10 DISCONTINUED OPERATIONS

In December 2022, the Group began a process to deregister its 100%-owned subsidiary, TrickleStar Limited. The entire assets and liabilities related to TrickleStar Limited were presented as a discontinued operation as at 31 December 2022, and the entire results from TrickleStar Limited (Hong Kong) were presented separately on the consolidated statement of comprehensive income as "Discontinued operations" for the year ended 31 December 2022. The deregistration was completed on 1 December 2023.

(a) The results of the discontinued operations in relation to TrickleStar Limited are as follows:

The Group	**2023** **US$**	**2022** **US$**
Other income	**1,168**	4,359
Administrative expenses	**(8,202)**	(282,665)
Loss for the year	**(7,034)**	(278,306)

10 DISCONTINUED OPERATIONS (CONT'D)

(b) The impact of the discontinued operations on the cash flows of the Group was as follows:

The Group	**2023 US$**	**2022 US$**
Operating cash (outflows)/inflows	**(79,885)**	1,049

(c) Details of the current assets of discontinued operations were as follows:

The Group	**2023 US$**	**2022 US$**
Prepayment	**–**	2,683

(d) Details of the current liabilities directly associated with discontinued operations were as follows:

The Group	**2023 US$**	**2022 US$**
Other payables and accruals	**–**	75,534

(e) Details of the non-current assets classified as discontinued operations were as follows:

The Company	**2023 US$**	**2022 US$**
Investment in subsidiary	**–**	4,658,750
Less: impairment of investment in subsidiary	**–**	(4,658,750)
	–	–

11 SHARE CAPITAL

The Company	**2023**	**2022**	**2023**	**2022**
	No.of ordinary shares		**US$**	**US$**
Issued and fully paid with no par value:				
At beginning of year	**83,179,330**	82,674,915	**7,490,078**	7,417,635
Issuance of shares pursuant to the awards vested under the performance share plan (Note 13)	**420,431**	504,415	**118,446**	72,443
At end of year	**83,599,761**	83,179,330	**7,608,524**	7,490,078

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

11 SHARE CAPITAL (CONT'D)

The Company has issued 420,431 and 504,415 ordinary shares amounting to US$118,446 and US$72,443 for the years ended 31 December 2023 and 31 December 2022, respectively.

12 MERGER RESERVE

Merger reserve represents the difference between the consideration paid and the issued and fully paid share capital of a subsidiary acquired under common control that was accounted for by applying the "pooling-of-interest" method.

13 SHARE GRANT RESERVE

Equity-settled performance share plan

The Company implemented an employee share award scheme, TrickleStar Performance Share Plan (the "Plan"), whereby participants are conferred with the rights to be issued free shares. The Plan was approved and adopted by the shareholders at an Extraordinary General Meeting of the Company held on 17 May 2019. The Plan is administered by the Remuneration Committee, comprising Mr Ling Hee Keat, Mr Jeremy John Figgins and Mr Chuah Jern Ern. The Plan is designed primarily to reward and retain Executive and Non-Executive Directors and employees, whose services are vital to the growth and performance of the Group. Under the rules of the Plan, Executive and Non-Executive Directors and employees of the Group are eligible to participate in the Plan. The controlling shareholders are eligible to participate in the scheme and share awards ("Awards") granted are subject to the approval of shareholders in the general meeting.

On 28 February 2022, the Company granted 458,635 Awards to employees and Directors of the Group. On 25 March 2022, 121,807 Awards were granted to Directors, who were also the controlling shareholders of the Company. The 121,807 Awards were approved and adopted by the shareholders at the Annual General Meeting held on 25 March 2022.

On 11 January 2023, the Company granted 464,745 Awards to employees and Directors of the Group. The 464,745 Awards were approved and adopted by the shareholders at the Annual General Meeting held on 29 March 2023.

13 SHARE GRANT RESERVE (CONT'D)

Equity-settled performance share plan (cont'd)

At the end of the reporting period, details of the unissued ordinary shares under share awards are as follows:

Date of grant	At beginning of the year	Granted during the year	Vested and exercised during the year	Forfeited during the year	At end of the year	Vesting of the awards
For the year ended 31 December 2022						
9 December 2019	74,573	–	(70,064)	(4,509)	–	June 2022
26 February 2021	97,004	–	(47,348)	(10,628)	39,028	June 2022 and 2023
28 February 2022	–	458,635	(265,196)	(51,623)	141,816	June 2022, 2023 and 2024
25 March 2022	–	121,807	(121,807)	–	–	June 2022
Total	171,577	580,442	(504,415)	(66,760)	180,844	

Date of grant	At beginning of the year	Granted during the year	Vested and exercised during the year	Forfeited during the year	At end of the year	Vesting of the awards
For the year ended 31 December 2023						
26 February 2021	39,028	–	(38,039)	(989)	–	June 2022 and 2023
28 February 2022	141,816	–	(69,491)	(20,825)	51,500	June 2022, 2023 and 2024
11 January 2023	–	464,745	(312,901)	(20,116)	131,728	June 2023, 2024 and 2025
Total	180,844	**464,745**	**(420,431)**	**(41,930)**	**183,228**	

13 SHARE GRANT RESERVE (CONT'D)

Equity-settled performance share plan (cont'd)

No employee or employee of related corporations has received 5% or more of the total share awards available under the Plan except as disclosed below.

Name of Director	Share awards granted during the year	Aggregate share awards granted since the commencement of the Plan to end of financial year	Aggregated share awards exercised since the commencement of the Plan to end of financial year	Aggregate share awards outstanding as at end of financial year
Ling Hee Keat	36,000	151,929	(151,929)	–
Gunananthan Nithyanantham	97,613	236,980	(236,980)	–
Bernard Christopher Emby	–	346,301	(346,301)	–
Chuah Jern Ern	36,000	145,469	(145,469)	–
Jeremy John Figgins	70,000	273,562	(273,562)	–

As at 31 December 2023, the number of outstanding Awards represents 0.22% (2022: 0.22%) of the total number of shares issued.

The outstanding Awards as at 31 December 2023 have a weighted-average contractual life of 0.86 (2022: 0.89) years.

The fair value of total share awards granted on 11 January 2023 (2022: 28 February 2022 and 25 March 2022) was US$73,298 (2022: US$119,096) based on market price at grant dates.

The Group and the Company recognised performance share plan expenses and a corresponding share grant reserve of US$83,306 (2022: US$94,250) for the financial year ended 31 December 2023.

14 FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operation whose functional currency is different from that of the Group's presentation currency.

15 DEFERRED TAX LIABILITIES

The Group	2023 US$	2022 US$
Deferred tax liabilities	**1,979**	3,313

15 DEFERRED TAX LIABILITIES (CONT'D)

Deferred tax liabilities are attributable to the following temporary differences computed at the income tax rates of the respective countries in which the entities operate:

The Group	Intangible assets US$	Others US$	Total US$
At 1 January 2022	572,528	3,067	575,595
Recognised in profit or loss (Note 22)	(572,282)	–	(572,282)
At 31 December 2022	246	3,067	3,313
Recognised in profit or loss (Note 22)	–	(1,334)	(1,334)
At 31 December 2023	**246**	**1,733**	**1,979**

16 LEASE LIABILITIES

Group as a lessee

The Group has lease contracts for office premise and warehouses in United States of America and Malaysia. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets.

(i) Carrying amount of right-of-use assets classified within property, plant and equipment

The Group	Leasehold buildings US$
At 1 January 2022	53,436
Additions	208,772
Depreciation	(60,556)
Written-off	(9,666)
At 31 December 2022	191,986
Depreciation	(60,324)
At 31 December 2023	131,662

(ii) Lease liabilities

The Group	2023 US$	2022 US$
Non-current	**81,668**	140,579
Current	**56,452**	52,717
	138,120	193,296

The maturity analysis of lease liabilities is disclosed in Note 26.

16 LEASE LIABILITIES (CONT'D)

Group as a lessee (cont'd)

(iii) Amount recognised in profit or loss

The Group	2023 US$	2022 US$
Depreciation of right-of-use assets	**60,324**	60,556
Interest expense on lease liabilities (Note 20)	**7,888**	4,555

(iv) Total cash outflows

The Group had total cash outflows for leases of US$63,064 (2022: US$67,540).

The currency profiles of the Group's lease liabilities as at the end of the reporting period are as follows:

The Group	2023 US$	2022 US$
United States dollar	**100,763**	133,666
Malaysia ringgit	**37,357**	59,630
	138,120	193,296

17 TRADE AND OTHER PAYABLES

	The Group		The Company	
	2023 US$	2022 US$	2023 US$	2022 US$
Trade payables due:				
– third parties	**42,401**	419,707	**–**	–
– A corporate shareholder	**3,061,082**	2,552,942	**–**	–
Other payables	**37,835**	34,921	**23,805**	12,653
Non-trade amounts due to a subsidiary	**–**	–	**11,026**	–
Accrued operating expenses	**167,279**	216,426	**22,290**	43,329
	3,308,597	3,223,996	**57,121**	55,982

Trade payables are unsecured, non-interest bearing and normally settled within credit terms of 75 days (2022: 75 days).

The non-trade amounts due to a subsidiary are unsecured, non-interest bearing and repayable on demand.

17 TRADE AND OTHER PAYABLES (CONT'D)

The currency profiles of the Group's and the Company's trade and other payables as at the end of the respective reporting periods are as follows:

	The Group		The Company	
	2023	2022	2023	2022
	US$	US$	US$	US$
United States dollar	**3,216,049**	3,120,759	**11,026**	–
Singapore dollar	**35,676**	69,572	**46,095**	55,982
Malaysia ringgit	**56,872**	29,856	**–**	–
Hong Kong dollar	**–**	3,809	**–**	–
	3,308,597	3,223,996	**57,121**	55,982

18 REVENUE

The Group	2023 US$	2022 US$
At a point in time		
Sale of goods	**10,290,231**	13,820,102

The Group has disaggregated revenue based on the location of customers from which revenue was generated. The geographical information is disclosed in Note 25.

19 OTHER INCOME

The Group	2023 US$	2022 US$
Foreign exchange gain, net	**15,189**	3,647
Interest income	**5,175**	1,046
Reversal of loss allowance for expected credit losses	**2,887**	–
Others	**402**	3,326
	23,653	8,019

20 FINANCE COSTS

The Group	2023 US$	2022 US$
Interest expenses on:		
– lease liabilities	**7,888**	4,555
– borrowings	**–**	31,854
	7,888	36,409

21 LOSS BEFORE TAX

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

The Group	2023 US$	2022 US$
Cost of sales		
Cost of inventories	**7,740,588**	10,123,651
Inventories write-down	**113,828**	24,633
Selling and distribution expenses		
Employee benefits expense		
– Salaries, bonuses and other staff benefits	**350,073**	502,176
– Contributions to defined contribution plan	**21,749**	32,661
Freight outwards	**127,344**	199,726
Inventories processing fees	**84,587**	60,759
Sales commission	**80,795**	109,420
Storage fees	**36,689**	44,813
Administrative expenses		
Amortisation of intangible assets	**11,524**	–
Auditors' remuneration:		
– auditors of the Company	**82,500**	66,928
– other auditors	**1,194**	3,254
Non-audit fees (non-audit related services):		
– auditors of the Company	**5,000**	3,538
– other auditors	**8,578**	909
Depreciation of property, plant and equipment	**74,782**	85,669
Employee benefits expense		
– Directors' fees	**180,401**	118,070
– Salaries, bonuses and other staff benefits	**776,963**	925,127
– Contributions to defined contribution plan	**107,933**	67,596
Loss allowance for expected credit losses	**–**	586
Impairment loss on intangible assets	**3,754**	505,897
Performance share plan expenses	**83,306**	94,250
Professional fees	**86,188**	48,927
Research and testing	**430**	5,149

Included in the employee benefits expense was the remuneration of the Directors of the Company as disclosed in Note 24 to the financial statements.

22 INCOME TAX EXPENSE/(CREDIT)

The Group	2023 US$	2022 US$
Current tax		
– Current year	**11,496**	3,580
– Under/(Over) provision in respect of prior years	**20,972**	(30,689)
	32,468	(27,109)
Deferred tax		
– Current year	**–**	–
– Overprovision in respect of prior years	**(1,334)**	(572,282)
	(1,334)	(572,282)
	31,134	(599,391)

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on the accounting loss as a result of the following:

The Group	2023 US$	2022 US$
Loss before tax:		
– Continuing operations	**(243,988)**	(156,782)
– Discontinued operations	**(7,034)**	(278,306)
	(251,022)	(435,088)
Tax at statutory rate of 17% (2022: 17%)	**(42,674)**	(73,965)
Effect of different tax rate in other countries	**(2,801)**	44,274
Tax effect on non-taxable income	**(8,677)**	(21,633)
Tax effect on non-deductible expenses	**57,790**	38,279
Tax effect of tax incentives and tax benefits	**–**	(116,639)
Utilisation of deferred tax assets not previously recognised	**(25,018)**	(102,000)
Tax effect of tax losses in which no deferred tax assets were recognised	**32,876**	235,264
Under/(Over) provision in respect of prior years	**19,638**	(602,971)
	31,134	(599,391)

As at 31 December 2023, the Group has unutilised tax losses amounting to approximately US$3,187,000 (2022: US$3,112,000), which are available for offset against future taxable profits, subject to agreement by the tax authorities in Singapore and United States. The tax losses have no expiry date.

Deferred tax assets have not been recognised as there is no certainty that there will be sufficient future taxable profits to realise these future benefits. Accordingly, the deferred tax assets have not been recognised in the financial statements.

23. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on:

The Group	Continuing operations	Discontinued operations	Total
2023			
Loss attributable to the owners of the Company (US$)	**(275,122)**	**(7,034)**	**(282,156)**
Weighted number of ordinary shares in issue	**83,405,023**	**83,405,023**	**83,405,023**
Basic loss per shares (In US$ cents)	**(0.33)**	**(0.01)**	**(0.34)**
2022			
Earnings/(Loss) attributable to the owners of the Company (US$)	442,609	(278,306)	164,303
Weighted number of ordinary shares in issue	82,953,678	82,953,678	82,953,678
Basic earnings/(Loss) per share (In US$ cents)	0.53	(0.33)	0.20

The calculation of diluted (loss)/earnings per share is based on:

The Group	Continuing operations	Discontinued operations	Total
2023			
Loss attributable to the owners of the Company (US$)	**(275,122)**	**(7,034)**	**(282,156)**
Adjusted weighted number of ordinary shares	**83,405,023***	**83,523,840^**	**83,523,840^**
Diluted loss per shares (In US$ cents)	**(0.33)**	**(0.01)**	**(0.34)**
2022			
Earnings/(loss) attributable to the owners of the Company (US$)	442,609	(278,306)	164,303
Adjusted weighted number of ordinary shares	83,034,178^	83,034,178^	83,034,178^
Diluted earnings/(Loss) per share (In US$ cents)	0.53	(0.33)	0.20

^ Adjusted weighted average number of ordinary shares is derived assuming full exercise of the remaining outstanding share awards.

* Potential ordinary shares are antidilutive when their conversion to ordinary shares would decrease loss per share from continuing operations.

24 SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Sales and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following are transactions with related parties at mutually agreed amounts and terms:

The Group	2023 US$	2022 US$
Corporate shareholder		
Purchase of goods	**(5,672,706)**	(8,300,509)

(b) Compensation of key management personnel

Key management personnel compensation

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

The Group	2023 US$	2022 US$
Directors of the Company		
– Directors' fees	**180,401**	118,070
– Salaries, bonuses and other staff benefits	**436,952**	499,388
– Contributions to defined contribution plan	**71,450**	28,334
– Performance share plan expenses	**37,791**	61,300
Other key management personnel		
– Salaries, bonuses and other staff benefits	**351,800**	333,933
– Contributions to defined contribution plan	**16,058**	17,302
– Performance share plan expenses	**23,277**	26,381
	1,117,729	1,084,708

(c) Transactions with key management personnel

The Group	2023 US$	2022 US$
Directors of the Company		
– Lease payments	**26,001**	22,634
	26,001	22,634

25 SEGMENT INFORMATION

Management monitors the operating results of the segment separately for the purposes of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operating profit or loss, which is similar to the accounting profit or loss.

The Group has only one primary business segment, which is that of developing and selling advanced power strips, surge protectors, electrical and energy-saving products.

Geographical information

The following table presents the Group's revenue and non-current assets information for the financial years ended 31 December 2023 and 2022:

The Group	2023 US$	2022 US$
Total revenue		
United States of America	**10,290,231**	13,815,029
Others	**–**	5,073
	10,290,231	13,820,102

The Group	2023 US$	2022 US$
Total non-current assets		
United States of America	**213,462**	211,813
Malaysia	**9,572**	15,957
	223,034	227,770

Major customers

Approximately 85% (2022: 84%) of revenue was derived from 6 (2022: 6) major customers.

26 FINANCIAL RISK MANAGEMENT

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks included credit risk, market risk, interest rate risk, foreign currency risk and liquidity risk.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no significant change in the Group's exposure to these risks or the manner in which it manages and measures risks.

The Group does not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange.

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.1 Credit risk

Credit risk refers to the risk that counterparties may default on their contractual obligations resulting in financial loss to the Group.

The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group has adopted a policy of only dealing with creditworthy counterparties. The Group performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when internal and/or external information indicates that the financial asset is unlikely to be received, which could include default of contractual payments due for more than 90 days or there is significant difficulty of the counterparty.

To minimise credit risk, the Group has developed and maintained the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

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

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

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.1 Credit risk (cont'd)

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

- There is significant difficulty of the debtor;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.

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

Category	**Description**	**Basis for recognising ECL**
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.1 Credit risk (cont'd)

As the Group and the Company do not hold any collateral, the table below details the credit quality of the Group's and the Company's financial assets, as well as maximum exposure to credit risk by credit risk rating categories:

	Internal credit rating	12-month or Lifetime ECL	Gross carrying amount US$	Loss allowance US$	Net carrying amount US$
The Group					
2023					
Trade receivables	(a)	Lifetime	**1,170,632**	**–**	**1,170,632**
Other receivables	Performing	12-month	**179,665**	**–**	**179,665**
Cash and cash equivalents	Performing	12-month	**3,275,087**	**–**	**3,275,087**
2022					
Trade receivables	(a)	Lifetime	1,950,597	(2,887)	1,947,710
Other receivables	Performing	12-month	124,106	–	124,106
Cash and cash equivalents	Performing	12-month	2,736,477	–	2,736,477
The Company					
2023					
Other receivables	(b)	12-month	**2,407,101**	**–**	**2,407,101**
Cash and cash equivalents	Performing	12-month	**615,697**	**–**	**615,697**
2022					
Other receivables	Performing	12-month	6,763,501	–	6,763,501
Cash and cash equivalents	Performing	12-month	597,612	–	597,612

Trade receivables (Note a)

For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.1 Credit risk (cont'd)

Trade receivables (Note a) (cont'd)

The Group	Not past due US$	Days past due 1 – 30 US$	31 – 60 US$	61 – 90 US$	91 and above US$	Total US$
2023						
Trade receivables	**851,307**	**33,727**	**285,598**	**–**	**–**	**1,170,632**
ECL	**–**	**–**	**–**	**–**	**–**	**–**
	851,307	**33,727**	**285,598**	**–**	**–**	**1,170,632**
2022						
Trade receivables	1,085,817	482,434	376,120	3,333	2,893	1,950,597
ECL	–	–	–	–	(2,887)	(2,887)
	1,085,817	482,434	376,120	3,333	6	1,947,710

Information regarding movement of loss allowance of trade receivables is disclosed in Note 8.

Amounts due from subsidiaries (Note b)

The Company assessed the ECL on amounts due from subsidiaries, taking consideration of qualitative and quantitative factors and supportable relevant information (including but not limited to the latest performance and cash flow projection of subsidiaries). Based on the assessment, the Company assessed that there has been no significant increase in the credit risk since the initial recognition. Accordingly, the Company measured impairment loss using 12-month ECL and determined that the ECL is insignificant.

Other receivables

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Group measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

Concentration risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.1 Credit risk (cont'd)

Concentration risk (cont'd)

The Group does not have any significant concentration risk exposure to any single counterparty or any group of counterparties having similar characteristics except for outstanding trade receivables from 4 (2022: 4) customers which represent 86 % (2022: 81%) of total trade receivables balance as at 31 December 2023.

The Company has significant concentration risk exposure in relation to the amounts due from subsidiaries as disclosed in Note 8.

Cash and cash equivalents

The Group and the Company held cash and cash equivalents of US$3,275,087 and US$615,697 as at 31 December 2023 (2022: US$2,736,477 and US$597,612).

The cash and bank balances are held with regulated bank and financial institution counterparties, and are considered to have low credit risk. The cash balances are measured on 12-month expected credit losses and the amount of the allowance on cash and cash equivalents was negligible.

26.2 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

26.3 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk arises primarily from their interest-bearing financial liabilities.

The Group does not expect any significant effect on the Group's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the financial year.

The details of financial liabilities exposed to interest rate risk were as follows:

The Group	2023 US$	2022 US$
Fixed rate instruments		
Lease liabilities	**(138,120)**	(193,296)

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.3 Interest rate risk (cont'd)

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

26.4 Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to movement in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group's foreign exchange risk results mainly from cash flows from transactions denominated in foreign currencies. At present, the Group does not have any formal policy for hedging against currency risk. The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, where necessary, to address short term imbalances.

The Group has transactional currency exposures arising from certain transactions that are denominated in currencies other than the functional currencies of the respective entities in the Group, primarily Singapore dollar ("SGD") and Malaysia Ringgit ("MYR").

The Group's currency exposures to the SGD and MYR at the reporting date were as follows:

	31 December 2023		31 December 2022	
	SGD	MYR	SGD	MYR
The Group	US$	US$	US$	US$
Financial assets				
Trade and other receivables	–	663	2,105	2,090
Cash and cash equivalents	112,622	92,264	59,853	65,157
	112,622	92,927	61,958	67,247
Financial liabilities				
Trade and others payables	(35,676)	(56,872)	(69,572)	(29,856)
Lease liabilities	–	(37,357)	–	(59,630)
	(35,676)	(94,229)	(69,572)	(89,486)
Currency exposure	76,946	(1,302)	(7,614)	(22,239)
The Company				
Financial assets				
Trade and other receivables	9,261	–	–	11,266
Cash and cash equivalents	77,310	2,049	41,582	1,834
	86,571	2,049	41,582	13,100
Financial liabilities				
Trade and other payables	(46,095)	–	(55,982)	–
Currency exposure	40,476	2,049	(14,400)	13,100

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.4 Foreign currency risk (cont'd)

Sensitivity analysis for foreign currency risk

A 10% (2022: 10%) strengthening of United States dollar against the foreign currencies denominated balances as at the reporting date would decrease profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	The Group Profit or loss		**The Company Profit or loss**	
	2023 US$	**2022 US$**	**2023 US$**	**2022 US$**
SGD	**(7,695)**	761	**(4,048)**	1,440
MYR	**130**	2,224	**(205)**	(1,310)

A 10% (2022: 10%) weakening of United States dollar against the above currencies would have had equal but opposite effect on the above currencies to the amount shown above, on the basis that all other variables remain constant.

26.5 Liquidity risk

Liquidity or funding risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. It is managed by matching the payment and receipt cycles. The Group finances its working capital requirements through a combination of funds generated from operations and borrowings, if necessary. The Directors are satisfied that funds are available to finance the operations of the Group.

26 FINANCIAL RISK MANAGEMENT (CONT'D)

26.5 Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities

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

			Contractual undiscounted cash flows		
The Group	**Note**	**Carrying amount US$**	**Less than 1 year US$**	**Between 1 to 5 years US$**	**Total US$**
31 December 2023					
Lease liabilities	16	**138,120**	**(62,042)**	**(82,263)**	**(144,305)**
Trade and other payables	17	**3,308,597**	**(3,308,597)**	**–**	**(3,308,597)**
		3,446,717	**(3,370,639)**	**(82,263)**	**(3,452,902)**
31 December 2022					
Lease liabilities	16	193,296	(60,821)	(146,056)	(206,877)
Trade and other payables	17	3,223,996	(3,223,996)	–	(3,223,996)
		3,417,292	(3,284,817)	(146,056)	(3,430,873)
The Company					
31 December 2023					
Trade and other payables	17	**57,121**	**(57,121)**	**–**	**(57,121)**
		57,121	**(57,121)**	**–**	**(57,121)**
31 December 2022					
Trade and other payables	17	55,982	(55,982)	–	(55,982)
		55,982	(55,982)	–	(55,982)

27 FINANCIAL INSTRUMENTS

Accounting classifications of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

The Group	**Note**	**2023 US$**	**2022 US$**
Financial assets at amortised cost			
Trade and other receivables	8	**1,350,297**	2,071,816
Cash and bank balances	9	**3,275,087**	2,736,477
		4,625,384	4,808,293
Financial liabilities at amortised cost			
Lease liabilities	16	**138,120**	193,296
Trade and other payables	17	**3,308,597**	3,223,996
		3,446,717	3,417,292
The Company			
Financial assets at amortised cost			
Other receivables	8	**2,407,101**	6,763,501
Cash and bank balances	9	**615,697**	597,612
		3,022,798	7,361,113
Financial liabilities at amortised cost			
Other payables	17	**57,121**	55,982
		57,121	55,982

28 FAIR VALUES MEASUREMENT

Definition of fair value

SFRS(I)s define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement of financial instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, balances with related parties, cash and cash equivalents and trade and other payables) approximate their fair values because of the short period to maturity.

As at 31 December 2023, the carrying amounts of non-current financial assets (balances with related parties) approximate their fair value, which is classified as Level 3. The fair value of the non-current financial assets is determined based on the discounted cash flows, which considers the present value of estimated future cash flows using a risk adjusted discount rate.

28 FAIR VALUES MEASUREMENT (CONT'D)

Fair value measurement of financial instruments (cont'd)

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 : unobservable inputs for the asset or liability.

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

There was no transfer from Level 1 and Level 2 to Level 3 during the financial years ended 31 December 2023 and 2022.

29 CAPITAL MANAGEMENT

The Company's and the Group's objectives when managing capital are:

(a) To safeguard the Company's and the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;

(b) To support the Company's and the Group's stability and growth; and

(c) To provide capital for the purpose of strengthening the Company's and the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

There were no changes in the Group's and the Company's approach to capital management during the financial year. The Group and the Company are not subject to externally imposed capital requirements.

30 EVENTS AFTER THE REPORTING PERIOD

On 10 January 2024, the Company granted 823,579 share awards to employees and directors of the Group pursuant to the Tricklestar Performance Share Plan.

Statistics of Shareholdings

AS AT 15 FEBRUARY 2024

Issued and paid-up share capital	:	S$10,129,130
Number of issued shares	:	83,599,761
Class of shares	:	Ordinary shares
Voting rights on a poll	:	1 vote for each ordinary share
Number and percentage of treasury shares	:	Nil
Number and percentage of Subsidiary Holdings	:	Nil

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 15 FEBRUARY 2024

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	0	0.00	0	0.00
100 – 1,000	10	28.57	4,300	0.01
1,001 – 10,000	6	17.14	33,067	0.04
10,001 – 1,000,000	11	31.43	1,574,391	1.88
1,000,001 and above	8	22.86	81,988,003	98.07
	35	100.00	83,599,761	100.00

TOP TWENTY HOLDERS OF SHARES AS AT 15 FEBRUARY 2024

	NAME OF SHAREHOLDER	NO. OF SHARES	%
1.	OCBC Securities Private Ltd	21,805,511	26.08
2.	Bernard Christopher Emby	19,678,054	23.54
3.	Citibank Nominees Singapore Pte Ltd	14,085,062	16.85
4.	United Overseas Bank Nominees (Private) Limited	9,130,482	10.92
5.	Philip Securities Pte Ltd	8,380,365	10.02
6.	UOB Kay Hian Pte Ltd	3,883,100	4.64
7.	Tina Tan Ai Ting	3,271,100	3.91
8.	Ling Hee Keat	1,754,429	2.10
9.	Wong Wei Tung	725,351	0.87
10.	Wong Ee-Ling (Huang Yiling)	176,000	0.21
11.	Fournier Maria	120,000	0.14
12.	Wong Wei Li	120,000	0.14
13.	Wong Yon Ching	120,000	0.14
14.	Jon Alan Lanning	110,482	0.13
15.	HSBC (Singapore) Nominees Pte Ltd	70,700	0.08
16.	Wong Wei Kim	66,100	0.08
17.	Daniel Lynn Richardson	36,285	0.04
18.	Thaddeus Wayne Carlson	15,273	0.02
19.	Raffles Nominees (Pte) Limited	14,200	0.02
20.	Ng Hwee San (Huang Huishan)	9,000	0.01
	Total:	83,571,394	99.94

Note: The percentages are computed based on 83,599,761 ordinary shares as at 15 February 2024

SUBSTANTIAL SHAREHOLDERS AS AT 15 FEBRUARY 2024
(as shown in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest	
Name of substantial shareholders	**No. of Shares**	**%**	**No. of shares**	**%**
Bernard Christopher Emby	28,342,977	33.90	–	–
Harald Weinbrecht	9,130,482	10.92	–	–
Gunananthan Nithyanantham	8,101,719	9.69	–	–
Powertech Industrial Co. Ltd.	7,845,000	9.38	–	–
Law Cheok Chin	5,428,211	6.49	–	–

SHARES HELD BY PUBLIC

Based on the information available to the Company as at 15 February 2024, approximately 22.04% of the issued shares of the Company is held by the public. Therefore, Rule 723 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited is complied with.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of TrickleStar Limited ("**Company**") will be convened and held at Four Points by Sheraton Singapore, Riverview Elgin Room, 382 Havelock Road, Singapore 169629 on Wednesday, 27 March 2024 at 10.30 a.m. (Singapore time) to transact the following business:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditor's Report thereon.

(Resolution 1)

2. To approve the payment of Directors' fees of S$252,000 for the financial year ending 31 December 2024.

(Resolution 2)

3. To re-elect Mr. Ling Hee Keat who is retiring pursuant to Regulation 89 of the Constitution.
(See Explanatory Note 1)

(Resolution 3)

4. To re-elect Mr. Jeremy John Figgins who is retiring pursuant to Regulation 89 of the Constitution.
(See Explanatory Note 2)

(Resolution 4)

5. To re-appoint Messrs Foo Kon Tan LLP as the Company's auditors for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.

(Resolution 5)

6. To transact any other ordinary business which may be properly transacted at the AGM.

Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

7. Authority to allot and issue shares.

THAT, pursuant to Section 161 of the Companies Act 1967 ("**Act**") and Rule 806(2) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") and the Constitution, the Directors be and hereby authorised to:

A. (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or;

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

B. (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

provided that:

(i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (i) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities;

(b) new Shares arising from exercising of share options or vesting of share awards provided the options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

(iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and

(iv) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
(See Explanatory Note 3)

(Resolution 6)

8. Authority to grant awards and to allot and issue Shares pursuant to the TrickleStar Performance Share Plan.

   THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

   (i) offer and grant awards ("**Awards**") from time to time in accordance with the provisions of the TrickleStar Performance Share Plan ("**PSP**"); and

   (ii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

   provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (a) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (b) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
   (See Explanatory Note 4)

   (Resolution 7)

9. Authority to repurchase shares under a Share Buy-back Mandate.

   THAT:–

   (i) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire the Shares not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

      (a) on market purchase(s) on the SGX-ST ("**Market Purchase**") through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company or the purpose of share buyback; and/or

      (b) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by Act and Catalist Rules,

      and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-back Mandate**");

   (ii) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Act;

(iii) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this ordinary Resolution and expiring on the earliest of:

(a) the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is earlier;

(b) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or

(c) the date on which the share buy-back is carried out to the full extent mandated,

whichever is earliest;

(iv) in this ordinary resolution:

"**Maximum Percentage**" means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date); and

"**Maximum Price**" in relation to a Share to be purchased, means the purchase price as determined by the Directors and not exceeding:

(a) in the case of a Market Purchase, 105.0% of the average closing market price. For this purpose, the average closing market price is:

(1) the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST (on which transactions in the Shares were recorded) immediately before the day on which the Market Purchases were made by the Company; and

(2) deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Market Purchases were made by the Company; and

(b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme,

(the "**Maximum Price**") in either case, excluding related expenses of the Share Purchase.

(v) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution.

(See Explanatory Note 5)

(Resolution 8)

By Order of the Board

Goh Siew Geok
Company Secretary

Singapore
8 March 2024

EXPLANATORY NOTES

1. Mr. Ling Hee Keat will, upon re-election as a Director, remain as Non-Executive Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers him to be independent for the purposed of Rule 704(7) of the Catalist Rules. Further information on Mr. Ling can be found in the Company's FY2023 annual report.

2. Mr. Jeremy John Figgins will, upon re-election as a Director, remain as Non-Executive Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Mr. Figgins can be found in the Company's FY2023 annual report.

3. The resolution no. 6 in item 7 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by this resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro-rata basis to all Shareholders shall not exceed 50% of the total number of issued Shares of 83,599,761 Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.

4. The resolution no. 7 in item 8 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (a) the number of Shares issued and issuable and/or transferred or transferable in respect of all awards granted thereunder; and (b) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

5. Ordinary resolution no. 8 in item 9 above, if passed, will renew the mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares, on the terms and subject to the conditions set out in the resolution. The Company may use internal or external sources of funds to finance the purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

   The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Buy-back Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 December 2023, based on certain assumptions, are set out in the Letter to Shareholders dated 8 March 2024 ("**Letter**").

   Please refer to the Letter for more details.

Notes:

1. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Act.

2. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than two (2) proxies are appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

3. A proxy needs not be a member of the Company.

4. An investor who holds shares in the Company through Supplementary Retirement Scheme ("**SRS**") ("**SRS investors**") may:

   (a) attend, speak and vote at the AGM in person if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have queries regarding their appointment as proxies; or

   (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,

   in which case, they should approach their SRS Operators to submit their voting instruction by 5.00 p.m. on 15 March 2024.

5. Investors who hold shares through Relevant Intermediaries (other than SRS investors) (the "**Investors**") who wish to attend, speak and vote at the AGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.

6. The instrument appointing the proxy or proxies (the "**proxy form**") must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which, the proxy form may be treated invalid.

7. The proxy form must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited at the office of the Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or

   (b) if submitted electronically, be submitted via email to the Company's polling agent at tricklestar-agm@ryt-poll.com

   in either case, no later than 10.30 a.m. on 24 March 2024 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).

   Completion and return of the proxy form by a member will not prevent him from attending, speaking and voting at the AGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.

8. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her/its name appears on the Depository Register maintained by The Central Depository (Pte) Limited not less than seventy-two (72) hours before the time appointed for holding the AGM.

9. The proxy form is not valid for use by Investors (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instruction.

10. Members and SRS investors may submit questions related to the resolutions to be tabled for approval at the AGM or in advance of the AGM (within seven (7) calendar days from the Notice of AGM), i.e. by 5.00 p.m. on 15 March 2024 in the following manner:

    (a) by email to the Company at tricklestar-agm@ryt-poll.com; or

    (b) by post to the Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

    When submitting your questions via email or by post, the member would also need to provide the following details:

    (i) full name (as per CDP or SRS);

    (ii) address;

    (iii) number of shares held; and

    (iv) the manner in which the shareholder holds shares (e.g., via CDP or SRS).

    To ensure that questions received by the Company by the stipulated deadline, members and SRS investors are strongly encouraged to submit questions via email. The Company will endeavour to address all substantial and relevant questions received from members in advance of the AGM via publication on the Company's website and on the SGX website, on or before 22 March 2024. This is to allow members to have sufficient time and opportunity to consider the Company's response before the deadline for the submission of proxy forms.

    Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and address at the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

    Investors holding shares through Relevant Intermediaries (other than SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

11. In line with the Company's sustainability strategy, the Company will not be despatching printed copies of the Annual Report and Letter, which have been or will be published on the Company's website and SGX website. Printed copies of this Notice of AGM, the proxy form and the form to request for a physical copy of the Annual Report and Letter will be despatched to the member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register.

12. The Annual Report, the Notice of AGM, the Letter, the Proxy Form and the form to request for a physical copy of the Annual Report and Letter ("**Request Form**") have been published on the Company's website at the URL https://www.tricklestar.com/investors.html and SGX website at the URL https://www.sgx.com/securities/company-announcements?value=TRICKLESTAR%20LIMITED&type=company. Members may request for printed copies of the Annual Report and the Letter by completing and submitting the Request Form sent to them by post, or otherwise made available on the Company's website and the SGX website.

13. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGX website, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

TRICKLESTAR LIMITED

(Company Registration No.: 201837106C)
(Incorporated in the Republic of Singapore)

Important:

1. Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967) (the "**Act**") may appoint more than two (2) proxies to attend, speak and vote at the annual general meeting (the "**AGM**").
2. This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries ("**investors**") (including investors holding through Supplementary Retirement Scheme ("**SRS investors**")) and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. SRS investors should contact their SRS Operators if they have any queries regarding their appointment as proxies.

Personal data privacy:

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 March 2024.

ANNUAL GENERAL MEETING

PROXY FORM

I/We, ______________________________(Name) ____________________(NRIC No./Passport No./Company Registration No.)

of ____(Address)

being a member/members of TrickleStar Limited (the "**Company**"), hereby appoint:–

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or if no proxy is named, the Chairman of the AGM as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM to be held at Four Points by Sheraton Singapore, Riverview Elgin Room, 382 Havelock Road, Singapore 169629 on Wednesday, 27 March 2024 at 10.30 a.m. (Singapore Time) and at any adjournment thereof.

* I/We direct *my/our *proxy/proxies to vote for or against, or abstain from voting on the ordinary resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies may vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM.

No.	Ordinary Resolutions relating to	No. of Shares For**	No. of Shares Against**	No. of Shares Abstain**
	ORDINARY BUSINESS			
1.	Adoption of the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditor's Report hereon			
2.	Approval of the payment of Directors' fees of S$252,000 for the financial year ending 31 December 2024			
3.	Re-election of Mr. Ling Hee Keat as a Director of the Company			
4.	Re-election of Mr. Jeremy John Figgins as a Director of the Company			
5.	Re-appointment of Messrs Foo Kon Tan LLP as the Company's auditors			
	SPECIAL BUSINESS			
6.	Authority to allot and issue shares			
7.	Authority to grant awards and to allot and issue shares pursuant to the TrickleStar Performance Share Plan			
8.	Renewal of Share Buy-back Mandate			

Notes:
* *Delete accordingly*
** *Voting will be conducted by poll. If you wish for your proxy to cast all your votes "**For**" or "**Against**" the relevant resolution, please cross "X" in the relevant box provided. Alternatively, please indicate the number of votes "**For**" or "**Against**" each resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with "X" in the Abstain box in respect of that resolution. Alternatively, please indicate the numbers of shares that your proxy is directed to **abstain** from voting in the Abstain box in respect of that resolution.*

Dated this ______day of ________________ 2024

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

____
Signature of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:

1. Please insert the total number of shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's form of proxy ("**proxy form**") appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than two (2) proxies are appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. Where such member appoints more than two (2) proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed.
5. The proxy needs not be a member of the Company.
6. The proxy form must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited at the office of the Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07, International Plaza, Singapore 079903; or

   (b) if submitted electronically, be submitted via email to the Company's Polling Agent at tricklestar-agm@ryt-poll.com

   in either case, no later than 10.30 a.m. on 24 March 2024 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).

   Completion and return of the proxy form by a member will not prevent him from attending, speaking and voting at the AGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.
7. The proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which, the proxy form may be treated invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Act.
9. For SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS investors (a) should contact their SRS Operators if they have queries regarding their appointment as proxies; or (b) may appoint Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their SRS Operators to submit their voting instruction by 5.00 p.m. on 15 March 2024.

GENERAL:

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of a member whose Shares are entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Corporate Information

DIRECTORS
Ling Hee Keat
(Non-Executive Independent Chairman)

Gunananthan Nithyanantham
(Executive Director and Chief Operating Officer)

Chuah Jern Ern
(Non-Executive Independent Director)

Jeremy John Figgins
(Non-Executive Independent Director)

AUDIT COMMITTEE
Jeremy John Figgins (Chairman)
Ling Hee Keat
Chuah Jern Ern

REMUNERATION COMMITTEE
Ling Hee Keat (Chairman)
Chuah Jern Ern
Jeremy John Figgins

NOMINATING COMMITTEE
Chuah Jern Ern (Chairman)
Jeremy John Figgins
Ling Hee Keat

SPONSOR
PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay #10-00
Collyer Quay Centre
Singapore 049318

AUDITORS
Foo Kon Tan LLP
1 Raffles P1, #04-61,
One Raffles Place Tower 2
Singapore 048616

Partner-in-charge: Darren Chin
(since year ended 31 December 2023)

COMPANY REGISTRATION
No. 201837106C

COMPANY SECRETARY
Goh Siew Geok, ACIS

REGISTERED OFFICE
9 Raffles Place, #26-01 Republic Plaza,
Singapore 048619
Tel: (65) 6236 3423
Fax: (65) 6236 4399

WEBSITE:
www.tricklestar.com

SHARE REGISTRAR
Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
9 Raffles Place, #26-01 Republic Plaza
Singapore 048619

BANKERS
Oversea-Chinese Banking Corporation Limited
63 Chulia Street
#10-00
Singapore 049514

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