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Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)

- (1) Annual Report 2024; and
(2) Circular to Shareholders in relation to the proposed Renewal of Share Buyback Mandate.

Additional Details

Period Ended

31/12/2024

Attachments

[SBS Transit - Annual Report 2024.pdf](#)

[SBS Transit - Share Buyback Mandate Circular dated 25 March 2025.pdf](#)

Total size = 9380K MB

Safe, reliable, and sustainable journeys



ANNUAL REPORT 2024

ABOUT SBS TRANSIT LTD

DT 14

Bugis
武吉士

Downtown Line

当讯号灯闪烁时, 请不要上车

தயவுசெய்து

OUR PURPOSE

Moving People in
a Safe, Reliable and
Sustainable Way

OUR CORE VALUES



Caring



Adaptable



Reliable



Eco-Friendly



Safe

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JOINT STATEMENT BY CHAIRMAN & GROUP CEO

Introduction

2024 was a transformative year for SBS Transit, marked by growth and significant progress.

Bus Operations

We continued to operate eight bus packages out of the 14 under the Government Bus Contracting Model. Under this model, transport companies are contracted and paid to operate public bus services through a competitive tendering process. The Government retains fare revenues and owns all infrastructure and operating assets such as buses and depots.

Of the eight bus packages that we operate, two are tendered contracts while six are negotiated ones. We successfully retained the Seletar Bus Package for a second consecutive term, prevailing over four other bus operators in a competitive tender. This Package, with 29 bus routes, commenced in March 2025. The other tendered contract – the Bukit Merah Bus Package – was awarded to us for a second consecutive term in 2023. For the six negotiated

contracts, we continue as the incumbent operator. In total, we operated 196 bus routes, from 30 bus interchanges and terminals, with a market share of 54.3% in 2024.

Meanwhile, the Land Transport Authority (LTA) has called for a tender of the Tampines Bus Package, which is one of our Bus Packages under negotiated contracts. As Singapore's biggest public bus operator with a proven track record of more than 50 years, we leverage economies of scale to drive innovation and elevate industry standards, and are committed to submitting a strong, competitive bid for the Package.

A new bus depot in Sengkang West was officially handed over to us by the LTA in October 2024. A multi-storey depot, it is outfitted to support the large-scale deployment of electric buses. This is aligned with the Singapore Green Plan where the entire public bus fleet is expected to run on cleaner energy by 2040. Uniquely, it is the first bus depot to feature staff accommodations to enable Bus Captains to get to work with ease and convenience.



LEFT

BOB TAN BENG HAI

CHAIRMAN

RIGHT

JEFFREY SIM VEE MING

GROUP CHIEF EXECUTIVE OFFICER

Recognising the ongoing challenges in manpower recruitment, we continued to intensify efforts to attract and retain Bus Captains. To make the profession more appealing, particularly to Singaporeans and Permanent Residents, we further enhanced the salary package, ensuring that it remains the most competitive in the industry. Additionally, sign-on bonuses doubled from the previous year to \$20,000. A referral scheme for members of the public was also introduced. In 2024, we succeeded in recruiting 565 new Bus Captains, about a quarter lower than the year before, due to an immensely challenging and tight labour market.

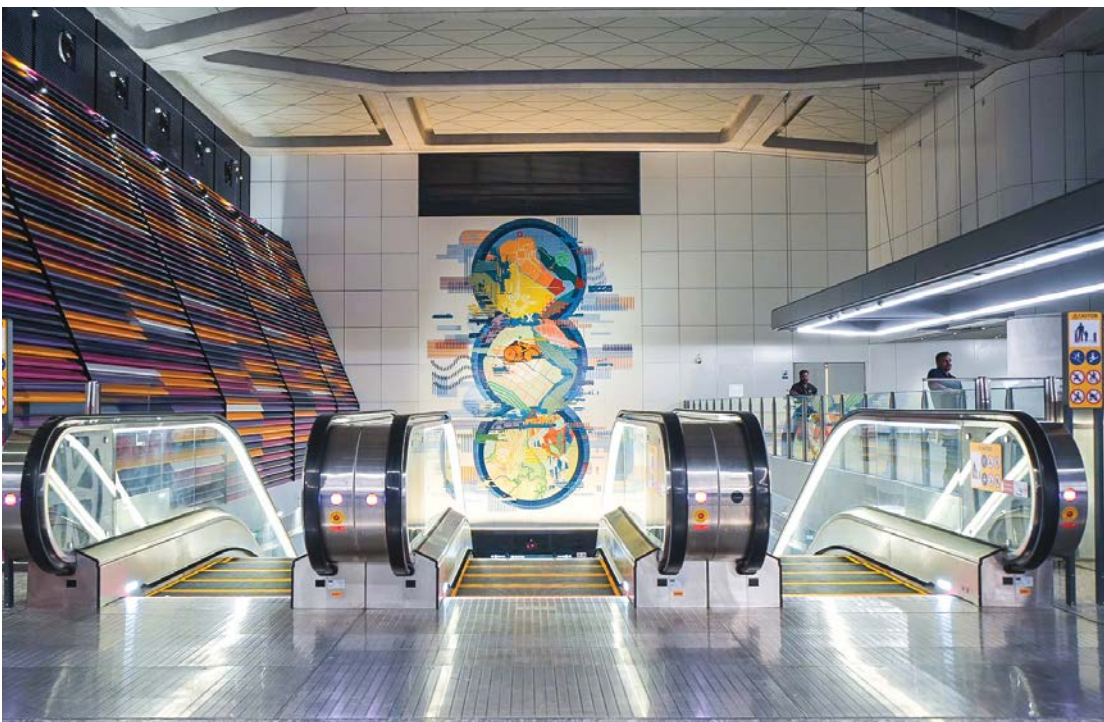
Rail Operations

Our rail ridership increased by 3.9% to 444.8 million passengers in 2024 compared to the previous year.

Our rail network increased by 1.6 km or about 1.9% to 84.6km with the opening of the Punggol Coast Station on the North East Line (NEL) extension. This gave us a market share of 31.3% of the railway's total track length.

Two other stations also commenced passenger service – Teck Lee Station on the Punggol West LRT loop in August, and Hume Station on the Downtown Line (DTL) in February 2025 – which marked the full opening of all stations across our rail network. We now operate 81 stations.

The authorities have announced a 4 km extension of the DTL, adding two new stations beyond Bukit Panjang. Scheduled for completion by 2035, this includes an interchange station with the North-South Line, enhancing rail connectivity in the northern region. Additionally, another extension is already under construction, comprising two new stations – Xilin and Sungei Bedok – beyond Expo Station. These stations, set to connect with the Thomson-East Coast Line, are expected to open in the second half of 2026.



JOINT STATEMENT BY CHAIRMAN & GROUP CEO

The DTL continued to set the benchmark for rail reliability by clocking 8.13 million train-km in Mean Kilometre Between Failure.

A major highlight during the year in review was the award of the contract for the Jurong Region Line (JRL) to Singapore One Rail, a joint partnership between SBS Transit and France's RATP Dev. A nine-year contract with an option to extend for another two years, it affirms LTA's vote of confidence in our capabilities, competence, and the value we bring. Our parent company, ComfortDelGro, is already working with RATP Dev to operate an MRT line in the Greater Paris region that will commence operation later in 2025. We certainly look forward to bringing the more than 140 years of combined railway experience to operate and manage the JRL come 2027. Our aim is to elevate the standard of the industry and serve commuters better.

With this win and the DTL extensions, our rail network will increase by 30.2 km to 114.8 km or 37.4% of Singapore's total rail network. Meanwhile, we eagerly await updates on the tender for the Cross Island Line.

The DTL continued to set the benchmark for rail reliability by clocking 8.13 million train-km in Mean Kilometre Between Failure (MKBF), a universally recognised measure of rail reliability. We are especially heartened as this is the fourth year running that it has maintained an exceptionally robust performance to be one of the world's most reliable MRT lines. Just as encouraging was the NEL's impressive performance of 4.10 million train-km, which almost doubled its record of 2.06 million train-km of the previous year. This is its highest ever MKBF to-date, surpassing the national MRT network average. Concurrently, the Sengkang-Punggol LRT (SPLRT) clocked 549,000 train-km, surpassing the nationwide LRT network's average.

Prioritising Safety and Security

In 2024, we recorded a double-digit improvement in our Workplace Injury Rate (WIR), which reflected our intensified commitment to prioritising safety. The bus business achieved a remarkable 43.6% reduction in the WIR, while the rail business saw a 34.4% decrease. We are extremely proud of our people for their remarkable efforts that underscored an unwavering dedication to safety.

As the industry leader, we hosted the inaugural Bus and Rail Safety Symposium to foster knowledge sharing, best practices, and collaboration among land transport operators, industry experts, and stakeholders to enhance workplace safety.

We continued to employ technologies to create a safe work environment. This included a pilot of the Agil DriveSafe+, which is a 360-degree advanced collision warning system that employs artificial intelligence (AI) and video analytics. Tested on buses for the first time, it detects vehicles and vulnerable road users in the blind spots and serves as additional pairs of eyes for Bus Captains.

Another system that was rolled out was a track intrusion detection system known as VAnGuard. This helps to keep commuters safe through active surveillance and timely intervention across all our 29 LRT stations.

In security, an all-terrain, all-weather robot, powered by AI, was piloted at the Seletar Bus Depot. Known as MARS (Mobile Autonomous Robotic Surveillance), the robot can navigate stairs, sprint, and detect tampering of the depot's perimeter fence more accurately than its human counterparts. This allows officers to focus on higher-level tasks. The pilot results have been promising, paving the way for MARS to be deployed at additional depots.

Building a More Sustainable Future

In 2024, almost nine in 10 buses in our fleet of 3,329 buses met the Euro 5 or higher emission standards, which minimised environmental pollution. This included 110 cleaner energy buses, up from the 57 in 2023. To anticipate a smooth transition to the electric vehicles, we continued with our strategy to engage strategic partners to level up our expertise and knowledge. Memoranda of Understanding (MoUs) have also been signed to equip us in various aspects of battery management such as recycling and optimising their capabilities.



As an inclusive employer, we took a bold step forward by providing internship and employment opportunities for students with disabilities enrolled in engineering courses.

In resource conservation, we implemented a slew of initiatives to reduce water consumption. One was in bus washing, which earned us recognition from the PUB in its Water Efficiency Award (Projects). At our NEL stations, we recycle water from the air-conditioning system and cut back on the use of water by some 15%.

To achieve energy savings, we implemented smart utility meters at several of our premises to provide real-time consumption data, facilitating efficient monitoring and management. Concurrently, our renewable energy output increased with the installation of additional photovoltaic systems at new locations.

In our bus operations, we installed a telematics system on our buses which helps our Bus Captains to develop more fuel-efficient driving habits. Additionally, in our rail operations, to reduce energy consumption, we are working to effectively transfer regenerative braking energy captured from arriving trains to power accelerating trains leaving our stations.

To reduce waste generation and engender a culture of reuse, we introduced Repair Kopitiam at the Tampines Bus Interchange and MRT Station. Funded by us, volunteer coaches guide

members of the public in repairing or upcycling household items and clothes.

As an inclusive employer, we took a bold step forward by providing internship and employment opportunities for students with disabilities enrolled in engineering courses. The first among employers, we joined hands with SG Enable, ITE and SIM People Development Fund to redesign jobs in our workshops to open up opportunities under the Enabling Pathway Programme. Our engineering teams have been extremely supportive of the three ITE students who came onboard the programme, and we welcome more students as well as employers to join the programme.

Meanwhile, we have 36 employees with disabilities working in frontline and support roles. Our target is to hire 100 of them over the next three years.

With the shortage of private school bus drivers, we piloted a school-friendly public bus service to promote a safe and supportive public transport option for young students from a primary school. The trial service was a success and is continuing for a second year in 2025. Plans are afoot to expand the service to more schools.

JOINT STATEMENT BY CHAIRMAN & GROUP CEO

We also prioritised employee welfare by emphasising the importance of mental health while also addressing their physical well-being. In support of mental health, the ThoughtFull app was made available to employees 24/7 at no cost, providing tools, resources, and access to private therapy sessions with qualified professionals.

More details are available in our Sustainability Report.

Partnerships

Our partnership with Enterprise Singapore to set up the Mobility Innovation Centre known as MINNOVA, got off to a strong and promising start. Designed for local start-ups and enterprises to develop and test their ideas in solving real-world public transport challenges, it also offers possibilities and opportunities to market their new innovations globally. Some of the ground-breaking projects included an AI Virtual Assistant (AIVA) to address commuters' travel enquiries and a Sign Language Virtual Assistant (SiLVIA), powered by generative AI technology, to assist hard-of-hearing commuters with travel enquiries. Both solutions are on trial at our public transport hubs to get feedback on user experience.

We participated in the Singapore International Transport Congress & Exhibition (SITCE) in partnership with LTA and UITP. Besides a mega showcase of the solutions and technologies that we employ in our bus and rail operations – to enhance reliability and safety, enhance customer experience, boost productivity and efficiency – some of our technical experts also shared experiences and best practices at the various

forums and technical sessions. MoUs were also inked with several leading organisations such as USA's IBM, France's Alstom and Singapore's TNT Surveillance to formalise collaborations in asset management, safety, sustainability, and other key areas.

Separately, we also signed an MoU with Siemens Mobility that will lead to the establishment of South East Asia's first and only centre that will undertake the maintenance, repair, and overhaul of point machines. The localisation of these capabilities within SBS Transit will further solidify and elevate the industry's local maintenance competencies in providing world-class solutions for Singapore's rail network.

Recognition and Awards

In 2024, we won a string of awards:

- Singapore Corporate Governance Award (mid-cap), Singapore Corporate Sustainability Award (mid-cap), Shareholder Communications Excellence Award (mid-cap) and Most Transparent Company Award (Industrials) at the Investors' Choice Awards 2024 organised by the Securities Investors Association (Singapore);
- Best Investor Relations Silver Award (mid-cap) at the Singapore Corporate Awards;
- TOPSIS Outstanding Award 2024 at the National Safety and Security Watch Group Awards;
- Sengkang-Punggol LRT (Excellence Award), North East Line (Merit Award) and Serangoon-Eunos Bus Package (Merit Award) under the Operational and Workplace Safety category at the LTA-organised Public Transport Safety and Security Awards 2024;



In support of mental health, the ThoughtFull app was made available to employees 24/7 at no cost, providing tools, resources, and access to private therapy sessions with qualified professionals.

- Workplace Safety and Health (WSH) Performance Award, bizSAFE Partner Award, WSH Innovation Award, and WSH Awards for Supervisors at the Workplace, Safety and Health Awards 2024; and
- Charity Platinum Award at the Community Chest Awards 2024.

Some of our employees were individually lauded. They included:

- Our Group CEO, Mr Jeffrey Sim – Impact Leader Excellence Award at the Sustainability Impact Awards 2024 presented by the Business Times and UOB;
- Our Chief Financial Officer, Ms Chew Kum Ee – Best Chief Financial Officer (mid-cap) at the Singapore Corporate Awards;
- Two Bus Captains – Safe Driver Excellence Award and Safe Driver Merit Award at the Singapore Road Safety Awards 2024 organised by the Singapore Road Safety Council;
- Four bus technicians in two teams – Champion and Second Runner-up at the LTA-organised Singapore BusTech Grand Challenge 2024;
- 23 staff members – Special Commendation Awards and Star Awards at the Public Transport Safety and Security Awards 2024;
- 229 staff members – National Kindness Awards – Transport Gold 2024 organised by the Singapore Kindness Movement; and
- 1,789 staff members – Excellent Service Award.

Directors

We now have 11 Directors on the Board, with a female director ratio of 27%.

Appreciation

Our people are at the heart of our business, and as Chairman, I would like to express my deep appreciation to Management and staff for their dedication, hard work, and resilience. Every day, rain or shine, they report for work without fail to deliver safe, reliable, and pleasant public transport services to our passengers.

To our fellow Directors, thank you for your invaluable contribution, continued guidance, and unwavering support.

We also extend our appreciation to the National Transport Workers' Union for your continued partnership in fostering a strong and harmonious tripartite partnership to serve our public transport workers well.

A special word of thanks to the Ministry of Transport, LTA, Public Transport Council and other agencies for your understanding, support, and assistance.

To our passengers, your trust and support inspire us to keep improving. We remain committed to serving you better and in making your every journey safe, reliable and sustainable.

Last but not least, to our loyal Shareholders, thank you for your support.



BOB TAN BENG HAI
CHAIRMAN



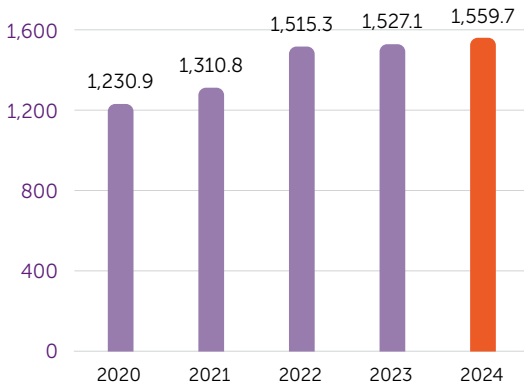
JEFFREY SIM VEE MING
GROUP CHIEF EXECUTIVE OFFICER

March 2025

GROUP FINANCIAL HIGHLIGHTS

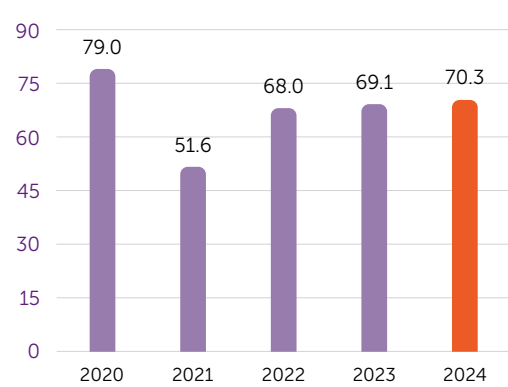
REVENUE

(\$'mil)



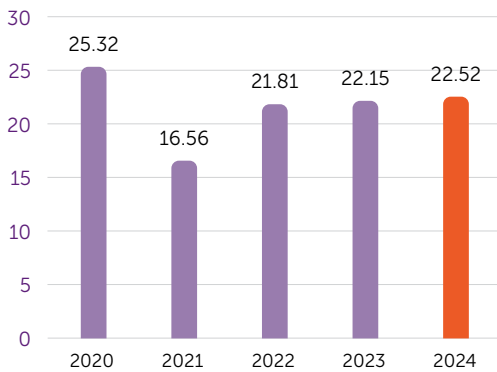
PROFIT ATTRIBUTABLE TO SHAREHOLDERS

(\$'mil)



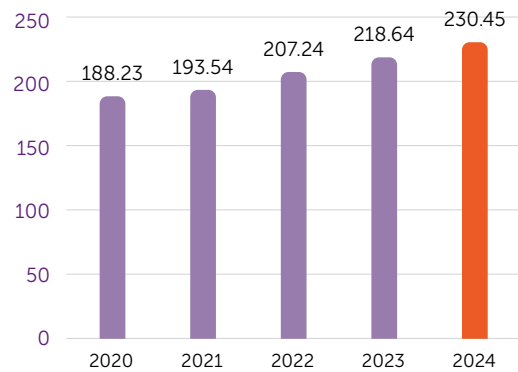
EARNINGS PER ORDINARY SHARE

(cents)



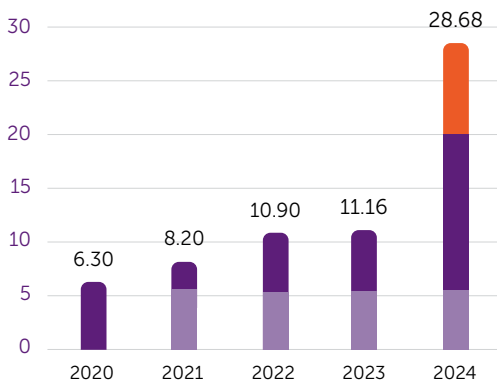
NET ASSET VALUE PER ORDINARY SHARE

(cents)



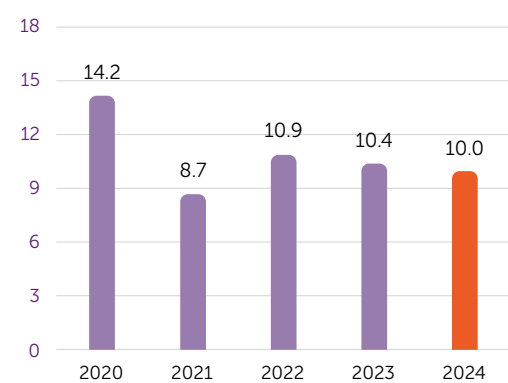
TOTAL DIVIDEND PER ORDINARY SHARE

(cents)



RETURN ON SHAREHOLDERS' EQUITY

(%)



■ INTERIM ■ FINAL ■ SPECIAL

FINANCIAL SUMMARY

	2020	2021	2022	2023	2024
Revenue (\$'mil)	1,230.9	1,310.8	1,515.3	1,527.1	1,559.7
Operating Costs (\$'mil)	1,151.0	1,257.3	1,435.4	1,450.5	1,486.6
Operating Profit (\$'mil)	80.0	53.6	79.9	76.7	73.2
Profit Attributable to Shareholders (\$'mil)	79.0	51.6	68.0	69.1	70.3
EBITDA (\$'mil)	189.0	158.9	173.9	169.3	160.3
Issued Capital (\$'mil)	100.5	100.5	100.5	100.8	101.4
Capital and Reserves* (\$'mil)	587.0	603.6	646.3	682.1	719.5
Capital Disbursement (\$'mil)	18.3	33.1	10.7	15.7	20.4
Return on Shareholders' Equity* (%)	14.2	8.7	10.9	10.4	10.0
Earnings Per Ordinary Share (cents)	25.32	16.56	21.81	22.15	22.52
Net Asset Value Per Ordinary Share* (cents)	188.23	193.54	207.24	218.64	230.45
Interim Dividend Per Ordinary Share (cents)	–	5.75	5.45	5.58	5.58
Final Dividend Per Ordinary Share (cents)	6.30	2.45	5.45	5.58	14.69
Special Dividend Per Ordinary Share (cents)	–	–	–	–	8.41
Total Dividend Per Ordinary Share (cents)	6.30	8.20	10.90	11.16	28.68
Dividend Cover (Number of Times)	4.0	2.0	2.0	2.0	0.8

* FY2021 & FY2022 figures have been restated due to a change in accounting policy, the preceding years were not restated

CONNECTING PEOPLE, DRIVING SUSTAINABILITY

As a trusted and leading public transport service provider, we are committed to delivering transportation that is safe, reliable, accessible, and sustainable for the commuting community in Singapore. Our sustainability framework steers our overall strategy and underscores our commitment to integrating environmental, social, and governance principles into every facet of our operation.

Sustainability Framework



Environmental

Driving Singapore's environmental ambition through environmental stewardship



Social

Reinforcing our social responsibilities to our customers, employees, and communities



Governance

Ensuring ethical business and strong governance practices

SUSTAINABILITY IN MOTION

Sustainability and Service Quality Committee

The Sustainability and Service Quality Committee (SSQC) deliberates on environmental, social and governance (ESG) matters and provides guidance, placing paramount importance on the impactful stewardship of sustainability, integrating it as a fundamental element of our core mission. We firmly recognise the ethical and strategic imperative of embedding robust sustainable practices throughout our operations. To that end, the SSQC actively engages in strategic decision-making regarding ESG matters, ensuring a holistic approach to responsible business conduct. This involves developing strategic initiatives and frameworks, assessing risks and opportunities, and rigorously evaluating our progress against established targets, thereby driving continuous improvement in our sustainability performance.

Sustainability Targets

As Singapore progresses towards SG60, there is an emphasis on climate commitments made as highlighted through Singapore's second Nationally Determined Contribution (NDC). Singapore commits to a reduction of emissions to between 45 and 50 million tonnes of carbon dioxide equivalent (MtCO₂e) in 2035 en route to net zero in 2050, showcasing efforts to transition towards a low-carbon economy and promoting sustainable practices. As part of the continued focus on emissions reduction, we acknowledge our role in Singapore's land transport target to cut peak land transport emissions by 80% from 2016 levels by 2050, and are committed to achieving net zero emissions by 2050.

Our Fleet Transition

SBS Transit is fully committed to the national plans of decarbonising our public transport industry. Besides reducing our operational carbon footprint through enhanced efficiencies, optimised processes and resource usage while

leveraging on technology, the shift to a cleaner energy fleet is fundamental to our climate transition plans. We continue to support LTA to transition public bus operations to more efficient and cleaner energy vehicles, with the aim of having all public buses running on cleaner energy by 2040.

Recognising our leading role in this critical transition, SBS Transit has been proactively building the necessary capabilities since 2017. This includes comprehensive training for our technicians on high-voltage electrical systems, adapting our operational infrastructure and processes, and developing deep technical expertise through strategic partnerships. As a testament to our commitment and readiness, SBS Transit will operate Singapore's largest electric bus fleet, of over 200 buses in 2025. We are well positioned to drive this essential transformation, ensuring a sustainable future for Singapore's public transport.

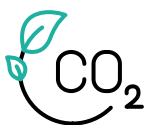
Our 2024 Sustainability Performance

Building on our 2023 achievements, SBS Transit's 2024 sustainability performance demonstrates continued progress towards our environmental targets.

- Increased cleaner energy bus fleet from 57 to 110 year-on-year
- Reduced energy intensity by 15.8% against 2019 baseline
- Reduced water intensity by 23.2% against 2019 baseline
- Reduced general waste intensity by 19.7% year-on-year
- Expanded renewable energy output capacity by 21% to 5.18 MWp year-on-year

Through continuous monitoring and optimised strategies, we remain committed to exceeding our sustainability goals and ensuring a responsible future for Singapore's public transport. For more details, please refer to the 2024 Sustainability Report (<https://www.sbstransit.com.sg/sustainability>).

Besides reducing our operational carbon footprint through enhanced efficiencies, optimised processes and resource usage while leveraging on technology, the shift to a cleaner energy fleet is fundamental to our climate transition plans.



Committed
to achieving
net-zero emissions
by 2050

BOARD OF DIRECTORS

AS AT 3 MARCH 2025

**BOB TAN BENG HAI**

CHAIRMAN

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

29 APRIL 2021

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

25 APRIL 2024

MR BOB TAN BENG HAI is the Chairman and an Independent Non-Executive Director of the Company. He is the Chairman of the Tenders and Investments Committee and the Nominating and Remuneration Committee, as well as a member of the Sustainability and Service Quality Committee.

He is also the Chairman of SBS Transit Rail Pte. Ltd., Jurong Engineering Ltd, and Sentosa Development Corporation. He is a Securities Industry Council Member and Corporate Governance Advisory Committee Chairman of the Monetary Authority of Singapore, Council Member of the National Trades Union Congress (NTUC) Club Management Council, and Director of Singapore Post Limited.

Mr Tan was awarded the Friend of Labour Award in 2000, the Public Service Star Award in 2010, the NTUC Meritorious Service Award in 2013, the Meritorious Service Medal (Pingat Jasa Gemilang) at the 2017 National Day Awards, Distinguished Service Award at the 2018 NTUC May Day Awards and the highest Distinguished Service Star Award at the 2022 NTUC May Day Awards.

He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Singapore Institute of Directors.



CHENG SIAK KIAN

DEPUTY CHAIRMAN
NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

29 APRIL 2021

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

28 APRIL 2022

MR CHENG SIAK KIAN is the Deputy Chairman of the Company as well as a Non-Independent Non-Executive Director of the Company. He is a member of the Nominating and Remuneration Committee and the Tenders and Investments Committee.

He first joined the Company in September 2015 and served as Senior Vice President in the bus operations division where he was an integral member of the tender team that was successful in its bid for the Seletar Bus Package. In December 2016, he was posted to Australia to helm the New South Wales operations of ComfortDelGro, SBS Transit's parent company. He returned to the Company in July 2019 to assume the appointment of Chief Operating Officer and was promoted to Acting Chief Executive Officer on 1 March 2020. Subsequently, he was appointed the Chief Executive Officer of the Company from 1 March 2021 to 31 December 2022 with a concurrent appointment as Group Deputy Chief Executive Officer of ComfortDelGro from 16 March 2022 until 31 December 2022. Mr Cheng stepped down as Chief Executive Officer of the Company on 1 January 2023 to assume the position of Managing Director/Group Chief Executive Officer of the ComfortDelGro Group.

He obtained a Bachelor of Electrical and Electronic Engineering (First Class) from the University of Manchester, United Kingdom and a Master of Business Administration from the Massachusetts Institute of Technology, USA.



JEFFREY SIM VEE MING

GROUP CHIEF EXECUTIVE OFFICER
NON-INDEPENDENT EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2023

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

27 APRIL 2023

MR JEFFREY SIM VEE MING is a Non-Independent Executive Director and Group Chief Executive Officer of the Company. He is a member of the Tenders and Investments Committee and the Sustainability and Service Quality Committee.

He first joined the Company in 2015 and has helmed various appointments including Head of the North East Line (NEL) and the Sengkang-Punggol Light Rail Transit (SPLRT), Head of Rail Development, Head of Engineering for NEL and SPLRT, and CEO of SBS Transit Rail Pte. Ltd. Mr Sim was subsequently appointed the Group Chief Executive Officer of the Company on 1 January 2023.

Elected as Fellow by the Institution of Engineers, Singapore, (IES) for his contributions to the engineering profession, Mr Sim is also a member of its Transportation Standards Committee and is Chief Expert of Rapid Transit Systems for World Skills Singapore. He also chairs the National Workplace Learning Certification Award Committee.

Globally, he is Chairman of the UITP Asia-Pacific Urban Rail Committee and is a Core Group Member of the International Railway Safety Council.

Recognised for his thought leadership, Mr Sim serves on the Advisory Boards of the National University of Singapore's (NUS) Mechanical Engineering programme, the Singapore University of Technology and Design's Engineering Systems and Design pillar and the Singapore Institute of Technology's Engineering Systems programme.

He holds a Bachelor (Honours) and a Master of Engineering from the National University of Singapore (NUS) as well as a Master of Arts (with distinction) from Massey University, New Zealand. He has also attended executive management programmes conducted by the Lee Kuan Yew School of Public Policy and the NUS Business School.

BOARD OF DIRECTORS AS AT 3 MARCH 2025



LIM TIEN HOCK

CHIEF EXECUTIVE OFFICER, BUS BUSINESS
NON-INDEPENDENT EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

28 APRIL 2022

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

27 APRIL 2023

MR LIM TIEN HOCK is Chief Executive Officer of the Company's Bus Business as well as a Non-Independent Executive Director. Mr Lim is also a Director of SBS Transit Rail Pte. Ltd., a wholly-owned subsidiary of the Company.

Prior to this, he was the CEO of ComfortDelGro Driving Centre Pte Ltd and ComfortDelGro MedCare Pte Ltd. He joined the ComfortDelGro Group, the Company's parent company, in June 2012 and was Senior Vice President, Group Human Resource, ComfortDelGro, until his appointment to ComfortDelGro Driving Centre in August 2018. Mr Lim also held directorship in several subsidiaries of the ComfortDelGro Group, including Comfort Transportation Pte. Ltd., CityCab Pte Ltd and Ming Chuan Transportation Pte. Ltd.

Active in grassroots and community work, Mr Lim had previously been the Vice-Chairman of the Bukit Timah Citizens' Consultative Committee and also Chairman of the Bukit Timah Community Sports Club. A councillor with the Holland-Bukit Panjang Town Council, he had also served on the Committee of Community Chest Singapore.

Mr Lim had served in a number of senior appointments in the Ministry of Defence, Singapore and the Singapore Armed Forces, covering stints in training, operations and human resource.

He graduated from University College London, United Kingdom and holds a Master in Engineering (Electrical and Electronic). Mr Lim also holds a Master of Business Administration from Nanyang Fellows – MIT Sloan Programme.



DESMOND CHOO PEY CHING

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

29 APRIL 2021

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

28 APRIL 2022

MR DESMOND CHOO PEY CHING is an Independent Non-Executive Director of the Company. He is a member of the Nominating and Remuneration Committee.

He is currently the Assistant Secretary-General at the NTUC, overseeing the economic and social policies, strategic communications and international affairs teams. He is also the Executive Secretary of the Union of Telecoms Employees of Singapore and Adviser to Young NTUC.

Mr Choo is an elected Member of Parliament for Tampines Group Representative Constituency and the Adviser to Tampines Changkat Grassroots Organisations since 2015. Concurrently, he is the Mayor of the North East District of the People's Association, overseeing social and community development for 20 constituencies, the Chairman of the Tampines Town Council, and serves as Chairman of the Government Parliamentary Committee (GPC) for Manpower.

Mr Choo also sits on the Board of Directors for Surbana Jurong Pte Ltd and is a Board Member of the Singapore Economic Development Board (EDB).

Prior to NTUC, he had served in various roles in the Singapore Police Force (SPF), Ministry of Manpower as well as in the private sector. Prior to his NTUC appointment, he was Senior Vice President, Investments, of Kestrel Capital Pte Ltd. He was instrumental in leading the acquisition of Spanish La Liga's Valencia CF and development of the non-profit Foundation of Valencia CF. He was on the Board of the Foundation of Valencia CF. He also advised on the development of Hotel Football in Manchester, UK.

Mr Choo was awarded the SPF Overseas Merit Scholarship in 1997 to read Economics and Social Sciences at the University of Chicago.

**PATRICK DANIEL**

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2024

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

25 APRIL 2024

MR PATRICK DANIEL is an Independent Non-Executive Director of the Company. He is the Chairman of the Sustainability and Service Quality Committee.

Mr Daniel had a 3-decade career with Singapore Press Holdings (SPH). Prior to joining the media industry, he served in the Singapore Government Administrative Service, where his last position was director in the Ministry of Trade and Industry.

He joined SPH as a senior writer in the Straits Times in October 1986. He was editor of the Business Times from 1992 to 2002 and editor-in-chief of SPH's English, Malay and Tamil newspapers from 2007 to 2016. He retired as SPH's Deputy CEO in September 2017 and served as a consultant to SPH until August 2018.

Mr Daniel returned to the media industry in July 2021 when he was appointed a director and interim CEO of SPH Media Trust which took over the media business of SPH. He stepped down as interim CEO in February 2022 and remains a director of SPH Media Trust.

Mr Daniel graduated from University College, Oxford in 1976 with a Bachelor of Arts (Honours) in Engineering Science and Economics. He has a Master of Public Administration from the Kennedy School of Government, Harvard University.

His other current appointments include non-executive director of Stewardship Asia Centre, as well as non-executive chairman of ShareInvestor Holdings. He is also president of the Singapore Press Club.

His previous recent appointments include serving on the boards of the Singapore University of Technology and Design and the National University Health System.

**SUSAN KONG YIM PUI**

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 OCTOBER 2017

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

27 APRIL 2023

MS SUSAN KONG YIM PUI is a Non-Independent Non-Executive Director of the Company. She is a member of the Audit and Risk Committee, the Nominating and Remuneration Committee, and the Tenders and Investments Committee.

Ms Kong was appointed an Independent Non-Executive Director of ComfortDelGro, the Company's parent company, with effect from 1 January 2023, when she was redesignated a Non-Independent Non-Executive Director of the Company.

Ms Kong has been a practicing lawyer for more than 30 years and founded Q.E.D. Law Corporation. She is recognised as a leading practitioner in the areas of Banking and Finance, Real Estate, Mergers and Acquisitions and Capital Markets by Chambers Global, IFLR 1000, AsiaLaw and Euromoney Legal Group Guide. Ms Kong is also a Director of HealthServe Limited.

Ms Kong has extensive international experience advising multinational companies, banks and financial institutions on investments and multi-jurisdictional joint ventures in ASEAN countries, China, India and Australia. On the corporate front, Ms Kong was a director of Surbana Corporation Private Limited and UOB Radanasin Bank Public Company Limited in Thailand before it was reorganised as UOB Thailand.

Ms Kong holds a Bachelor of Laws (Hons) from the National University of Singapore.

BOARD OF DIRECTORS AS AT 3 MARCH 2025



LEE SOK KOON (MRS CONSTANCE KOH)
INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:
1 MAY 2017

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:
25 APRIL 2024

MRS CONSTANCE KOH is an Independent Non-Executive Director of the Company. She is the Chairperson of the Audit and Risk Committee and a member of the Tenders and Investments Committee.

She is also an Independent Non-Executive Director of Lum Chang Holdings Ltd, Mooreast Holdings Ltd and Jason Marine Group Limited, all of which are public listed companies on the Singapore Exchange, and an honorary member of the Fundraising Committee of Singapore Arts School Ltd, Singapore's first pre-tertiary specialised arts school. Mrs Koh is also an independent Non-Executive Director of NUS America Foundation, Inc., a tax exempt public charity in the United States of America.

Mrs Koh was the Director of Operations in the Development Office of the National University of Singapore from May 2012 to August 2017. Prior to this appointment, Mrs Koh was the Finance Director of Lum Chang Holdings Ltd and L.C. Development Ltd (now known as AF Global Limited), both public companies which are listed on the Singapore Exchange. She was responsible for the finance and corporate affairs of the two listed companies covering all financial matters, corporate governance, tax, legal, corporate communications and internal audit for more than 20 years.

Mrs Koh holds a Bachelor of Accountancy (Hons) from the then University of Singapore. She is a Fellow Member of the Institute of Singapore Chartered Accountants and a member of the Institute of Directors in Singapore.



CHRISTINA LIM YUI HUNG
INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:
1 OCTOBER 2023

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:
25 APRIL 2024

DR CHRISTINA LIM YUI HUNG is an Independent Non-Executive Director of the Company and a member of the Sustainability and Service Quality Committee. Dr Lim is also a Director of SBS Transit Rail Pte. Ltd., a wholly-owned subsidiary of the Company.

Dr Lim holds the position of Associate Professor and serves as the Deputy Head for Outreach and Student Life in the Department of Mechanical Engineering at the National University of Singapore (NUS). Over the course of her tenure, she has taken on various management responsibilities within the Faculty of Engineering. Notably, she has held the roles of Vice-Dean for Communications and Outreach, as well as Vice-Dean for Student Life and Community Development.

Dr Lim's research focuses on the friction, wear, and erosion of engineering materials. A recipient of numerous awards for her teaching excellence, her educational approach emphasises the cultivation of critical thinking skills among her students, fostering their ability to apply technology effectively and ethically within the broader societal context. She teaches a range of subjects in the materials domain, including metallurgy and materials failure analysis.

Dr Lim was awarded the Long Service Medal in 2022 by the President of the Republic of Singapore.

She earned her BEng (Hons) from the National University of Singapore before attaining her PhD, also conferred by NUS.


TAN KIM SIEW

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JUNE 2019

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

27 APRIL 2023

DR TAN KIM SIEW is an Independent Non-Executive Director of the Company. He is a member of the Audit and Risk Committee and the Nominating and Remuneration Committee. He is also the Chairman and an Independent Non-Executive Director of VICOM Ltd.

Dr Tan is presently a Senior Consultant in the Ministry of Finance. From 2012 to 2014, Dr Tan served as Commissioner of Inland Revenue. Prior to this appointment, Dr Tan was the Permanent Secretary (Defence Development) of the Ministry of Defence from 2003 to 2012. He had also held other appointments in public service, including CEO of the Urban Redevelopment Authority, Deputy Secretary in the Ministry of Finance and in the Ministry of National Development, Chairman of the Defence Science and Technology Agency, and Chairman of the DSO National Laboratories.

Dr Tan was awarded the Public Administration Medal (Silver) (Military) in 1990, the Public Administration Medal (Silver) in 1996, the Public Administration Medal (Gold) in 2001 and the Long Service Medal in 2003 by the President of the Republic of Singapore.

Dr Tan holds a Bachelor of Arts (Honours) (Engineering Tripos) with Distinction in Electronics Engineering and Doctor of Philosophy (Engineering) from the University of Cambridge.


EDWIN YEO TENG CHUAN

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2024

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

25 APRIL 2024

MR EDWIN YEO TENG CHUAN is an Independent Non-Executive Director of the Company. He is a member of the Audit and Risk Committee.

Mr Yeo has over 30 years of experience in the technology industry and held senior management positions in Fortune 500 multi-national high technology companies. Mr Yeo's experience spans business expansion throughout the Asia Pacific and Japan, with a focus on information systems, data management, protection, cloud computing, and cybersecurity.

In addition to his role with the Company, Mr Yeo holds the position of an independent co-opted member on the Digital & Information Technology Committee at ALPS Pte Ltd. This national agency manages the integrated supply chain to meet the procurement and needs of Singapore's public healthcare system. It is a subsidiary of Singapore Health Services, commonly known as SingHealth.

Mr Yeo is an active prison volunteer with the Singapore Prison Service and was recently awarded the 20-year Long Service Award. His service includes counselling inmates and assisting offenders in reintegration. He also leads fundraising initiatives for women's shelters.

Mr Yeo holds a Bachelor of Engineering from National University of Singapore, a Master of Business Administration from Rutgers Business School and a Master of Laws from Paris-Panthéon-Assas University. He is a Certified Information Security Manager (ISACA CISM certification). He is also a member of the Singapore Institute of Directors.

KEY MANAGEMENT

CORPORATE

JEFFREY SIM VEE MING

GROUP CHIEF EXECUTIVE OFFICER



Mr Jeffrey Sim Vee Ming is the Group Chief Executive Officer (CEO) of SBS Transit. He was previously the CEO of SBS Transit Rail and had helmed various appointments including Head of the North East Line (NEL) and the Sengkang-Punggol Light Rail Transit (SPLRT), and Head of Engineering for both networks.

Elected as Fellow by the Institution of Engineers, Singapore, (IES) for his contributions to the engineering profession, Mr Sim is also a member of its Transportation Standards Committee and is Chief Expert of Rapid Transit Systems for World Skills Singapore. He also chairs the National Workplace Learning Certification Award Committee.

Globally, he is Chairman of the UITP Asia-Pacific Urban Rail Committee and is a Core Group Member of the International Railway Safety Council.

Recognised for his thought leadership, Mr Sim serves on the Advisory Boards of the National University of Singapore's (NUS) Mechanical Engineering programme, the Singapore University of Technology and Design's Engineering Systems and Design pillar and the Singapore Institute of Technology's Engineering Systems programme.

Mr Sim holds a Bachelor (Honours) and a Master of Engineering from NUS as well as a Master of Arts (with distinction) from Massey University, New Zealand. He has also attended executive management programmes conducted by the Lee Kuan Yew School of Public Policy and the NUS Business School.

CHEW KUM EE

CHIEF FINANCIAL OFFICER



Ms Chew Kum Ee was appointed Chief Financial Officer on 11 May 2018 where she holds responsibilities for accounting, financial and statutory reporting, financial controls, budgeting, and taxation matters.

Prior to joining SBS Transit in December 2017, she was the Finance Director of Group Enterprise at Singapore Telecommunications Limited. She has over 20 years of financial management and accounting experience, including eight years in audit with PricewaterhouseCoopers.

She graduated with a Bachelor of Accountancy (Second Upper Honours) from the Nanyang Technological University (NTU) and is a Chartered Accountant with the Institute of Singapore Chartered Accountants.

DON LEOW CHEE YEN

CHIEF HUMAN RESOURCE OFFICER



Mr Don Leow Chee Yen currently serves as the Chief Human Resource Officer, overseeing human resource management and development at SBS Transit. In this role, he is tasked with managing and nurturing the Company's human capital and talent, with a focus on recruitment, retention, engagement and development initiatives.

Prior to his tenure at SBS Transit, he held positions at the Ministry of Trade and Industry and Ministry of Defence, where he played a key role in business partnering, compensation and benefits management, recruitment as well as employee engagement and welfare.

Mr Leow holds a Bachelor of Arts and Social Sciences Honours (Second Class Upper) from NUS and is a certified Senior Professional of the Singapore Institute for HR Professionals.

NGOH PENG GUAN

HEAD RISK AND SUSTAINABILITY & HEAD BUS SUPPORT



Mr Ngoh Peng Guan is Head of Risk and Sustainability and concurrently, Head of Bus Support. He has been with SBS Transit for 30 years and amassed extensive experience in the bus industry including Service Performance, System Development, Operations Development and Depot Operations.

He holds a Bachelor of Engineering (Honours) from NTU, a Master of Science in Transportation Systems and Management from NUS and a Master of Business Administration from University of Southern Queensland. He also completed a programme in Public Transportation Service and Operations Planning at the Massachusetts Institute of Technology (USA) and is a Chartered Member of The Chartered Institute of Logistics and Transport.

GRACE WU

HEAD STRATEGIC COMMUNICATIONS



Mrs Grace Wu serves as the Head of Strategic Communications and spokesperson for SBS Transit. She is in charge of all communication functions, including media engagement, crisis communications, publicity, branding, and marketing to enhance the company's image and reputation. She also provides strategic counsel to top management on media positioning and crisis communications and oversees customer care to ensure passenger concerns are addressed.

She joined SBS Transit in 2006 as Deputy Director of Corporate Communications. Prior to this, she had worked in the hospitality and security industries and also consulted for organisations in industrial hygiene, media broadcasting, tourism, and education.

Mrs Wu holds a Bachelor of Business Administration (BBA) from NUS.

LOH TENG JOO

HEAD INFORMATION TECHNOLOGY



Mr Loh Teng Joo is the Head of Information Technology (IT) where he is responsible for digital and information technology to deliver strategic and operational objectives that encompass safety, resilience and value to customers. His portfolio includes corporate, applications, infrastructure, cybersecurity and data analytics services.

Prior to joining SBS Transit, he was with ComfortDelGro Limited driving its digital transformation and leading the data analytics team.

With over 20 years of experience in IT and digital transformation, he is a seasoned executive who has overseen green-field initiatives with various corporations in diverse industries, including eCommerce, logistics, healthcare, and aviation. Mr Loh holds a Bachelor of Engineering (Electrical Engineering) from NUS.

AU CHEEN KUAN

GENERAL COUNSEL AND COMPANY SECRETARY



Mr Au Cheen Kuan joined SBS Transit on 1 October 2021 as General Counsel and was appointed Company Secretary on 28 April 2022 where he provides legal and corporate secretarial support.

He was formerly Group Legal Counsel of a drilling services contractor. He holds a Bachelor of Laws from the University of Nottingham, UK and was admitted to the Singapore Bar.

ANGELINE JOYCE LEE

COMFORTDELGRO GROUP

GROUP GENERAL COUNSEL AND COMPANY SECRETARY



Ms Angeline Joyce Lee joined ComfortDelGro Corporation Limited in September 2020 as Group General Counsel and Company Secretary to oversee the Group's legal and corporate secretariat matters, as well as compliance and corporate governance to facilitate business processes and organisational efficiency.

Ms Lee holds a Master in Business Law from the University of Westminster in the United Kingdom and is a Chartered Secretary and Certified Risk-based Auditor.

KEY MANAGEMENT

CORPORATE

ADRIAN CHONG YEW FUI

COMFORTDELGRO GROUP
GROUP CHIEF INTERNAL AUDIT OFFICER



Mr Adrian Chong Yew Fui is Group Chief Internal Audit Officer of ComfortDelGro Corporation Limited. He is responsible for the internal audit functions of the Group, including SBS Transit.

Prior to joining the Group in 2017, Mr Chong served several operational roles heading the Procurement, Commercial and Contracts Functions in Hyflux Ltd. He has considerable experience in the audit profession in listed companies such as ECS Holdings Ltd and Solectron Corporation.

Mr Chong holds a Bachelor of Commerce (Accounting and Finance) from Murdoch University. He is a member of CPA Australia and is a Certified Information Systems Auditor. Mr Chong is also an ISACA Member.

CHRISTOPHER DAVID WHITE

COMFORTDELGRO GROUP
HEAD GROUP INVESTOR RELATIONS



Mr Christopher White is Head of Group Investor Relations for ComfortDelGro Corporation Limited. He serves as the Group's as well as SBS Transit's liaison to the investor community including investment analysts and investors worldwide.

Mr White holds a Bachelor of Business Studies (Honours) from the University of Liverpool, United Kingdom, and is a Fellow of the Association of Chartered Certified Accountants.

BUS

LIM TIEN HOCK

CHIEF EXECUTIVE OFFICER, BUS BUSINESS



Mr Lim Tien Hock was appointed Chief Executive Officer of SBS Transit's Bus Business on 1 April 2022. Prior to this, he was the CEO of ComfortDelGro Driving Centre Pte Ltd and ComfortDelGro MedCare Pte Ltd. He joined the ComfortDelGro Group, which is SBS Transit's parent company, in June 2012 and was Senior Vice President, Group Human Resource, ComfortDelGro, until his appointment to ComfortDelGro Driving Centre in August 2018.

Mr Lim had served in a number of senior appointments in the Ministry of Defence, Singapore and the Singapore Armed Forces covering stints in training, operations and human resource. He graduated from University College London, United Kingdom and holds a Master in Engineering (Electrical and Electronic). Mr Lim also holds a Master of Business Administration from Nanyang Fellows – MIT Sloan Programme.

IVAN TAN ENG KOK

HEAD OF BUS



Mr Ivan Tan Eng Kok is Head of Bus Business in SBS Transit. He joined SBS Transit in 1996 as Vice President (Corporate Development) and later assumed the position of Vice President (Operations). He was subsequently appointed Vice President in charge of bus operations for West District in 1998. He was promoted to Senior Vice President on 1 January 2012.

Mr Tan holds a Bachelor of Engineering (Honours) in Mechanical Engineering and a Master of Business Administration from NUS.

BERNARD GOH TZER MING

HEAD CUSTOMER EXPERIENCE AND OPERATIONS



Mr Bernard Goh Tzer Ming was appointed Head of Customer Experience and Operations for Bus on 1 July 2023. He has more than 23 years of experience in Bus Business at SBS Transit.

He started as an Interchange Manager of Toa Payoh Interchange in 2001 where he oversaw the opening of the first Integrated Transport Hub in Singapore. He later took on other roles as Head Bus Training and Head of Hougang Depot.

Mr Goh holds a Bachelor of Science (Honours) from NUS.

CHIA HEE CHEN

HEAD BUS ENGINEERING



Mr Chia Hee Chen was appointed Head of the Bus Engineering on 1 January 2025. He has been with the company since 2022 and has helmed various roles including Head of Component Service Centre, Head of Rail Risk and Deputy Head of Bus Engineering.

He holds a Bachelor of Technology (1st Class Honours, IES Gold Medal) in Electronics Engineering and Master of Industrial and Systems Engineering from NUS.

GOH PIN KAI

HEAD BUS DEVELOPMENT



Mr Goh Pin Kai is the Head of Bus Development with over 19 years of experience at SBS Transit. He is responsible for bus schedules, business intelligence, and managing bus contracts and tender bids.

Mr Goh is a strong advocate for using technology to improve bus operations. He has been involved in overseeing the transition to electric buses, as well as implementing energy and emission management systems. He is also a proponent of using mobile technology and data to improve operations and engineering systems.

Mr Goh obtained a Bachelor of Engineering (2nd Class Upper) in Civil and Structural Engineering and a Master of Engineering from NTU.

RAIL

LEE YAM LIMCHIEF EXECUTIVE OFFICER, RAIL BUSINESS
AND HEAD DOWNTOWN LINE

Mr Lee Yam Lim was appointed Chief Executive Officer of SBS Transit's Rail Business on 1 February 2025. Prior to this, he was the Head of the DTL since May 2022.

He has been with the Company for more than 20 years and was extensively involved in the start-up and maintenance of the NEL, which was reputed as the world's first automated heavy metro system. He was also extensively involved in the bid for the DTL and upon the award of the contract, headed its Signalling Department.

Mr Lee obtained a Bachelor of Computer Technology from NTU. He is a member of the Institution of Engineers, Singapore and is an accredited Chartered Engineer in Railway Engineering.

ANTHONY MOK PENG FAICHIEF EXECUTIVE OFFICER, SINGAPORE ONE RAIL
(JURONG REGION LINE)

Mr Anthony Mok Peng Fai was appointed Chief Executive Officer of Singapore One Rail (SOR), a joint partnership between SBS Transit and France's RATP Dev on 1 February 2025. SOR was awarded the contract to operate the Jurong Region Line, which will be Singapore's seventh MRT line, on 28 November 2024.

Prior to this, Mr Mok was the Head of the NEL and SPLRT since April 2022. He has close to 24 years of railway experience starting out as a Chief Controller in the NEL's Operations Control Centre (OCC) where he was heavily involved in the start-up of the NEL, which was the world's first automated underground heavy metro system. Over the years, he assumed responsibilities for the daily operations of the SPLRT as well as the NEL's OCC, and was the Head of Operations for the NEL and SPLRT from October 2017 to March 2022.

Mr Mok holds diplomas in Mechanical Engineering from the Singapore Polytechnic and in Management Studies from the Singapore Institute of Management.

KEY MANAGEMENT

RAIL

KOH BOON YEOW

HEAD NORTH EAST LINE AND SENGKANG-PUNGGOL
LIGHT RAPID TRANSIT



Mr Koh Boon Yeow was appointed Head of the NEL and SPLRT on 1 February 2025. He was previously the Head of Engineering for the NEL and the SPLRT since April 2022.

He has been with the company since 2018 and had served in various positions including being the Head of Rolling Stock for both NEL and SPLRT as well as Head of Signalling and Communications for SPLRT.

Prior to joining SBS Transit, he had about 17 years of experience in engineering and maintenance. He obtained a Bachelor of Engineering (Honours) in Electrical Engineering from NUS as well as a Master of Science in Communications Engineering from NTU.

PANG YEOW WEI

HEAD RAIL ENGINEERING AND SUPPORT



Mr Pang Yeow Wei was appointed Head of Rail Engineering and Support on 1 February 2025. He was previously the Head of Engineering for the DTL since December 2023.

He is responsible for the effective operations and maintenance of the metro systems to achieve high levels of safety and reliability performance. Before assuming this appointment, he had helmed various senior roles including Head of Rail Projects and Head of Rail Risk.

He holds a Bachelor of Engineering (Honours) from McGill University, a Master of Science from NUS, and an Executive Master of Business Administration from NTU.

He is also accredited as a Chartered Engineer by the Institution of Engineers, Singapore and the Engineering Council, United Kingdom.

SHAUN LIEW HIN BAN

HEAD RAIL OPERATIONS AND SUPPORT &
HEAD CUSTOMER EXPERIENCE AND COMMERCIAL



Mr Shaun Liew is the Head of Rail Operations and Support and concurrently, the Head of Customer Experience and Commercial.

He has been with the company since 2022 and previously served as the Head of Customer Experience and Operations for the NEL and SPLRT where he led the innovation effort for rail operations.

He holds a Bachelor of Engineering (Honours) in Electrical and Electronics Engineering from NTU.

DANNY HO KAH WEI

HEAD RAIL DEVELOPMENT



As Head of Rail Development, Mr Danny Ho is responsible for leading projects and organisation-wide initiatives to enhance efficiency and effectiveness in operations and engineering including improvements in business processes.

Before he assumed this appointment, Mr Ho was the Deputy Head of Rolling Stock for the NEL and SPLRT, where he led the asset renewal efforts for the various rolling stock systems.

Mr Ho holds a Bachelor of Engineering (Honours) from NUS and a Master of Engineering from the Naval Postgraduate School (NPS) in Monterey, California. He also graduated with a Master of Defence Technology and Systems from the Temasek Defence Systems Institute in NUS.

CORPORATE INFORMATION

BOARD OF DIRECTORS

BOB TAN BENG HAI
CHAIRMAN

CHENG SIAK KIAN
DEPUTY CHAIRMAN

JEFFREY SIM VEE MING
GROUP CHIEF EXECUTIVE OFFICER

LIM TIEN HOCK
DESMOND CHOO PEY CHING
CHUA MUI HOONG (Stepped down on 25 April 2024)
PATRICK DANIEL (Appointed on 1 January 2024)
SUSAN KONG YIM PUI
LEE SOK KOON
LIM SEH CHUN (Stepped down on 25 April 2024)
CHRISTINA LIM YUI HUNG
TAN KIM SIEW
EDWIN YEO TENG CHUAN (Appointed on 1 January 2024)
YU CHING MAN (Stepped down on 25 April 2024)

AUDIT AND RISK COMMITTEE

LEE SOK KOON
CHAIRPERSON

SUSAN KONG YIM PUI
TAN KIM SIEW
EDWIN YEO TENG CHUAN (Appointed on 1 January 2024)

NOMINATING AND REMUNERATION COMMITTEE

BOB TAN BENG HAI
CHAIRMAN

CHENG SIAK KIAN
DESMOND CHOO PEY CHING
SUSAN KONG YIM PUI
LIM SEH CHUN (Stepped down on 25 April 2024)
TAN KIM SIEW

TENDERS AND INVESTMENTS COMMITTEE

BOB TAN BENG HAI
CHAIRMAN

CHENG SIAK KIAN
SUSAN KONG YIM PUI
LEE SOK KOON
JEFFREY SIM VEE MING
YU CHING MAN (Stepped down on 25 April 2024)

SUSTAINABILITY AND SERVICE QUALITY COMMITTEE

(THE SUSTAINABILITY COMMITTEE AND THE SERVICE QUALITY COMMITTEE WERE MERGED AND RENAMED THE "SUSTAINABILITY AND SERVICE QUALITY COMMITTEE", W.E.F. 1 JANUARY 2024)

PATRICK DANIEL
CHAIRMAN
(Appointed as a Member of the SSQC on 1 January 2024, and as Chairman of the SSQC on 25 April 2024)

LIM SEH CHUN
CHAIRMAN
(Stepped down on 25 April 2024)

CHUA MUI HOONG (Stepped down on 25 April 2024)
CHRISTINA LIM YUI HUNG
JEFFREY SIM VEE MING
BOB TAN BENG HAI
YU CHING MAN (Stepped down on 25 April 2024)

CORPORATE DIRECTORY

REGISTERED OFFICE
205 Braddell Road
Singapore 579701
Mainline: (65) 6284 8866
Facsimile: (65) 6287 0311
Website: www.sbstransit.com.sg

Company Registration Number:
199206653M

COMPANY SECRETARIES
Angeline Joyce Lee Siang Pohr
Au Cheen Kuan

SHARE REGISTRAR
B.A.C.S. Private Limited
77 Robinson Road #06-03
Robinson 77
Singapore 068896

AUDITORS
Ernst & Young LLP
(UEN: T08LL0859H)
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-Charge:
Wong Yew Chung

Date of Appointment:
27 April 2023

OPERATIONS REVIEW

SINGAPORE

Public Transport Services

BASIC BUS SERVICES • EXPRESS BUS SERVICES • CITY DIRECT BUS SERVICES
• SHUTTLE BUS SERVICES • NORTH EAST LINE • DOWNTOWN LINE
• SENGKANG LIGHT RAIL TRANSIT • PUNGGOL LIGHT RAIL TRANSIT



\$1,500

Revenue
(S\$ Million)



196

Total bus routes
operated



81

Total stations
operated



9,609

Total number
of employees



3,329

Total bus fleet



198

Total train fleet

Bus Service Contracts

In 2024, we entered our eighth year of operations under the Bus Contracting Model where bus routes in Singapore are bundled into 14 Bus Packages. Under this model, transport companies are contracted and paid to operate public bus services through a competitive tender. The Government retains fare revenues and owns all infrastructure and operating assets such as buses and depots.

We continue to operate eight bus packages of which two are tendered contracts while six are negotiated ones. We successfully retained the Seletar Bus Package for a second consecutive term, prevailing over four other bus operators in a competitive tender. This Package, with 29 bus routes, commenced in March 2025. The other tendered contract – the Bukit Merah Bus Package – was awarded to us for a second consecutive term in 2023. For the six negotiated contracts – Bedok, Bishan-Toa Payoh, Clementi, Serangoon-Eunos, Sengkang-Hougang, and Tampines – we continue as the incumbent operator. In total, we operated 196 bus routes in 2024, and remained as the biggest bus operator with a market share of 54.3%.

Meanwhile, the Land Transport Authority (LTA) has called for a tender of the Tampines Bus Package, which is one of our Bus Packages under negotiated contracts.

Bus Operations

With the LTA as the central planner of bus routes, bus Service 146 was introduced to enhance connectivity for residents in the new Bidadari estate. In Tampines, a new feeder service, Service 296, was rolled out to enhance accessibility between the Tampines North neighbourhood and nearby amenities such as the MRT station, a polyclinic and schools while Service 298X was launched as a weekday peak hour express service to provide a faster connection for commuters to get to the MRT stations.

To provide an alternative mode of travel for commuters in the heartlands to get to and from work in the business and financial district, three City Direct Services (CDS) – 675, 676 and 677 – were rolled out. Service 660M, was also introduced to supplement CDS 660 by plying eight additional bus stops in the Buangkok area while three other bus services – 654, 671 and 672 – had their routes extended.

Catering to passengers' needs for late night services, the operational hours of selected bus routes were also extended on the eve of public holidays and major events such as the Formula One Singapore Grand Prix 2024.



In total, we operated 196 bus routes in 2024, and remained as the biggest bus operator with a market share of 54.3%.

OPERATIONS REVIEW

On festive occasions, a special bus service – Service 405 – was in operation to make it more convenient for families visiting the Choa Chu Kang Cemeteries and Columbarium to pay respects to their departed loved ones.

Besides these, 10 short trip bus services as well as amendments to 10 bus routes were introduced to serve our commuters better. Adjustments to first and last bus operating hours and the scheduled frequency of 10 bus services were also undertaken. To ensure our bus services could continue to operate reliably, route diversions – both planned due to road closures for races and events and ad hoc ones where roads were rendered impassable such as during floods and accidents – were also conducted.

A new bus depot in Sengkang West was officially handed over to us by the LTA in October 2024. A multi-storey depot, it is outfitted to support the large-scale deployment of electric buses and has staff quarters for Bus Captains.

We also took over the management of the new Buangkok Bus Interchange under the Sengkang-Hougang Bus Package from the LTA. This brought the total number of bus interchanges and terminals that we operate to 30. Air-conditioned to make commuting more pleasant in our humid weather, the new interchange is also designed with inclusivity facilities such as a wheelchair-accessible toilet and a commuter care room.

Meanwhile, we moved out of the Soon Lee Bus Depot with the expiry of the Jurong West Bus Package. Our operations also shifted out of the Ang Mo Kio Depot in January 2025 to facilitate land reinstatement works with the expiry of the land lease.

Bus Fleet

In 2024, our fleet comprised 3,329 buses, consisting of close to 61% single-deck buses, 39% double-deck buses, and 10 articulated buses, commonly known as bendy buses.

Almost nine in 10 buses in our fleet met the Euro 5 or higher emission standards, which minimised environmental pollution. This included 110 cleaner energy buses, up from the 57 in 2023. They comprised 85 electric buses and 25 diesel-hybrid ones.

To anticipate a smooth transition to electric vehicles, we continued with our strategy to engage strategic partners to level up our expertise and knowledge. Memoranda of Understanding (MoUs) were also signed to equip us in various aspects of battery management such as recycling and optimising their capabilities. Our partners include BYD Singapore, which is one of the world's leading electric bus manufacturers, and NEU Battery Materials, a local start-up specialising in battery recycling.

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Meanwhile, we completed the fleetwide deployment of the Stratio condition monitoring system to enable predictive maintenance and reduce vehicle downtime. Employing Artificial Intelligence (AI) and Machine Learning, it tracks over 200 parameters, including brakes, fluid levels, and electric systems to achieve operational reliability.

Bus Captain Recruitment

Recognising the ongoing challenges in manpower recruitment, we continued to intensify efforts to attract and retain Bus Captains. To make the profession more appealing, particularly to Singaporeans and Permanent Residents, we further enhanced the salary package, ensuring that it remains the most competitive in the industry. Additionally, sign-on bonuses doubled from the previous year to \$20,000.

Former Bus Captains who re-joined us received a training offset incentive of up to \$4,800, while those with relevant driving experience were paid higher starting salaries. To attract mothers to the profession, we introduced the "BC Mummy" scheme where local female Bus Captains receive \$1,000 annually until their child turns 12 years old. Referral schemes for employees and members of the public were also introduced.

We conducted regular recruitment roadshows at bus interchanges and walk-in interviews at bus depots as well as participated in career fairs with

organisations such as e2i, Workforce Singapore and MINDEF to make it more accessible for applicants to explore a career with us. We also set up a Bus Captain Satellite Recruitment Centre at the Tampines Bus Interchange where individuals who are keen can walk in for interviews.

In 2024, our efforts resulted in 565 new Bus Captains joining us.

Rail Operations

Demand for rail services continued to grow. In 2024, our ridership increased by 3.9% to 444.8 million passengers compared to 428.1 million the previous year.

Average daily ridership on the North East Line (NEL) increased by 3.3% to 589,159 passenger trips, the Downtown Line (DTL) rose 5.0% to 465,302 passenger trips and the Sengkang-Punggol LRT (SPLRT), grew by 1.0% to 160,788 passenger trips.

To cater to ridership demand, 38 trains were in service on the NEL during morning peak hours and they arrived at a frequency of two minutes. During the evening peak hours, 33 trains operated at a frequency of 2.5 minutes while train frequency during off-peak periods was 5.5 minutes. During the year in review, NEL operated 4,378 weekly trips.

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As Singapore’s longest underground line at 34 km, the DTL operated 54 trains during the morning peak hours and 52 trains during the evening peak. They ran at a frequency of 2.5 minutes during peak hours and 5.5 minutes during off-peak periods, with 3,973 weekly trips made.

On the SPLRT, the Light Rail Vehicles ran 18,797 weekly trips, with frequencies ranging between three and five minutes during the morning peak hours and between four and five minutes in the evening peak.

Rail Network

Our rail network increased by 1.6 km or about 1.9% to 84.6km with the opening of the Punggol Coast Station on the NEL extension in December 2024. This gave us a market share of 31.3% in the rail sector.

Four months earlier in August, Teck Lee Station on the Punggol West LRT loop opened for passenger service, which marked the full opening of all stations across our SPLRT system. These two stations enhance connectivity to northern Punggol and improve accessibility to new developments such as the Singapore Institute of Technology campus and JTC’s Punggol Digital District.

On the DTL, Hume Station, which had been a shell station previously, opened for service in February 2025 and offers passengers a faster

commute to Downtown Station in just 30 minutes or to the Botanic Gardens in 15 minutes – saving up to 15 minutes in travel time.

With these new additions, we now operate 81 stations – 17 on the NEL, 35 on the DTL and 29 on the SPLRT.

In November 2024, the LTA awarded the contract for Singapore’s seventh MRT line – the Jurong Region Line (JRL) – to Singapore One Rail (SOR), a joint partnership between SBS Transit and France’s RATP Dev. This marks the first time a foreign operator will jointly operate a local MRT line in Singapore. A nine-year contract with an option to extend for another two years, the 24-km Line with 24 stations will expand our rail network to 108.6 km. To be progressively opened for passenger service in three stages from 2027, it will improve connectivity in western Singapore, linking key developments such as Jurong Industrial Estate, Jurong Innovation District, Nanyang Technological University, and Tengah Town.

Rail Reliability

The DTL continued to set the benchmark for rail reliability, achieving 8.13 million train-km in Mean Kilometres Between Failure (MKBF), a universally recognised measure of rail reliability. With its robust performance maintained over the past four years, it is recognised as one of the world’s most reliable MRT lines.

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The NEL clocked 4.10 million train-km, almost doubling its previous record of 2.06 million train-km. This is its highest performance to date, outperforming the national MRT network average.

Concurrently, the SPLRT recorded 549,000 train-km, surpassing the nationwide LRT network's average.

Maintaining Rail Excellence

Sixteen trains on the NEL have completed their mid-life refurbishment and returned to passenger service. These refurbished trains feature new condition monitoring systems for predictive maintenance, alongside interior enhancements such as new seats, new flooring, new air-conditioning and ventilation systems to enhance passenger comfort. Works on the remaining nine first-generation trains are expected to be completed by 2026.

On the track side, we deployed the upgraded Multi-Function Track Trolley, also known as the Rail Rover, on the DTL in March 2025. The first of its kind in the world, this advanced system enhances track inspection capabilities by utilising ultrasonic testing to detect internal rail defects and laser technologies to measure track geometry and third-rail alignment with high precision. It also monitors structural health and water seepage in tunnels, allowing for timely maintenance to enhance rail reliability and safety.

Building on the successful trial of the autonomous AI robot dog (AVATAR) at the NEL workshop in 2024, we introduced an enhanced robotic inspector on wheels, equipped with a camera and an articulated arm to conduct train inspections with greater accuracy. As a result, this improves the technician's efficiency in inspecting the train's underframe.

To further strengthen rail reliability, we signed a 15-year Long Term Service Support (LTSS) contract with Motorola Solutions to maintain our DTL and SPLRT TETRA radio communication systems. This contract ensures continued smooth and reliable operations, covering hardware and equipment repairs, obsolete component replacements, and software support for the DTL's radio communications.

Additionally, we expanded our partnership with Siemens Mobility through a new multi-year LTSS contract to ensure the continued safe and reliable operations of the DTL's signalling system. This contract covers the Trainguard Sirius Communications-Based Train Control signalling



system throughout its lifecycle, which began with the commencement of the DTL operations in 2013.

We are also working with Siemens Mobility to localise its capabilities in maintenance, repair and overhaul of the MCEM91 point machines with the setting up of a maintenance centre at the NEL depot. This will significantly reduce repair turnaround time as the machines do not have to be sent overseas.

A point machine is a critical trackside signalling equipment that switches the direction of the railway tracks as it guides trains from one track to another to ensure safe train operations. Currently installed on the DTL, the MCEM91 point machines will also be used on the upcoming JRL.

Safety

In 2024, we recorded a double-digit improvement in our Workplace Injury Rate (WIR), which reflected our intensified commitment to prioritising safety. The bus business achieved a remarkable 43.6% reduction in the WIR, while the rail business saw a 34.4% decrease.

In bus operations, we clocked 0.142 accident cases per 100,000 bus-km on the road – an improvement from 0.147 in 2023.

A significant development was a pilot of the Agil DriveSafe+, which is a 360-degree advanced collision warning system that employs AI and video analytics. Equipped with four wide-angle cameras, it alerts Bus Captains through audio

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and visual signals. The first in the industry, it was tested on 28 buses on Services 29, 40, 81 and 137. Serving as additional pairs of eyes for the Bus Captains in detecting vehicles and vulnerable road users in their blind spots, the results were positive, and plans are in the pipeline to implement an upgraded version of the system on 60 buses in 2025.

Concurrently, we also expanded the use of digital side mirrors by installing them on 100 buses, up from 31 in the previous year. These mirrors use high-definition digital cameras and interior displays to provide a broader field of vision that enable Bus Captains to monitor their blind spots. Enhancements will include rear detection alarms for reversing safety.

Golden Eye, a fatigue monitoring system, was deployed on 653 buses or about 20% of our fleet during the year in review. Using machine vision technology to detect signs of fatigue and distraction, such as yawning or eye closure, it alerts Bus Captains through audio, visual, and haptic feedback to ensure vigilance on the road. There are plans to install the system on 1,000 buses by 2025.

In rail operations, we implemented a track intrusion detection system known as VAnGuard across our 29 LRT stations. Employing video analytics technology, it alerts the LRT Operations Control Centre (OCC) when it detects people or objects on the tracks. Staff at the OCC will promptly cut off traction power to stop the train from moving, if necessary. Beyond track intrusions, VAnGuard also detects passengers-in-



wheelchairs or unattended bags on the platform and alerts staff to help or take the necessary measures.

Another video analytics system was piloted at the Serangoon Station on the NEL that monitors crowds and spots unattended bags. It then sends out an alert to staff where prompt action can be taken for better crowd and incident management and maintain passenger safety. This system will be implemented at another four NEL stations – Outram Park, Chinatown, Dhoby Ghaut, and Little India – in 2025.

We are also piloting the use of a portable device equipped with advanced video analytics and AI algorithms to monitor trackside conditions and equipment to further improve track and driver safety. Known as Advanced Video Analytics as



Train Eyes (AVANTE), it not only sounds an alert if an anomaly is detected, but also monitors train drivers for signs of fatigue or inattentiveness, prompting them to refocus. Currently, five AVANTE devices each are in use on the NEL and the DTL during manual driving mode.

Across the organisation, safety workshops are conducted to facilitate knowledge sharing and raise awareness of potential hazards. Additionally, the Slips, Trips, and Falls taskforce – comprising union members and colleagues from various departments – was established to identify and address workplace risks, such as securing loose cables with rubber covers to minimise incidents. We also continue to review our work processes, which involves our contractors, to further enhance our safety standards to create a safer workplace for all.

As the industry leader, we organised the inaugural Bus and Rail Safety Symposium to foster knowledge sharing, best practices, and collaboration among local and international land transport operators, industry experts, and stakeholders to enhance workplace safety.

Our efforts did not go unnoticed by the LTA at its Public Transport Safety and Security Awards 2024 where the SPLRT won the Excellence Award and NEL the Merit Award in the Operational and

Workplace Safety (Rail Operator) category. The Serangoon-Eunos Bus Package received the Merit Award in the Operational and Workplace Safety (Bus Operator) category. We also clinched 23 other awards at the event.

At the Workplace Safety and Health (WSH) Awards 2024 presented by the WSH Council, we also received recognition in several categories including WSH Performance Award, bizSAFE Partner Award, WSH Innovation Award, and WSH Awards for Supervisors.

Security

Guided by the successful implementation of the CCTV video analytics system and the license plate recognition systems at the Ang Mo Kio and Bedok North Depots in 2023, we expanded their deployment to two additional locations – the Ulu Pandan and Hougang Bus Depots – in 2024. These systems detect potential security threats, such as unauthorised vehicles or intrusions and enhance our security standards, which earned us the Star Award at the LTA's PTSSA 2024.

We piloted an all-terrain, all-weather robot, powered by AI, at the Seletar Bus Depot. Known as MARS (Mobile Autonomous Robotic Surveillance), the robot can navigate stairs and sprint when conducting routine patrols. Performing perimeter surveillance, it employs

By encouraging vigilance across our public transport hubs, we received the TOPSIS Outstanding Award for the third consecutive time at the National Safety and Security Watch Group Awards Ceremony.



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LiDAR technology, high-definition cameras, thermal imaging and video analytics to detect intrusions or signs of tampering more accurately than its human counterparts. This allows officers to focus on higher-level tasks. The pilot results have been promising, paving the way for MARS to be deployed at additional depots.

We explored the use of SENTINEL, an intelligent security platform designed to monitor large areas such as our transport hubs. Uniquely, it consolidates data from security modules such as mobile CCTVs and security robots to present a unified dashboard with real-time alerts to enhance incident response times. Scheduled for trial deployment in mid-2025, SENTINEL is expected to enhance the security of our bus and rail premises.

Recognising the importance of technology in strengthening our security framework, we organised the inaugural Security Symposium in November 2024 that brought the industry and partners together to share best practices, security trends and technological solutions. MoUs were inked to explore emerging technologies and enhance the training of our security officers to improve their professionalism.

A robust security structure relies on a well-trained and vigilant workforce. Since 2018, all SBS Transit employees attend the mandatory Threat-Oriented Persons Screening Integrated System (TOPSIS) training developed by the Ministry of Home Affairs. Compulsory annual refresher courses are made available on the e-learning portal to ensure employees are prepared to respond to evolving security threats. By encouraging vigilance across our public transport hubs, we received the TOPSIS Outstanding Award for the third consecutive time at the National Safety and Security Watch Group Awards Ceremony.

To strengthen community vigilance, we extended security briefings to non-security personnel, including shop tenants, contractors, and cleaners at our bus interchanges and MRT stations. To encourage involvement, we introduced the internal Annual TOPSIS Award to recognise individuals who consistently uphold the TOPSIS principles. In 2024, this was awarded to a tenant, four security personnel, and six employees.

Cybersecurity

As a Critical Information Infrastructure (CII) owner, cybersecurity remains integral to our operations. With the ever-evolving nature of cyber threats, we continuously assess and enhance our cybersecurity protocols to safeguard our systems and operations, protect passengers and staff, and manage cyber risks effectively.

In 2024, we upgraded our malware protection with the deployment of security tools for Endpoint Detection and Response (EDR) and Data Leakage Prevention (DLP). Using AI technology, they help prevent unauthorised data sharing, transfers, and misuse of personal information to strengthen our resilience against cyber threats by leveraging their worldwide cyber threats databases.

We reinforced our defences through regular Business Continuity Plan exercises. Notably, we also participated in the 2024 sectoral and national Critical Infrastructure Defence Exercise, where we gained hands-on experience in defending our CII against simulated cyberattacks. This exercise also provided an opportunity to exchange insights on cyber defence with other organisations, helping to further strengthen our capabilities. Internally, we conducted annual tabletop exercises for our corporate website, bus system, and CII systems to validate our operational readiness in the event of a contingency.

Our employees received training to identify cyber threats and risks such as phishing scams to protect our information assets and resources. Through our annual mandatory "Cybersecurity Awareness for Everyone" (CAFE) training, we continued to raise awareness on ransomware risks and cybersecurity best practices and test the vigilance of our employees in detecting such threats. Four phishing exercises involving about 4,000 staff were conducted while regular email alerts and digital posters were sent to our employees' workplace computers and laptops to reinforce key security tips.

We also put in place strict policies, processes, and procedures for our employees to observe when handling personal data in compliance with Singapore's Personal Data Protection Act



(PDPA). This enabled the rail business to be awarded the Data Protection Trustmark from the Infocomm Media Development Authority (IMDA) in March 2024. The bus business had attained the Trustmark in October 2023.

Training and Development

Our dedicated Bus Captain Development Centre in Hougang relocated to the Ulu Pandan Bus Depot. Known as the Bus Captain Training and Certification Centre (BCTCC), it conducts training for all our Bus Captains – trainees, new and experienced ones.

Among the technologies BCTCC employs is a Driver Development Tool to help trainers evaluate the driving competency of trainee Bus Captains. This system employs sensors like accelerometers and GPS to monitor bus movements, including turning, braking, and acceleration. Additionally, four wide-angle cameras installed on the sides and front of the bus capture high-definition footage, enabling trainers to review each driving session comprehensively. Through targeted feedback, this tool empowers trainees to become more competent drivers.

A new mixed-reality simulator, iSMART, was also introduced to help trainee Bus Captains refine their customer service skills. Programmed with four scenarios frequently encountered by Bus Captains, they involve passengers who are elderly, visually impaired, on wheelchairs or travelling with strollers. It provides guidance on responding professionally and consistently in each of these situations. By analysing eye movements, facial expressions, hand gestures, and voice, iSMART provides trainees with detailed feedback, fostering greater situational awareness and responsiveness to deliver good service to passengers.

To support the growing fleet of electric buses, we continued to equip our technicians with knowledge and skills to competently handle high-voltage systems and manage critical components, including batteries and charging systems installed in these vehicles. In 2024, more than 120 technicians were certified under the Workforce Skills Qualification (WSQ) National Electric Vehicle Specialist Safety (NESS) course. This is almost double the number compared to the previous year.



Two of our rail technicians represented the Company in the Rail Vehicle Technology category at the 47th WorldSkills International Competition, which is recognised as the Olympics of vocational skills, in Lyon, France.

Equipping our employees with skills and competencies needed to stay relevant in the evolving industry is one of our key human capital strategies. To date, 140 of our staff have been accredited by the Institution of Engineers, Singapore (IES) as Chartered Engineers, Chartered Technologists or Chartered Technicians in recognition of their professional competence.

Certification

During the year in review, we attained four new ISO certifications in our rail business:

- Anti-Bribery Management Systems (ISO 37001);
- Collaborative Business Relationships Management Systems (ISO 44001);
- Information Security Management Systems (ISO 27001); and
- Water Efficiency Management Systems (ISO 46001).

In all, we were certified in 10 areas with six attained in the previous year – Quality Management (ISO 9001), Environmental Management (ISO 14001), Business Continuity (ISO 22301), Occupational Health and Safety (ISO 45001), Energy Management (ISO 50001), and Asset Management (ISO 55001) – that remained valid. These certifications demonstrate that our processes are in line with international standards.

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Key Partnerships

In 2024, we set up the Mobility Innovation Centre known as MINNOVA with Enterprise Singapore. Designed for local start-ups and enterprises to develop and test their ideas in solving real-world public transport challenges, it also offers possibilities and opportunities to market their new innovations globally. Some of the ground-breaking projects to have come from MINNOVA include:

- AI Virtual Assistant (AIVA) – it employs generative AI to assist passengers with travel enquiries in real time. Designed as a digital concierge, it is currently deployed at both Ang Mo Kio Bus Interchange and Punggol Coast Station on the NEL to enhance passenger travel experience.
- Sign Language Virtual Assistant (SiLVia) – a virtual assistant that employs generative AI and advanced speech recognition algorithms to provide real-time translation of public announcements in sign language and text. It also assists hard-of-hearing commuters with travel enquiries to enhance accessibility and promote travel independence. Since October 2024, it has been deployed at the Chinatown Station on the NEL to get feedback on user experience.
- Multi-Role Robot (MR-2) – an AI-enabled autonomous robot that enhances safety, security, and cleanliness. It patrols the premises, detects unattended bags, broadcasts safety messages, and cleans the station. Following a successful pilot at the Little India Station and Punggol Coast Station on the NEL, MR-2 will be progressively deployed to more public transport hubs by 2026.
- Rail Incident Management System (RIMS) – an app that leverages AI and data analytics to provide passengers with real-time service updates in a train service disruption. Uniquely, RIMS recommends alternative travel options based on the individual user’s location and offers information to help in making travel decisions. It was piloted at NEL Serangoon Station in 2024.

We participated in the Singapore International Transport Congress & Exhibition (SITCE) in partnership with LTA and UITP. Besides a mega showcase of the solutions and technologies that we employ in our bus and rail operations – to enhance reliability and safety, enhance customer experience, boost productivity and efficiency

– some of our technical experts also shared experiences and best practices at the various forums and technical sessions. MoUs were also inked with several leading organisations such as USA’s IBM, France’s Alstom and Singapore’s TNT Surveillance to formalise collaborations in asset management, safety, sustainability, and other key areas.

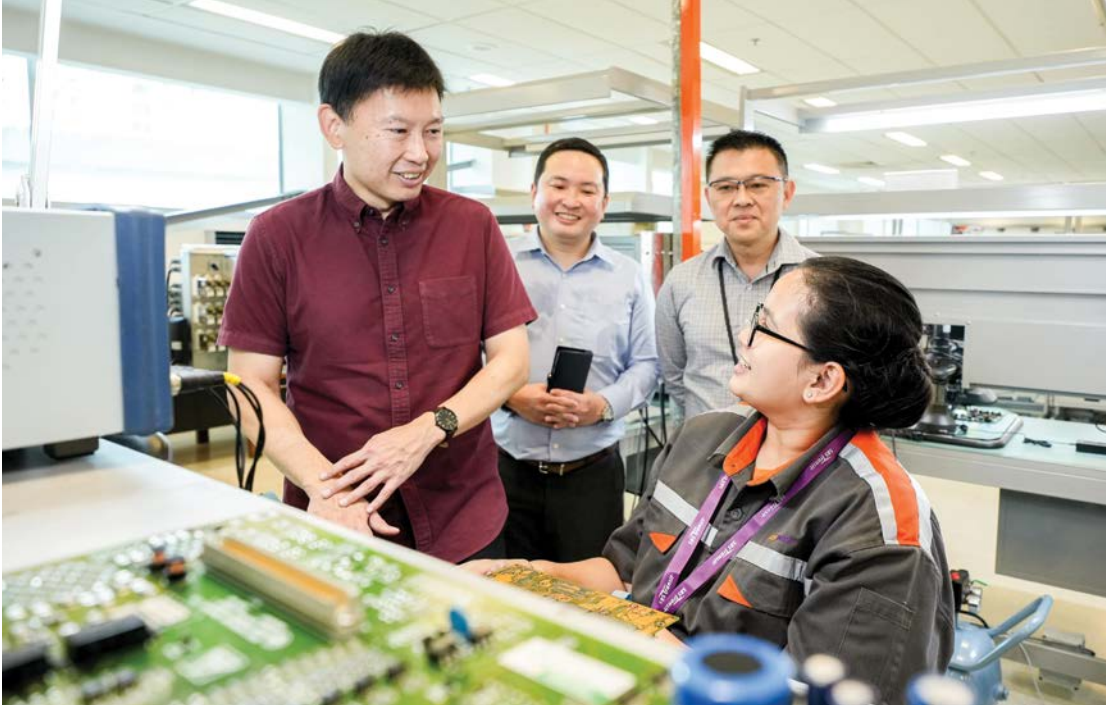
Notably, our partnership with IBM is the first-of-its-kind in the Asia-Pacific that leverage generative AI for rail asset management. By integrating IBM’s Maximo Application Suite with our proprietary technology, we would have an intelligent asset management system with real-time monitoring, predictive maintenance, and reliability planning capabilities. This will significantly enhance maintenance planning and operational efficiency for use in the industry.

With Alstom, our partnership to implement the Optimised Timetable for Energy Savings will reduce energy consumption as we work to effectively transfer regenerative braking energy captured from arriving trains to power accelerating trains leaving our stations by synchronising their schedules.

During the year in review, we continued to be in collaboration with leaders in the land transport industry such as Beijing Public Transport Corporation, BYD, CRRC Nanjing Puzhen, Etihad Rail, Hitachi Rail, Hyundai Rotem, JR East Singapore, Nanjing Metro Group, RATP Dev, Shanghai Shentong Metro Group, Siemens Mobility, and Taipei Rapid Transit Corporation. Through partnerships, we share best practices and experiences, which serve to further enhance our expertise and strengthen our capabilities.

The first among employers, we joined hands with SG Enable, ITE and SIM People Development Fund to provide internship and employment opportunities for ITE students with disabilities who are enrolled in engineering courses.





We also leverage our extensive experience in rail operations and maintenance to support our parent company, ComfordDelGro, in its bids and mobilisation plans for rail projects in France and Sweden.

Significantly, we also conduct our business with a heart as we continue to foster an inclusive workforce through meaningful collaborations. The first among employers, we joined hands with SG Enable, ITE and SIM People Development Fund to provide internship and employment opportunities for ITE students with disabilities who are enrolled in engineering courses. Under the Enabling Pathway Programme, we redesigned jobs in our workshops in consultation with SG Enable job coaches. In 2024, three ITE students joined the programme to gain practical hands-on experience and were offered employment which includes full sponsorship for enrolment in the ITE's Work Study Diploma in land transport engineering.

Meanwhile, we have 36 employees with disabilities working in frontline and support roles. Our target is to hire 100 of them over the next three years.

To guide our efforts in Corporate Social Responsibility, we have established a C2E2 framework encompassing Corporate Philanthropy, Corporate Partnership, Employee Voluntarism and Environment Stewardship.

Working with Community Chest as our partner, we have participated in numerous of their programmes based on our C2E2 framework in an effort to improve lives in the community. These included fund-raising activities with our business partners contributing largely to our target sum. In 2024, we successfully raised \$250,000. Our employees also joined hands to pack and distribute "Fu Dai" bags for seniors and families in need during the Chinese New Year at an event organised by the Community Chest. We also organised an outing for beneficiaries of Community Chest, some of whom have disabilities, to Gardens by the Bay.

As an environmental steward, we also partnered the Public Hygiene Council to keep Singapore clean. We sponsored a CleanPod at Gardens by the Bay where members of the public can borrow a litter-picking tool to clean up public areas. Our employees and their family members have also volunteered in some of these clean up sessions.

Contingency Planning

In 2024, we conducted 732 Red Teaming exercises across our bus operations to assess our staff readiness in identifying and responding to potential threats. An external security audit, conducted under the LTA's Code of Practice, was successfully completed with no non-compliance observed.

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We conducted four disruption exercises at the Ang Mo Kio, Tampines North, and Yio Chu Kang Bus Interchanges, as well as Shenton Way Bus Terminal. Scenarios included explosions, bomb threats, and knife attacks, enabling us to review, validate, and enhance our drawer plans to ensure our bus services can continue to operate with minimal inconvenience to our passengers. These exercises also familiarised employees with protocols to ensure swift and decisive responses during crises.

In May 2024, we supported a joint ground deployment exercise with the Singapore Civil Defence Force (SCDF) and Ang Mo Kio Hub, involving a chemical attack at the Ang Mo Kio Bus Interchange. This exercise enabled us to evaluate our emergency response protocols, including evacuation and search-and-rescue operations.

Concurrently, the rail business conducted 20 ground exercises across our rail network. These included "Exercise Endeavour," "Exercise Harmony," "Exercise Clarion," and "Exercise Pinnacle," which tested our response to train service disruptions. Involving evacuation procedures and the activation of bridging bus services, they validated our drawer plans and tested our responsiveness and level of preparedness in such contingencies.

At our rail depots, "Exercise Unicorn" and "Exercise Phoenix" were also conducted involving simulated explosives and chemical threats.

In two rail evacuation exercises under "Exercise Escape Shaft," students, teachers, and parents from two schools – Maris Stella High School and

Naval Base Secondary School – were invited to participate in a tunnel evacuation conducted during engineering hours. Upon evacuation from a train, they walked on the tracks and exited the station through an escape shaft based on the scenario of a stalled train in the tunnel and the station being closed due to an incident. These exercises provided a touch of realism and helps to equip participants in responding to such a situation in an eventuality.

Notably, we participated in two exercises led by the LTA – "Exercise Greyhound" that simulated a multi-line service disruption while "Exercise Station Guard" aimed to strengthen security in our MRT stations. Agencies and the rail operators worked together to coordinate their incident management responses.

Besides these, we worked with the SCDF on "Exercise High Flame" to review and execute our contingency response to fire incidents at our MRT stations. Separately, we also carried out "Exercise High Waters" to validate our flood response emergency protocols.

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Enhancing the Customer Experience

Customer experience remains at the heart of what we do. From enhancing the travel experience and promoting safety to engaging with schools and communities and implementing inclusivity programmes, we are committed to making journeys better for our passengers. In 2024, our efforts were focused on initiatives and programmes that included these:

School-Friendly Bus Service

In response to the shortage of private school bus drivers, we launched a school-friendly public bus service to provide a safe and supportive transport option for young students. Collaborating with Townsville Primary School in Ang Mo Kio, we designated Service 261, which serves the school, to teach students how to travel safely and independently. Service ambassadors, including parent volunteers, monitor the students onboard and guide them to cross the road carefully at pedestrian crossings. To raise awareness of the service, the three buses in the programme featured a special exterior design. The trial service was well received and is continuing for a second year in 2025, with plans to expand to more schools.

Supporting First-and-Last Mile Connectivity

To encourage public transport usage, we partnered with Anywheel and GetGo to enhance first- and last-mile connectivity through shared bicycles and cars. Through our collaboration with Anywheel, passengers can now reserve bicycles near bus stops in advance via the SBS Transit mobile app, improving journey planning and reliability for them.

Encouraging Safe Commuting

We piloted safety announcements on Bus Services 99 and 147 to remind passengers to hold onto support when the bus doors close. Aimed at promoting safety on public buses, plans are underway to extend the announcements to more buses in 2025.

The “Flag the Bus Early” campaign continued to highlight the importance of flagging the bus early for safer commuting. Safety messages were repeated on buses’ Electronic Display Systems to encourage passengers to flag their buses in advance for smoother journeys.

The “No-Falls-On-Board” campaign continued and has been expanded to new locations. Flyers and tissue packs with safe bus commuting tips were distributed at places commonly frequented by elderly passengers, such as polyclinics.

...we launched a school-friendly public bus service to provide a safe and supportive transport option for young students.



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Meanwhile, at our MRT stations, we continued with our escalator safety programme by encouraging passengers to carefully hold onto the escalator handrails and use the lift if they carry bulky items, travel with prams, or use wheelchairs. Safety messages were also broadcast in Chinese dialects besides the four official languages at selected stations.

At the Singapore Road Safety Council's Road Safety Month in June 2024, we educated passengers on holding onto support and remaining seated until the bus comes to a complete stop. To raise awareness about blind spots, members of the public were invited to sit in the bus driver's seat, providing a hands-on understanding of the challenges Bus Captains face in detecting vehicles and pedestrians.

In collaboration with the Police and the Singapore Road Safety Council, we organised the "Be Road Safe for Life" event at the Road Safety Park along East Coast Parkway. We installed new safety bollards, educational banners, and revitalised three bus stops to enhance road safety education and offer practical and fun learning experiences for visitors.

Improving Commuting Infrastructure

To further enhance the overall commuting experience, we commenced upgrading works at Ang Mo Kio, Clementi, Sengkang, Serangoon, and Toa Payoh Bus Interchanges in collaboration with the LTA. These upgrades included the installation of new air-conditioning and lighting systems to create a more comfortable environment for passengers. Inclusivity was also a key focus, with enhancements such as priority queue zones, wheelchair-accessible restrooms, tactile guide paths, and Braille signs on handrails to better cater to the needs of all commuters.

At the Sengkang Town Centre LRT Station, upgrading works were also carried out to improve passenger flow and enhance commuter convenience. Each of the four LRT loop routes now has a dedicated stopping location at the platforms, replacing the previous shared stopping point system. Additional improvements included new signs, queue markings, and a tactile guiding system to facilitate smoother boarding and alighting.

Making Travels Better

- Concierge Robot**
 To enhance convenience and accessibility for our passengers, we introduced our Concierge Robot at Harbourfront Bus Interchange. It assists with travel information, bus schedules, fare calculations, and even facilitates video calls with interchange staff. It also guides passengers to nearby facilities and bus berths, improving accessibility for all commuters.
- Music in Stations**
 We introduced music in our MRT stations to start the day on a positive tempo and end it on a relaxing note for our passengers. Together with schools that are on our "Adopt-a-Station" programme, we play the students' original compositions that showcase their talent in our MRT stations. Besides schools such as the Methodist Girls' School, Raffles Girls' School, and School of the Arts (Singapore), it also includes Faith Music Centre with its inclusive bands of musicians with disabilities.

Expanding on our efforts to bring music into our stations, we partnered Play It Forward Singapore, a homegrown public piano movement, to place our first refurbished public piano at Tampines Station on the DTL. Passengers are invited to play on the ivory keys to produce tunes that contribute to making journeys joyful for fellow passengers. We also worked with ART:DIS, a non-profit organisation supporting artists with disabilities, to design a nature-themed backdrop, resulting in a colourful touch to the station.

Together with schools that are on our "Adopt-a-Station" programme, we play the students' original compositions that showcase their talent in our MRT stations.



- **Arts in the Public Transport Hubs**

We added vibrancy to our stations by collaborating with renowned local artist, Mr Yip Yew Chong, to create a series of 12 artworks that offer a creative interpretation of the individual station's surroundings. To be unveiled progressively from November 2024, the installations are designed to be Instagrammable.

We also partnered with the National Arts Council to introduce live busking at selected transport hubs, enlivening the space with music for passengers on the go.

- **Themed MRT Station**

As part of our efforts to enhance the vibrancy of our stations, we tied up with Defence Collective Singapore to present Singapore's defence story on our public transport network. Our Expo Station on the DTL, which is a short distance away from the Navy Museum, was transformed as installations including a 3D submarine model and augmented reality elements such as Instagram filters were put on showcase. A year-long initiative since March 2024, "Our Defence Story on the Move" offers a unique and immersive experience to raise awareness of our nation's maritime defence and encourage the public to check out the Museum nearby.

- **Scent in Stations**

During the Christmas season, we introduced Singapore's first sensory experience in our MRT network in collaboration with Lynk Fragrance. Selected DTL stations were infused with Frosted Fir, a festive fragrance made from natural ingredients. Its refreshing fir and pine notes created a subtle, uplifting ambience, enhancing the festive spirit for our passengers and made their journeys more delightful.

Inclusivity in Travel

- **Supporting Persons with Disabilities**

We worked with the Handicaps Welfare Association and Singapore National Stroke Association in our Travel Buddy Programme — an initiative where trained staff accompany persons with disabilities on their public transport journeys to help them gain confidence in navigating their journeys safely and independently.



We continued working closely with Waymap, a British navigation technology company, to enhance Waymap-SG, a free audio-based wayfinding app for the visually impaired. In 2024, the app was enhanced to support wheelchair users and feature a more user-friendly onboarding process.

To provide a more inclusive commuting experience for passengers with autism and their caretakers, we collaborated with the LTA to pilot a sensory toolkit at seven MRT stations and bus interchanges. The toolkit contains items designed to help individuals manage meltdowns or sensory overload during their journey, providing comfort and support.



- **Promoting Community Awareness**

In line with our commitment to promote inclusivity on public transport, we partnered with the Public Transport Council (PTC) and schools to set up community engagement booths at transport premises to promote care and graciousness.

"Our Defence Story on the Move" offers a unique and immersive experience to raise awareness of our nation's maritime defence.

OPERATIONS REVIEW

In partnership with Dementia Singapore, we piloted an experiential learning programme for our "Find Your Way" initiative with Jing Shan Primary School and Singapore Polytechnic. Students gained practical knowledge on how to assist persons living with dementia by guiding them to their intended boarding berths and station exits using nostalgic wall icons and directional floor arrows.

We also collaborated with the Singapore Polytechnic and AWWA @ Bedok, a special education school, to launch our first inclusive art programme and foster greater empathy for persons with disabilities. Students from both institutions worked together to create artworks using recycled materials, which were put on display at our Bugis Station on the DTL.

- **Standing in Support**

Furthering our advocacy for inclusivity, we participated in the 2024 Purple Parade with a 100-strong contingent, marching alongside the One Transport family comprising the PTC, LTA, and other public transport operators under the Caring SG Commuters umbrella. This event celebrated the abilities of persons with disabilities.

- **Encouraging Safe and Independent Travel**

As part of our commitment to inclusivity and sustainability, we donated a decommissioned bus each to two special education schools – Metta Maitri School and St. Andrew's Mission

School – to provide their students with a safe environment to practise essential skills in taking public buses such as boarding, alighting, and tapping their EZ-Link cards.

Similarly, we partnered with Ang Mo Kio - Thye Hua Kwan Hospital to familiarise patients on Personal Mobility Aids navigate their way on a bus. Special arrangements to provide a vacant bus at the Yio Chu Kang Bus Interchange for this purpose have empowered 31 individuals to travel confidently and safely since November 2022. This initiative was recognised with the Star Award at the LTA Public Transport Safety and Security Awards 2024.

- **Automated External Defibrillators on Buses**

We collaborated with the SCDF to equip 56 vehicles – 53 public buses and three service cars – with Automated External Defibrillators (AEDs). As the first public transport operator to join the AED-on-Buses programme, we selected routes with high elderly ridership and those

We donated a decommissioned bus each to two special education schools – Metta Maitri School and St. Andrew's Mission School – to provide their students with a safe environment to practise essential skills in taking public buses.



...serving industrial areas where AED access may be limited. Our Bus Captains on these routes have received refresher training in performing Cardiopulmonary Resuscitation (CPR) and using the AED to effectively support the programme.

Community Engagement and Education

In 2024, we organised 78 learning journeys at our depots and public transport hubs, showcasing our efforts in enhancing commuting efficiency and reducing environmental impact. We also highlighted our scholarship and job opportunities. These sessions, attended by more than 2,300 students – including those from special education schools, offered insights into our operations. We also conducted close to 30 school talks to educate young passengers about travel etiquette and safety on public transport, as well as 12 career talks aimed at attracting young talent to consider a future in the transport industry.

To empower students with special needs, we conducted 88 learning journeys on our CARES Community Bus, benefitting more than 700 students. These sessions provided familiarisation training in a safe and controlled environment, where students practised essential commuting skills, such as boarding and alighting safely, understanding safety features, and navigating public transport with confidence.

Voice of Our Passengers

In the year under review, passengers continued to appreciate our efforts to enhance their travel experience. We received over 52,000 compliments and commendations, a 3.1% increase from the previous year's 50,000. Valid complaints decreased by 9.2% to 4,465. For every one million passenger trips, we received 39.9 compliments and commendations and 3.42 valid complaints. This motivates us to further improve our services to better serve our passengers.

Passenger Satisfaction

In the Public Transport Council's annual commuter satisfaction survey, we achieved a satisfaction rating of 94.1%, exceeding the industry average of 93.0%. For rail services, we scored 8.1 compared to the industry average of 8.0, while our bus operations scored 7.7, on par with the bus industry average.



Conducted

88

learning journeys on our CARES Community Bus



In our annual Customer Satisfaction Surveys conducted by an independent research firm, we maintained our performance for bus services under the Seletar and Bukit Merah Bus Packages, achieving 80% and 88% satisfaction ratings, respectively. Additionally, 87% of respondents considered us a reliable bus operator, though waiting time and journey comfort were identified as areas for improvement.

For rail services, we recorded 94% and 95% satisfaction ratings for NEL and DTL, respectively, with over 90% of respondents rating our train services as reliable. Although our rail operations performed well, we remain committed to improving comfort and customer service, which received comparatively lower scores than other service attributes.

OPERATIONS REVIEW

SINGAPORE

Other Commercial Services

- BUS ADVERTISING • IN-TRAIN ADVERTISING • BUS HUB ADVERTISING • TRAIN SPACE ADVERTISING • SHOP SPACE • ROAD SHOW SPACE



\$59.8

Revenue (\$\$'Million)



60

Total number of employees

Advertising

Moove Media, our sister company, continues to develop innovative and eye-catching campaigns that capture consumers' attention. With an extensive portfolio of advertisements on buses, trains, and at transport hubs, it injects colour and vibrancy into the commuting experience.

One standout campaign featured two pairs of mega robotic arms atop buses, created for the Singapore University of Technology and Design. Spanning 6.4m tall and 2.4m wide, it is three times larger than a typical 3D bus installation. Taking approximately 600 man-hours to bring to life, it stands as Moove Media's largest and most innovative 3D bus installation to date.

At Dhoby Ghaut MRT Station on the North East Line (NEL), ECCO's GRUUV shoe collection was prominently featured in a striking 3D installation that was about two-metre tall. Commuters could

also scan a QR code to receive a \$50 discount on their next purchase, adding an element of surprise and delight to their journey.

Moove Media also brought Amazon's Black Friday Sale to the forefront of commuters' attention



with 3D pop-up advertisements on the station's pillars. Featuring models of items like cooking pots and electronic gadgets, these eye-catching executions stood out for their creativity and impact at the Dhoby Ghaut MRT Station.

Commuters were also treated to another unique experience at the Dhoby Ghaut MRT Station – a multi-sensory one. With the delicious scent of smoky barbecue, the sounds of a sizzling grill, and waves lapping in the background, commuters were transported to the beachfront for the Sentosa GrillFest.

Meanwhile, Moove Media significantly expanded its digital advertising presence with the introduction of seven new digital screens: Clementi Joy, Bukit Panjang Green, Beauty World Belle, Newton Jazz, Chinatown Zen, Woodleigh Wiz, and Punggol Coast Duo. This expansion brings the total number of large digital screens to 17. Notably, the Punggol Coast Duo features two impressive 12-metre-long screens along the concourse of Punggol Coast Station, providing advertisers with exceptional visibility for their campaigns.

To cater to the varied needs of advertisers, Moove Media introduced two new advertising offerings: Mooving 6-sheets and Rail on Radio. Mooving 6-sheets replicates the dimensions of a 6-sheet poster and is installed on bus exteriors to offer advertisers a wider reach compared to static advertisement panels on linkways. Rail on Radio, on the other hand, captures listeners' attention through audio advertisements in MRT stations. For example, during the Singapore Grand Prix, commuters could hear the roar of race cars zooming past, accompanied by a popular race car champion inviting them to the races as they waited for their trains.

Rental Of Commercial Spaces

In 2024, we successfully leased 98% of the commercial spaces in our transport hubs. Our tenant mix was predominantly food and beverage outlets, complemented by retail and convenience stores, as well as medical, education, and beauty and wellness services.

To enhance the retail experience for passengers, we introduced our first-ever pushcart at Bugis MRT Station on the Downtown Line (DTL). Additionally, we installed more vending machines to cater to the demand for trading cards and accessories. At HarbourFront MRT Station on the NEL, visitors can easily purchase souvenirs from a vending machine, including magnets featuring Singapore landmarks and popular local dishes, as gifts to take home.



To support our tenants, we organised promotional campaigns to encourage sales. During festive periods such as Lunar New Year and Christmas, passengers who met minimum spending requirements received exclusive giveaways like chopsticks with calligraphy text and diary planners. The celebrations were further enlivened by mascot appearances, including the God of Fortune and Santa Claus, adding to the festive cheer. We also gave out honey sticks for free to passengers who travelled during off-peak hours and spent a minimum amount at selected shops at the bus interchanges.

As part of our commitment to social inclusion, we partnered with Project Dignity to launch Dignity Kitchenette at Yio Chu Kang Bus Interchange in October 2024. Offered without any rental fee, the kitchenette provides employment opportunities for the differently-abled and disadvantaged.

To promote sustainability, we collaborated with Green Sproutz Singapore to organise an upcycling windchime workshop at our Sengkang and Tampines MRT Stations. Participants transformed recycled materials like cardboard egg cartons and fabric scraps into wind chimes while learning about sustainability and upcycling.

Plans are underway to launch the Wellness Village at Tampines Station on the DTL by June 2025. This new space will offer a variety of food, beverages, and other retail options, serving both passengers and residents in the area. Additionally, it will feature a dedicated community space for hosting events and activities, fostering social interaction and community engagement.

As part of our commitment to social inclusion, we partnered with Project Dignity to launch Dignity Kitchenette at Yio Chu Kang Bus Interchange in October 2024. Offered without any rental fee, the kitchenette provides employment opportunities for the differently-abled and disadvantaged.

CORPORATE GOVERNANCE

SBS Transit Ltd (“**SBS Transit**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) believes that long-term shareholder value, a fundamental measure of our success, can only be achieved and maintained through good corporate governance.

We will continue to:

- Focus unreservedly on our customers;
- Make sound corporate decisions that prioritise enhancement of long-term shareholder value over short-term gains;
- Maintain our lean culture through cost efficiencies to drive value creation without compromising service quality;
- Build a sustainable talent pool to address the evolving and complex demands of the industry in a highly competitive market;
- Commit to sustainability to make a positive impact on society and the environment; and
- Promote a culture of diversity and inclusivity in the workplace.

Corporate Governance Statement

SBS Transit strongly believes that good corporate governance makes sound business sense. To this end, the Group maintains the highest standards of corporate governance, professionalism and integrity as we build an organisation that our shareholders, employees, business partners, the authorities and other stakeholders, including labour unions, can trust and be proud of.

The Group is committed to ensuring compliance with the Code of Corporate Governance issued by the Monetary Authority of Singapore dated 6 August 2018, as amended on 11 January 2023 (the “**Code**”) and the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST Listing Manual**” or “**SGX-ST Listing Rules**”). It has put in place policies, structures and mechanisms to ensure compliance with the relevant legislative and regulatory requirements to establish a high-performing organisation with a culture of strong moral standard and consistent value system. The Group has adopted a Code of Business Conduct, which sets out the principles and policies upon which the Group’s businesses are to be conducted, and has implemented a Whistleblowing Policy which provides a mechanism for employees and external parties to raise concerns about possible improprieties in financial reporting or other improper business conduct, whilst maintaining confidentiality of the identity of whistleblowers and protecting them from reprisal within the limits of the law.

This report sets out the corporate governance practices that were in place during the Financial Year ended 31 December 2024 (“**FY2024**”). The Group has fully complied with the Code in FY2024.

1. Board Matters

The Board of Directors (the “**Board**”) has a duty to protect and enhance the long-term value of the Group and achieve sustainable growth for the Group. It sets the overall strategic direction of the Group and oversees the proper conduct of the business, performance and affairs of the Group. Board members are expected to be aware of their legal responsibilities, act in good faith and exercise independent judgement in the best interests of the Company, which includes the exercise of due care and diligence to avoid any conflict of interest.

In appointing Directors, the Company seeks individuals who have integrity, expertise, business acumen, shareholder orientation and a genuine interest in the Group.

Principle 1: The Board’s Conduct Of Affairs

Board’s Role and Responsibilities

At the helm of the decision-making process of the Company is the Board. The Company has an effective Board led by the Independent Non-Executive Chairman, Mr Bob Tan Beng Hai (the “**Chairman**”), which is responsible for and works with Management to achieve long-term success of the Company by:

- Providing entrepreneurial leadership and guidance, setting strategic directions and objectives of the Group (which include appropriate focus on value creation, engagement, innovation and sustainability) and ensuring that adequate financial and human resources are in place to achieve the objectives;
- Ensuring that appropriate and adequate systems of internal controls, risk management processes and financial authority limits are in place to safeguard shareholders’ interests and the Group’s assets, and to achieve an appropriate balance between exposure to risks and the Group’s performance;
- Challenging Management constructively and reviewing its performance;

- (iv) Instilling an ethical corporate culture and ensuring the Group's values, standards, policies and practices are consistent with the Group's culture;
- (v) Guiding Management in the Group's strategy and approach for addressing the concerns and needs of key stakeholder groups, and ensuring accountability to all stakeholders; and
- (vi) Considering environmental, social and governance ("ESG") issues as part of its strategy for sustainability.

The Board comprises two different classes of Directors, with two Executive Directors ("ED") and nine Non-Executive Directors ("NED"). Each class of Directors has a different role:

Executive Directors

The EDs are part of the senior management team and are actively involved in the day-to-day operations of the business. The EDs' key responsibilities include:

- (i) Providing insights into the Group's day-to-day operations;
- (ii) Presenting Management's perspective while maintaining accountability to the Board; and
- (iii) Collaborating closely with the NEDs for the long-term success of the Group.

Non-Executive Directors

The NEDs are not employees of the Group and do not participate in the day-to-day operations. Their key responsibilities include:

- (i) Staying informed about the Group's business and activities;
- (ii) Constructively challenging Management and contributing to the development of the Group's strategy;
- (iii) Evaluating Management's performance in achieving goals and objectives; and
- (iv) Participating in decisions regarding the appointment, assessment and remuneration of EDs and key management personnel ("KMP").

1.1 Conflicts of Interest

All Directors are required to avoid situations where their own personal or business interests may conflict or appear to conflict with the interests of the Group. In the event that a Director has a conflict of interest, or it appears that he/she may have a conflict of interest in relation to any matter, the Director must immediately declare his/her interest at a meeting of the Board or send a written notice to the Board and the Company containing details of his/her interest in the matter and the

actual or potential conflict, and recuse himself/ herself from participating in any discussion or decision on the matter. In the case of any matter where the Chairman is conflicted, such as his remuneration or re-election as a Director, he will similarly recuse himself from participating in the discussion and decision-making; and the other Directors may elect someone among themselves to preside over the discussion and lead the Directors in decision-making.

1.2 Directors' Competencies, Induction, Training and Development

Upon appointment, the Director will be issued an official letter of appointment, which clearly sets out his/her role, duties and responsibilities and the Company's expectations of him/her. The new Director will also receive a copy of the Company's Constitution, the Company's current and previous years' annual reports and the corporate structure chart of the Group.

Management will conduct a comprehensive orientation programme for newly appointed Directors, which covers, among other matters, duties as a Director and how to discharge those duties, key aspects of the Group's businesses, including financial and corporate governance policies. Site visits will also be arranged for new Directors so that they can better familiarise themselves with the Group's operations. When a Director is appointed to a Board Committee, he/she is provided with a copy of the relevant Board Committee's terms of reference.

If the newly appointed Director has no prior experience as a Director of a company listed on the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the SGX-ST Listing Rules require that such Director must undergo mandatory training as prescribed in the rules within one year of appointment. In this respect, all our newly appointed Directors who are required to undergo such training, conscientiously commit their time and effort to complete the training within the first year of appointment. Dr Christina Lim Yui Hung and Mr Edwin Yeo Teng Chuan, who were appointed to the Board on 1 October 2023 and 1 January 2024 respectively, and were first-time directors of a company listed on the SGX-ST, have completed the prescribed mandatory training.

Directors are encouraged to undergo continual professional development by attending relevant training programmes, seminars and courses organised by the Singapore Institute of Directors ("SID") and other professional bodies to enhance their knowledge and skills and better equip themselves to effectively discharge their duties as Directors of the Company. The fees for the courses are paid for by the Company. The Chairman and the Nominating and Remuneration Committee review each Director's training and professional development needs on a yearly basis.

CORPORATE GOVERNANCE

The Company Secretaries update and brief the Board on corporate governance practices and changes in or updates to the relevant legal and regulatory requirements pertaining to the Group's businesses. External consultants are also engaged to conduct seminars on specific topics as and when necessary. In FY2024, Messrs Rajah and Tann Singapore LLP conducted a seminar on Interested Party Transactions and Conflict of Interest Issues for Directors of Listed Companies and their Subsidiaries.

A half-day course conducted by the Land Transport Authority of Singapore on the areas of Land Transport Planning and Financing, and Land Transport Sustainability and Technology, covering the subjects of Land Transport Master Plan, financing models for sustainable public transport system, and vehicular electrification, was also organised for the Directors.

In addition, the Company constantly encourages and sponsors Directors to attend training conducted externally which is relevant to their discharge of their duties, particularly with regards to new developments. In 2024, Directors also had the opportunity to attend the programmes at the LTA-UITP Singapore International Transport Congress & Exhibition (SITCE).

Regular presentations are made by Management to the Board to enable the Directors to better familiarise themselves with the Group's businesses. Site visits for the Board are also organised from time to time to enable the Directors to learn more about the Group's operations. During such visits, the Directors spend time with Management to discuss key strategies and policies pertaining to, not just Company-specific operations, but also the Group's businesses in general, as well as new technologies being trialled or developed by the Company. Such meetings help the Directors to be better equipped to make informed decisions relating to the future direction of the Group.

The Group also holds strategy meetings at least once every two years for the Board to collaborate with Management in developing and reviewing the Group's future plans and proposals for new business opportunities. In November 2024, the Board held its latest strategy meeting in Beijing, China. This occasion allowed the Board and Senior Management to observe the city's rail and bus public transport operations and engage in valuable exchanges of ideas and experiences with local leading public transport operators.

In FY2024, the Directors attended the courses/seminars listed below:

DATE	TRAINING PROVIDER	TOPIC	ATTENDED BY:
10/01/2024	Singapore Institute of Directors	Audit and Risk Committee Seminar 2024	Susan Kong Yim Pui Edwin Yeo Teng Chuan
01/03/2024	Singapore Institute of Directors	DFF – Director Financial Reporting Fundamentals	Edwin Yeo Teng Chuan
05/03/2024 - 06/03/2024	Singapore Institute of Directors	LED 1 – Listed Entity Director Essentials	Edwin Yeo Teng Chuan
07/03/2024	Singapore Institute of Directors	LED 2 – Board Dynamics	Edwin Yeo Teng Chuan
08/03/2024	Singapore Institute of Directors	LED 4 – Stakeholder Engagement	Edwin Yeo Teng Chuan
12/03/2024	Singapore Institute of Directors	LED 9 – Environmental, Social & Governance Essential	Edwin Yeo Teng Chuan
13/03/2024	Singapore Institute of Directors	LED 3 – Board Performance	Edwin Yeo Teng Chuan
14/03/2024	Singapore Institute of Directors	LED 5 – Audit Committee Essentials	Edwin Yeo Teng Chuan
15/03/2024	Singapore Institute of Directors	LED 6 – Board Risk Committee Essentials	Edwin Yeo Teng Chuan
07/05/2024	SGX-ST	Sustainability as Corporate Strategy: Risks & opportunities Beyond Reporting	Lee Sok Koon
08/07/2024	Rajah and Tann Singapore LLP	Talk on Interested Person Transactions and Conflict of Interest Issues for Directors of Listed Companies and their Subsidiaries	Bob Tan Beng Hai Jeffrey Sim Vee Ming Lim Tien Hock Desmond Choo Pey Ching Patrick Daniel Susan Kong Yim Pui Lee Sok Koon Christina Lim Yui Hung Tan Kim Siew Edwin Yeo Teng Chuan

DATE	TRAINING PROVIDER	TOPIC	ATTENDED BY:
09/07/2024	Singapore Institute of Directors	LED 1 – Listed Entity Director Essentials	Christina Lim Yui Hung
11/07/2024	Singapore Institute of Directors	LED 2 – Board Dynamics	Christina Lim Yui Hung
15/07/2024	Singapore Institute of Directors	LED 3 – Board Performance	Christina Lim Yui Hung
16/07/2024	Singapore Institute of Directors	LED 4 – Stakeholder Engagement	Christina Lim Yui Hung
17/07/2024	Singapore Institute of Directors	LED 9 – Environmental, Social and Governance Essentials (Core)	Christina Lim Yui Hung
21/08/2024	Singapore Institute of Directors	CTP 20: Directors Sued/Charged: Lessons from Recent Cases	Lim Tien Hock Susan Kong Yim Pui Edwin Yeo Teng Chuan
01/10/2024	Singapore Institute of Directors	SID Directors Conference 2024 – Directorship in Transition: Redefining Roles, Risks and Results	Lee Sok Koon Lim Tien Hock
14/10/2024	Land Transport Authority - LTA Academy Bedok Campus	Land Transport Planning, Financing, Sustainability and Technology	Bob Tan Beng Hai Cheng Siak Kian Lim Tien Hock Patrick Daniel Susan Kong Yim Pui Christina Lim Yui Hung Edwin Yeo Teng Chuan
28/10/2024	Council for Board Diversity	Leadership-in-action: Navigating Change, Creating Opportunities	Lee Sok Koon
06/11/2024 - 08/11/2024	UITP, Land Transport Authority of Singapore and MSI Global Pte Ltd	LTA-UITP Singapore International Transport Congress & Exhibition (SITCE)	Bob Tan Beng Hai Cheng Siak Kian Jeffrey Sim Vee Ming Lim Tien Hock Susan Kong Yim Pui Edwin Yeo Teng Chuan

1.3 Reserved Matters

SBS Transit has adopted clear, established and documented internal guidelines for matters which require the Board's approval. Under these guidelines, Board approval is required with regard to matters such as acquisition of business, disposal of or change in equity interests in an existing subsidiary/associate, investment in financial instruments, tender for business, assessing and approving key business decisions, funding and investment initiatives and other corporate actions. The Board also approves the financial authority limits, annual budget and capital expenditure and the release of financial results to the SGX-ST via SGXNET. In addition, the acceptance of credit facilities from banks, the establishment of capital market programmes and the issuance of debt instruments also require the approval of the Board.

The Board periodically reviews the adequacy and effectiveness of internal controls, risk management and financial authority limits to ensure that while there is delegation of authority and empowerment, there are sufficient checks and balances in place to monitor compliance with delegated limits.

1.4 Delegation by the Board

To assist the Board in the detailed consideration of the various issues at hand and to facilitate decision-making, four (4) Board Committees have been established, namely, the Audit and Risk Committee ("**ARC**"), the Nominating and Remuneration Committee ("**NRC**"), the Sustainability and Service Quality Committee ("**SSQC**"), and the Tenders and Investments Committee ("**TIC**") (collectively, the "**Board Committees**"). Ad-hoc committees are also formed to look at specific issues from time to time.

Each Board Committee is governed and regulated by its own terms of reference, which sets out the scope of its authority, duties and responsibilities, as well as the regulations and procedures governing the manner in which the Board Committee operates and how decisions are to be taken.

The terms of reference and summary of the activities of the ARC and NRC are described in further detail in the relevant sections below from pages 54 to 67.

CORPORATE GOVERNANCE

Sustainability and Service Quality Committee

The SSQC assists the Board in fulfilling its corporate governance responsibilities in relation to the Group's sustainability policies and strategies, by providing guidance and considering ESG issues as part of its business strategies. The SSQC also provides strategic directions and reviews initiatives to enhance the Group's service quality standards, reliability, customer service and safety. The SSQC will seek to integrate sustainability considerations in the business and service quality strategies of the Group in order to deliver safe, steady and sustainable outcomes that benefit stakeholders.

The SSQC Chair was assumed by Mr Patrick Daniel with effect from 25 April 2024 succeeding Professor Lim Seh Chun when he stepped down as the Company's Director.

The key terms of reference of the SSQC include the following:

- (i) Review and monitor the implementation of the Group's sustainability strategy, including materiality assessment, review of compliance with policies, and alignment of sustainable development policies with laws and regulations;
- (ii) Review and monitor Management's commitment and appropriate allocation of resources to achieving the desired outcomes of the Group's sustainability strategy;
- (iii) Establish sustainability policies and practices, set and assess ESG targets, and measure the performance against targets;
- (iv) Ensure the Group's sustainability policies, strategies and priorities are integrated into the Group's strategic plans and business goals, and are adequate for managing its ESG risks and opportunities;
- (v) Monitor and consider emerging key ESG trends and issues that may have strategic, business and reputational implications for the Group, and receive periodic reports from the Management or external parties on the same, and make recommendations to the Board as necessary;
- (vi) Review and endorse the Group's policies, practices and strategies regarding safety and health of its employees, contractors, customers and others affected by its activities, with the objective of improving its performance in relation to safety and health and to ensure compliance with related laws and regulations;
- (vii) Ensure that goals and targets in relation to workplace safety and health are considered, reviewed, communicated and achieved;
- (viii) Receive reports on the Group's performance in respect of workplace safety and health, and to provide oversight, leadership and guidance in respect thereof;
- (ix) Keep the ARC updated on the identified risks controls and risk mitigating procedures, and coordinate with the ARC in respect of workplace safety and health risk management matters to be submitted to the Board;
- (x) Review the service quality standards of the Company, and customers' feedback on the service quality standards and customer experience; and
- (xi) Provide strategic directions and review initiatives on enhancement in service quality standards and customer experience.

The SSQC oversees the workplace safety and health policy, the details of which are described in page 70.

Tenders and Investments Committee

The TIC's terms of reference are to oversee the Group's bus and rail tender strategies, provide guidance on bid preparations and offers, and advise the Group on investments in new initiatives which may include securities, financing and assets to enhance the Company's performance.

The key roles and responsibilities of the TIC include the following:

- (i) Provide guidance on tenders and competitive strategies, including the Group's bid preparations;
- (ii) Review and approve the quality and financial proposals for tenders and negotiated contracts;
- (iii) Provide guidance on new investments, including overall strategy for the investments in the prevailing commercial environment, including changes in technology, competition, regulatory framework, financial environment or any other area which may influence the performance of such investments, whether short, intermediate or long-term performance;
- (iv) Review the assessments and recommendations of Management in respect of new investments, including but not limited to the opportunities, size, structure, strategies, potential partners and risk assessment and mitigation of proposed new investments; and
- (v) Perform other oversight functions relating to tender matters and new investments as may be requested by the Board.

Although the Board Committees are empowered to make their own decisions, the Board is ultimately responsible for all decisions made by the Board Committees.

1.5 Directors' Attendance at Board and Board Committee Meetings

At least five (5) scheduled Board Meetings are held every year at regular intervals for the purpose of reviewing the results and ongoing performance of the Group, notwithstanding that the financial results are only announced semi-annually. The Board Meetings to approve the half-year financial results are held within 45 days after the end of the first half of the financial year, and not later than 60 days after the end of the

financial year for the full-year financial results. A separate Board Meeting is also held in the last quarter of each year after the budget of the Company's subsidiaries has been approved, to review and adopt the Group's annual budget. Ad-hoc Board and Board Committee Meetings are also held from time to time when the need arises.

Directors who are unable to attend meetings in-person can participate in the discussions through video/audio/tele-conferencing. Decisions of the Board and Board Committees on matters in the ordinary course of business may also be obtained via circular resolutions. Directors are free to seek clarifications and explanations from the Management on the reports and papers submitted to the Board and Board Committees.

Attendance of directors at annual general meeting, board and board committee meetings in 2024

NAME	DIRECTORS' MEETING ATTENDANCE REPORT						
	NO. OF MEETINGS HELD IN FY2024						
	AGM/EGM	RETREAT	BOARD	ARC	NRC	TIC	SSQC
	1	1	5	4	3	1	4
BOB TAN BENG HAI	1/1	1/1	5/5	–	3/3	1/1	4/4
CHENG SIAK KIAN	1/1	1/1	5/5	–	3/3	1/1	–
JEFFREY SIM VEE MING	1/1	1/1	5/5	4/4 ⁽¹⁾	3/3 ⁽¹⁾	1/1	4/4
LIM TIEN HOCK	1/1	1/1	5/5	4/4 ⁽²⁾	–	1/1 ⁽²⁾	3/3 ⁽²⁾
DESMOND CHOO PEY CHING	1/1	1/1	4/5 ⁽³⁾	–	3/3	–	–
PATRICK DANIEL	1/1	1/1	5/5	–	–	–	4/4
SUSAN KONG YIM PUI	1/1	1/1	5/5	4/4	3/3	1/1	–
LEE SOK KOON	1/1	0/1 ⁽⁴⁾	5/5	4/4	–	1/1	–
CHRISTINA LIM YUI HUNG	1/1	1/1	5/5	–	–	–	4/4
TAN KIM SIEW	1/1	1/1	5/5	4/4	3/3	–	–
EDWIN YEO TENG CHUAN	1/1	1/1	4/5 ⁽³⁾	4/4	–	–	–
CHUA MUI HOONG	1/1	–	1/1 ⁽⁵⁾	–	–	–	1/1 ⁽⁵⁾
LIM SEH CHUN	1/1	–	1/1 ⁽⁵⁾	–	1/1 ⁽⁵⁾	–	1/1 ⁽⁵⁾
YU CHING MAN	1/1	–	1/1 ⁽⁵⁾	–	–	1/1 ⁽⁵⁾	1/1 ⁽⁵⁾

Legend:

- Independent Non-Executive Director
- Non-Independent Non-Executive Director
- Non-Independent Executive Director

Notes:

- (1) Mr Jeffrey Sim Vee Ming is not a member but attended meetings by invitation of the Audit and Risk Committee and Nominating & Remuneration Committee respectively.
- (2) Mr Lim Tien Hock is not a member but attended meetings by invitation of the Audit and Risk Committee, Tenders and Investments Committee and Sustainability and Service Quality Committee respectively.
- (3) Mr Desmond Choo Pey Ching and Mr Edwin Yeo Teng Chuan sent their apologies for not being able to attend the SBS Transit Board Meeting held on 13 May 2024. Mr Yeo was unable to re-schedule an engagement that was planned before the Company confirmed his appointment.
- (4) Ms Lee Sok Koon sent apologies for not being able to attend the SBS Transit Board Retreat due to a family emergency.
- (5) Ms Chua Mui Hoong, Professor Lim Seh Chun and Professor Yu Ching Man stepped down as Directors of the Company at the Company's 31st Annual General Meeting held on 25 April 2024.

CORPORATE GOVERNANCE

1.6 Access to Information

Prior to each Board and Board Committee Meeting, and where needed, Management provides Directors with complete, adequate and timely information to enable them to make informed decisions and discharge their duties and responsibilities. The Board also receives monthly management accounts, updates on key performance indicators and quarterly investor relations ("IR") reports covering IR activities and updates of analysts' and investors' views and comments. This enables the Board to make informed and sound business decisions and to keep abreast of key challenges, opportunities and developments for the Group. As a general rule, reports to the Board and Board Committees are disseminated to Directors prior to meetings to provide sufficient time for review and consideration, so that discussions at the meetings are productive and effective. All information is encrypted if distributed electronically.

Directors can request for additional information and have full access to Management. Management provides information requested by Directors for their meetings and decision-making in a timely manner.

1.7 Independent Professional Advice

Should there be a need to obtain independent professional advice on matters relating to the businesses of the Group or issues affecting the duties of the Directors, the Company will arrange for the appointment of relevant professional advisers at its own cost.

1.8 Company Secretaries

The Company Secretaries assist in organising Board and Board Committee Meetings, and prepare the agenda in consultation with the Chairman, the Group CEO and the chairpersons of the respective Board Committees. At least one of the Company Secretaries attends all Board and Board Committee Meetings. The Company Secretaries keep the Directors informed of any significant developments or events relating to the Group, including updates on all relevant rules and regulations. The Directors have separate and independent access to the Company Secretaries. The appointment and removal of the Company Secretaries are subject to the approval of the Board.

Principle 2: Board Composition and Guidance

Board Composition

The Company has consistently met with or exceeded the minimum requirements of the Code and Rule 210(5)(c) of the SGX-ST Listing Manual by ensuring that at least one-third of the Board is independent and the majority is non-executive.

Mr Cheng Siak Kian is the Managing Director/Group Chief Executive Officer ("**MD/GCEO**") of the majority shareholder of SBS Transit, ComfortDelGro Corporation Limited ("**ComfortDelGro**"). He is deemed to be a nominee of the majority shareholder and is therefore, a Non-Independent Director of the Company. Ms Susan Kong Yim Pui was appointed a Director of ComfortDelGro on 1 January 2023, and as such, is also deemed to be a nominee of ComfortDelGro, and a Non-Independent Director.

Mr Jeffrey Sim Vee Ming, the Group CEO, and Mr Lim Tien Hock, CEO, Bus Business, are deemed Non-Independent Executive Directors.

Except for Mr Cheng Siak Kian, Ms Susan Kong Yim Pui, Mr Jeffrey Sim Vee Ming, and Mr Lim Tien Hock, all the remaining seven (7) Directors are NEDs and considered by the NRC to be independent.

2.1 Independent Judgement

All Directors are aware of their fiduciary duties and exercise due diligence and independent judgement in ensuring that their decisions are objective and in the best interests of the Company and the Group.

Pursuant to Regulation 111 of the Company's Constitution, a Director must not vote in respect of any contract or arrangement or any other proposal in which the Director has any personal interest, whether directly or indirectly. Each Director makes it a point to declare to the Board should he/she have any interest in the subject matter before any discussion or decision-making process and recuse himself/herself therefrom to avoid any compromise in the Board's objectivity in its judgement or decision-making.

The Board's practices in relation to conflicts of interest are set out in the section "Conflicts of Interest" on page 45.

2.2 Independent Directors

As at 31 December 2024, the Board comprised eleven (11) Directors of whom seven (7), or approximately 63.6%, are Independent Directors. There is a strong level of independence in the Board, and the Board composition exceeds the requirement under the SGX-ST Listing Rules and the Code that at least one-third of the Board must be Independent Directors.

As the Chairman, Mr Bob Tan Beng Hai, is an Independent NED, a Lead Independent Director is not required. The Chairman, the Group CEO, and the Deputy Chairman are different persons and are not immediate family members. The Chairman and the Deputy Chairman are also not part of the Management team. No person will be able to exercise undue influence over the decisions of the Board as Independent Directors continue to be the majority.

Assessment of Director Independence

The NRC is responsible for assessing the independence of the Directors on an annual basis. Each Director is required to complete a Confirmation of Independence checklist which is drawn up in accordance with Rule 210(5)(d) of the SGX Listing Rules and the Code and requires each Director to assess his/her own independence. Each Director is required to declare any circumstances in which he/she may be considered non-independent. The NRC will then review the Confirmation of Independence to determine whether a Director is independent.

Mr Cheng Siak Kian, the Non-Executive Deputy Chairman and Ms Susan Kong Yim Pui, a NED, are deemed as non-independent as both are nominees of ComfortDelGro. Mr Jeffrey Sim Vee Ming and Mr Lim Tien Hock are deemed non-independent as they are both Executive Directors and respectively Group CEO and CEO, Bus Business.

Dr Tan Kim Siew is an Independent NED of the Company as well as VICOM Ltd ("**VICOM**") which is also a subsidiary of the Company's majority shareholder, ComfortDelGro. The value of the transactions (excluding those based on published rates) between the Group on the one hand and VICOM and its subsidiaries ("**VICOM Group**") on the other was in excess of S\$200,000 for FY2024. All transactions were entered into in accordance with the Company's procurement policies and on an arm's length basis.

Notwithstanding the foregoing, the Board concurred with the view and recommendation of the NRC that Dr Tan should continue to be considered an Independent Director of the Company for the following reasons:

- (1) Dr Tan had consistently declared at the meetings his directorship at VICOM Group, where appropriate, and would declare any conflict of interest and recuse himself from deliberating and voting on any transaction that involved the VICOM Group.
- (2) The value of transactions (excluding those based on published rates) between the VICOM Group and the Group was not substantial in relation to the total revenue of the VICOM Group or the Group, and further, all transactions were entered into on an arm's length basis.

- (3) Dr Tan's independence is reviewed annually or as and when necessary.
- (4) Dr Tan has been acting in the best interests of the Group.

In assessing the independence of a Director, the NRC and the Board adopt a holistic approach, taking into consideration various factors such as whether the Director has any interest, business, relationship and/or any other material contractual relationship with the Group which could reasonably be perceived to compromise his/her independence and interfere with the exercise of his/her independent business judgement.

The Board is of the view that all Independent Directors remain independent in the exercise of their judgement on Board matters. SGX-ST Listing Rule 210(5)(d)(iv) did not apply to any of the Directors in office as at 31 December 2024, as no Director has served on the Board for more than nine years.

The NRC will continue to review the independence of the Directors of the Company on an annual basis and as and when, material circumstances change.

2.3 Non-Executive Directors

As at 31 December 2024, the Board comprised eleven (11) Directors with nine (9), or approximately 81.8%, of them being NEDs. The Independent NEDs are led by the Independent Non-Executive Chairman of the Board.

2.4 Board Size, Composition, Diversity and Competency

The NRC examines the size and composition of the Board and the Board Committees annually to ensure an appropriate balance and diversity of skills, knowledge, experience, age and gender. The NRC is of the view that the size of the Board is conducive for effective discussion and decision-making, with an appropriate number of independent Directors. The NRC also takes into consideration the promotion of tripartism experience from labour, government and business, to foster constructive debate to enhance the Board's ability to discharge its duties and responsibilities effectively.

The Group's primary businesses are public transport operations, which are regulated businesses. Having considered the scope and nature of the operations of the Group and the requirements of its businesses, the NRC and the Board are of the view that the size of the Board of eleven (11) Directors, is appropriate.

The Group is committed to building an open, inclusive and collaborative culture and recognises the importance of all aspects of diversity in supporting the achievement of its strategic objectives, growth and sustainable development.

CORPORATE GOVERNANCE

Board Diversity Policy

The Company adopted a Board Diversity Policy since 2019, which focuses on ensuring an appropriate balance and mix of skills, knowledge, experience, age, gender and other aspects of diversity within the Board to avoid groupthink and bias, and instead foster constructive debate and achieve effective decision-making in the best interests of the Group. Under the Board Diversity Policy, the NRC will discuss and agree the relevant measurable targets for promoting and achieving diversity in the composition of the Board and Board Committees and make its recommendations for consideration and approval by the Board.

In reviewing the Board composition and succession planning, the NRC considers various aspects of diversity, with all Board appointments and reappointments based on merit, and due consideration being given to a candidate's suitability in strengthening the diversity of skills, experience, age, gender, knowledge and core competencies of the Board relevant to the Group. In relation to gender diversity, the Board ensures that female candidates are included for consideration when identifying suitable candidates for new appointments to the Board, and in 2023, the Board adopted a guideline that at least one female Director sits on each Board Committee including the NRC.

As at 31 December 2024, out of eleven (11) Directors, three (3) Directors (or approximately 27.3%) were females. As at 31 December 2024, two (2) female Directors sat on each of the ARC and TIC, and one (1) female Director sat on each of the NRC and SSQC. As at 31 December 2024, the number of female Directors on the ARC and TIC exceeded the Company's Board Diversity Policy guideline while the number of female Directors on the NRC and SSQC met the guideline. The Company has also exceeded the target of the Council for Board Diversity to have at least 25% of Board seats held by females by 2025.

The Directors are individuals with leadership experience in business, government and the labour movement and with a broad diversity of expertise and experience including accounting, business management, finance, legal, engineering, internal security, media, regulatory, information technology, and cyber security, which are important to the Group as the Group is in the public transport services business and has to deal with various stakeholders including members of the public (being users of its services), trade associations, professional bodies and regulators. Each Director provides a valuable network of industry contacts and brings in different perspectives and ideas at Board discussions. Board discussions are always constructive and multi-dimensional with little room for any bias or groupthink.

The NRC is satisfied that the Board and Board Committees currently comprise Directors who as a group provide an appropriate balance and diversity of skills, knowledge, experience, age, gender, and core competencies required for the Board and Board Committees to discharge their responsibilities effectively and ensure that the Group continues to be able to meet the challenges and demands of the markets in which it operates.

The Board is always on a lookout for suitable Directors for Board renewal as and when there is a vacancy or when the Board is in need of certain expertise to improve the competency of the Board. The Board will look for candidates with competencies and characteristics of diversity in the areas of gaps identified by the Board pursuant to periodic reviews.

The NRC has noted that one of the current Independent NEDs, Ms Lee Sok Koon, would cease to be considered independent at the 2026 Annual General Meeting ("**AGM**") pursuant to Rule 210(5)(d)(iv) of the SGX-ST Listing Rules, and has commenced its search for suitable replacement candidates with competencies and characteristics of diversity in the areas of gaps identified by the NRC.

The NRC and the Board shall review the size and composition of the Board annually to determine the optimal Board size and composition, having regard to the business and governance needs of the Group.

The Company shall source for suitable candidates through the recommendations of the existing Directors, other contacts and a variety of independent sources, which may include external consultants and the SID Board Match service, to find the right match of potential candidates with the Company.

Nonetheless, the selection of Directors will ultimately be based on merit against a set of objective criteria that complements and expands the skills, knowledge, industry and business experience of the Board as a whole, and after having given due regard to the overall balance and effectiveness of a diverse Board to serve the needs of the Group.

The individual profile of the Directors, their listed company directorships and principal commitments held currently and/or in the preceding five years, are found in the 'Board of Directors' and 'Directors' Particulars' sections on pages 12 to 17 and pages 72 to 75 of this Annual Report.

2.5 Non-Executive Directors’ Participation

All the NEDs have unrestricted access to the Management and are well supported by accurate, complete and timely information, including monthly and quarterly performance reports. They participate actively at Board and Board Committee Meetings to constructively challenge the Management and help develop proposals on business strategy and other business and governance issues. They also review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

As at 31 December 2024, all the members of the ARC and NRC were NEDs. There is no Executive Director on these Board Committees. However, the Group CEO is invited to attend the ARC and NRC meetings to provide feedback and emphasise the responsibilities placed on Management.

The ARC, led by the independent Chairperson, meets with the External Auditors annually without the presence of Management, and also separately with the Internal Auditors annually without the presence of Management. The NEDs, led by the independent Chairman or other NED, as appropriate, meet regularly without the presence of Management before or after each Board Meeting. The chairperson of such meetings provides feedback to the Board and/or Chairman, as appropriate.

BOARD INDEPENDENCE
(AS AT 31 DECEMBER 2024)

Independent
Non-Executive Directors



63.6%

Non-Independent
Directors



36.4%

BOARD GENDER DIVERSITY
(AS AT 31 DECEMBER 2024)

Female



27.3%

Male



72.7%

DIRECTORS’ LENGTH OF SERVICE
(AS AT 31 DECEMBER 2024)

Served Less Than 9 Years



100%

Served More Than 9 Years



0%

CORPORATE GOVERNANCE

Principle 3: Chairman and the Group Chief Executive Officer

3.1 Chairman and the Group Chief Executive Officer

The roles of the Chairman and the Group CEO are kept separate and distinct to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making. This is a deliberate policy agreed by the Board and one that is strictly adhered to. This ensures Management accountability and Board independence.

3.2 Roles and Responsibilities of the Chairman and the Group Chief Executive Officer

The responsibilities of the Chairman and the Group CEO are set out in writing, with the Chairman responsible for the effective functioning of the Board, and the Group CEO responsible for the operations and management of the Group's businesses. The Chairman and the Group CEO are not related.

Roles and Responsibilities of the Chairman:

- (i) Leads the Board, facilitates effective contribution of all Directors, sets the agenda and promotes comprehensive, rigorous and open discussions at Board Meetings among the Directors, as well as between the Board and Management;
- (ii) Oversees the translation of the Board's decisions into executive action;
- (iii) Ensures adequacy and timeliness of information flow between the Board and Management and effective communications with shareholders and other stakeholders;
- (iv) Encourages constructive conversations and cordial relations within the Board, between the Board and Management and the Board and the Group CEO; and
- (v) Promotes high standards of corporate governance and transparency.

Roles and Responsibilities of the Group CEO:

The Group CEO is the highest-ranking executive in the Group. His primary responsibilities include making major corporate decisions, managing the overall operations and resources of the Group, and acting as the main point of communication between the Board and corporate operations. He is responsible for implementing the corporate strategy and is accountable to the Board for

the Group's performance and for ensuring efficient allocation of capital across the Group. The Group CEO is also responsible for setting the example of leadership and creating a conducive environment towards a sustainable work culture that builds teams to succeed and attract talent. The Group CEO also serves as the public face of the Group, engaging in media and public relations.

The Group CEO is given full executive responsibility for the management of the Group's businesses and the implementation of the Group's strategies and policies as decided by the Board and reports to the Board on a regular basis.

3.3 Lead Independent Director

The appointment of a Lead Independent Director is not required as the Chairman is an Independent Director and the Chairman and the Group CEO are different persons. Moreover, the majority of the Board are Independent Directors and none of them is part of Management or has a relationship with the Group CEO and his immediate family members. The ARC Chairperson is also readily available to shareholders if they have concerns for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

There are mechanisms for the Board to address any concern with conflicts of interest, which are explained in the paragraph "Conflicts of Interest" on page 45.

3.4 Internal and External Stakeholders Communication

The Chairman and the Group CEO represent the Board at official functions and meetings with shareholders and other stakeholders such as employees, regulators and customers. A detailed description of our engagements with stakeholders can be found in our Sustainability Report, which will be released separately.

Principle 4: Board Membership

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

4.1 Roles and Responsibilities of the Nominating and Remuneration Committee

The NRC is responsible for (i) regularly reviewing the composition of the Board, identifying and proposing suitable candidates for appointment to the Board and ensuring succession plans are in place for Directors and KMP; and (ii) setting the Group's remuneration policies for Directors, Group CEO, Executive Directors, KMP and other senior executives.

The renewal of Board membership is an ongoing process to ensure good governance and to maintain relevance in a changing business environment. All decisions by the NRC are made by a majority of votes of the NRC members who are present and voting. The key terms of reference of the NRC include the following:

- (i) Review the structure, size and composition of the Board;
- (ii) Review the succession plans for the Directors and KMP, in particular the appointment and/or replacement of the Board Chairman, Deputy Chairman, Directors, Group CEO and other KMP, and make recommendations to the Board on all appointments and reappointments of Directors of the Company;
- (iii) Develop and maintain a formal performance evaluation framework to assess and evaluate the effectiveness of the Board, the Board Committees and individual Director's performance;
- (iv) Assess the effectiveness of the Board and Board Committees and the contributions by each individual Director to the effectiveness of the Board;
- (v) Determine annually, and as and when circumstances require, if a Director continues to be considered independent; and
- (vi) Make recommendations to the Board on the review of training and professional development programmes for the Board and the Directors.

4.2 Composition of the Nominating and Remuneration Committee

As at 31 December 2024, the NRC comprised five (5) NEDs, of whom three (3), including the NRC Chairman, are independent. The composition of the NRC therefore complies with the requirement under the Code which specified that the Nominating Committee ("**NC**") comprises at least three (3) directors, the majority of whom, including the NC Chairman, are independent.

4.3 Process for Selection, Appointment and Reappointment of Directors

As part of the Board succession plan, potential candidates may be identified from time to time for appointment to the Board after the NRC evaluates and assesses their suitability in strengthening the diversity of skills, experience, age, gender, knowledge and relevant core competencies of the Board whilst ensuring that there is a balanced tripartism experience from government, labour and business to avoid unproductive groupthink and bias.

The process for selection of new Directors is as follows:

- (i) The NRC assesses the desired competencies and attributes of the Board taking into account the Group's businesses and its strategic objectives as well as the need for diversity on the Board.
- (ii) The NRC then assesses the competencies and attributes to include into the current representation to achieve the desired mix. This forms the basis for selection of new Directors.
- (iii) New Directors are sourced through various channels, including recommendations of Directors and Management and if required, external search consultants.
- (iv) Potential candidates are interviewed by the NRC to assess suitability and commitment.
- (v) The NRC makes recommendations to the Board for approval.

In compliance with the Bus Services Industry Act 2015 and the Rapid Transit Systems Act 1995, all appointments and reappointments to the Board are subject to approvals of the Land Transport Authority of Singapore.

The Constitution of the Company provides that one-third of the Directors are subject to retirement and re-election by rotation at every AGM. All Directors are required to retire from office at least once every three (3) years. Re-election is, however, not automatic, and all Directors are assessed by the NRC on their past performance and contributions before being recommended to shareholders for re-election at the AGM. Newly appointed Directors are also subject to retirement and re-election at the AGM immediately following their appointments.

At the forthcoming AGM, Mr Cheng Siak Kian, Mr Desmond Choo Pey Ching, Ms Susan Kong Yim Pui and Dr Tan Kim Siew are due for re-election pursuant to Regulation 100 of the Company's Constitution. There were no newly appointed Directors after the last AGM, hence there will be no re-elections pursuant to Regulation 106 at the coming AGM.

Alternate Director

Consistent with the Code, there is no alternate Director on the Board.

4.4 Review of Independence

The process undertaken by the NRC to review the independence of the Directors is set out in pages 50 and 51 above.

CORPORATE GOVERNANCE

The Nine-Year Rule

In determining the independence of a Director with less than 9 years of service, the NRC's approach has been a holistic one, taking into consideration various factors such as whether the Director has any interest, business, relationship and/or any other material contractual relationship with the Group which could compromise or reasonably be perceived to compromise his/her independence and interfere with the exercise of his/her independent business judgement. Subject to SGX-ST Listing Rule 210(5)(d)(iv), which states that a Director will not be independent if he/she has been a Director of the issuer for an aggregate period of more than nine years (whether before or after listing), the length of service is not a critical factor in determining the independence of any Director but it should nevertheless remain one of the factors in considering Directors' independence.

The NRC will continue to review the independence of the Directors of the Company on an annual basis and as and when, material circumstances change.

4.5 Multiple Directorships and Principal Commitments

The NRC subscribes to the view that it is important for Directors to devote sufficient time and attention to the affairs of the Group. Consistent with the guidelines in the Code, the NRC and the Board have adopted the following as a proactive step to ensure this:

- A Director who is in full-time employment should not serve as a Director on the Board of more than two (2) listed companies; and
- A Director who is not in full-time employment should not serve as a Director on the Board of more than five (5) listed companies.

Listed companies within a group should be considered as one entity.

As the number of board representations should not be the only measure of a Director's commitment and ability to contribute effectively, the NRC takes the view that if a Director wishes to hold more board representations than the maximum stated in the guidelines, a request must be made to the Chairman for approval. As a policy, the Chairman himself should not hold more than five (5) directorships in listed companies if he/she is not in full-time employment and not more than two (2) directorships in listed companies if he/she is in full-time employment.

In assessing a Director's contribution, the NRC takes a holistic approach. Focusing solely on the Directors' attendance at Board and Board Committee Meetings per se may not be an adequate evaluation of the contribution of the Directors. Instead, their ability to provide valuable insights and strategic networking to

enhance the businesses of the Group, availability for guidance and advice outside the scope of formal Board and Board Committee Meetings and contributions in specialised areas are also factors relevant in assessing the contributions of the Directors.

As a policy, the Group CEO, being an executive of the Company, besides adhering to the guidelines set on the maximum number of board representations on listed companies, will also have to seek the approval of the Chairman before accepting any directorships of companies not within the Group. In considering whether or not to grant the approval, the Chairman will consider the time commitment of the Group CEO and whether the new external directorships will provide strategic fit and networking for the businesses of the Group. The Chairman will also ensure that the Group CEO will not accept appointments to the boards of competitors.

As at 31 December 2024, all Directors complied with the guidelines on multiple board representation.

4.6 Board Succession Planning

The NRC makes recommendations to the Board on the review of succession planning for Directors, in particular the Chairman and the Group CEO, as well as KMP, as follows:

- (i) Long-term planning, to identify competencies needed for the Company's strategy and objectives;
- (ii) Medium-term planning, for the orderly replacement of Board members and KMP: and
- (iii) Contingency planning, for preparedness against sudden and unforeseen changes.

In relation to Directors, the NRC aims to maintain an optimal Board composition by considering the trends and factors affecting the long-term success of the Company, reviewing the skills needed, and identifying gaps, which includes considering whether there is an appropriate level of diversity of thought.

In relation to KMP succession, the NRC takes an active interest in the performance and management of key talent within the Group, including identifying strong candidates and developing them to take on senior positions in future.

4.7 Key Information on Directors

The profiles of the Directors and key information are set out in this Annual Report from pages 12 to 17.

The Notice of AGM sets out the Directors who are proposed for re-election or reappointment at the forthcoming AGM. Key information on Directors is also available on the Company's website.

Principle 5: Board Performance

Each year, the Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual directors.

5.1 Board Performance Evaluation

The NRC is delegated by the Board to undertake a process to assess the effectiveness of the Board in terms of overall performance and growth of the Group, achieving a reasonable return for shareholders, preventing conflicts of interest and balancing the competing demands of the Group. In evaluating the contributions and performance of each individual Director, factors taken into consideration include attendance at AGM, Board and Board Committee Meetings and corporate activities, contributions in specialist areas and maintenance of independence.

The performance criteria are determined by the NRC and approved by the Board, and do not change materially from year to year.

5.2 Annual Board Performance Evaluation Process

As part of the Company's digitalisation efforts and to increase efficiency in the collation of the yearly Board and Board Committees performance evaluation results, the Company has used a digital platform to enable the Directors to complete all the relevant performance evaluation forms electronically.

The following performance evaluation forms ("PE Forms") were completed for FY2024:

- (i) Individual Director Self-Assessment Form ("IDSA Form");
- (ii) Board Committee Performance Evaluation Form for the ARC, NRC, TIC and SSQC; and
- (iii) Board Performance Evaluation Form ("Board PE Form").

The procedures to complete the electronic performance evaluation forms are as follows:

(a) Individual Director Self-Assessment Form

Each Director will complete an IDSA Form. The Company Secretary will generate the report from the system and send it to the Chairman of the NRC and Board to review.

(b) Board Committee Performance Evaluation Forms for ARC, NRC, TIC and SSQC

The respective Board Committee members will complete the relevant Board Committee performance evaluation forms. The Company Secretary will generate a summary of the respective Board Committees' performance evaluation results and responses from members for the relevant Chairperson to review, evaluate and address

any area for improvement identified. The final performance evaluation results of all the Board Committees will then be submitted to the NRC for review and evaluation and subsequently to the Board for final review, evaluation, and decision on the follow-up actions to address areas for improvement.

(c) Board Performance Evaluation Form

The NRC members are responsible for completing the Board PE Form. The Company Secretary will generate a summary of the Board performance evaluation results for the NRC Chairman to review and evaluate, before submitting to the Board for final review, evaluation, and decision on the follow-up actions to address areas for improvement.

In evaluating the performance of the Board, the NRC and the Board take into account the results of the performance evaluation of the Board Committees.

The performance evaluation includes key points such as the Board composition and size, Board accountability, conduct of the Board and Board Committee Meetings, standards of conduct and whether the Directors have discharged their duties effectively.

2. Remuneration Matters

Principle 6: Procedures for Developing Remuneration Policies

SBS Transit recognises the importance of having a skilled and dedicated workforce to manage and grow the Group's businesses in an increasingly competitive and challenging environment. It therefore places great emphasis on motivating staff through engagement, recognition and an alignment of rewards to corporate and individual performance, as well as long-term interests of the Group and shareholders.

The Board has a formal and transparent process for developing policies on Directors and Executive remuneration, and for fixing the remuneration packages of individual directors and KMP. No Director is involved in deciding his or her own remuneration.

6.1 Roles and Responsibilities of the Nominating and Remuneration Committee

The NRC plays an important role in setting the Group's remuneration policies for Directors, Group CEO, Executive Directors, and KMP. Besides providing the Board with an independent review and assessment of the remuneration packages of the Directors, it also reviews the remuneration framework and strategy for executive compensation, with the purpose of developing talent and building leadership bench strength to ensure the Group's continued success and the enhancement of shareholder value.

CORPORATE GOVERNANCE

6.2 Composition of the Nominating and Remuneration Committee

As mentioned above, as at 31 December 2024, all members of the NRC were NEDs, the majority of whom, including the Chairman of the NRC, are independent of Management and are also free from any business or other relationships which may materially interfere with their exercise of independent judgement.

The composition of the NRC therefore complies with the requirement under the Code that the Remuneration Committee comprises at least three (3) directors, all of whom are non-executive and the majority, including the Chairman, are independent.

6.3 Remuneration Matters

The NRC considers all aspects of remuneration, including the terms of termination, to ensure they are fair.

All decisions by the NRC are made by a majority of votes of the NRC members who are present and voting. Any member of the NRC with a conflict of interest in relation to the subject matter under consideration will abstain from voting, approving or making recommendations that would affect the decisions of the NRC. The Group CEO is not present at and does not participate in any NRC discussions pertaining to his own compensation and the review of his performance. He is, however, in attendance when the compensation of other KMP is discussed. No Director is involved in deciding his or her own remuneration.

The key terms of reference of the NRC, in relation to remuneration matters, include the following:

- (i) Establish a formal and transparent procedure for developing the Group's remuneration policies and fixing the remuneration packages for individual Directors and KMP, and review the remuneration framework and strategy for executive compensation, with the purpose of developing talent and building leadership bench strength to ensure the Group's continued success;
- (ii) Review and recommend to the Board the remuneration framework and the specific remuneration packages for the Directors, and ensure that the level of remuneration offered is appropriate to the level of contribution;
- (iii) Review and approve the remuneration framework, and the specific remuneration packages of KMP to ensure that they are aligned with the long-term interests of the Group and are appropriate to attract, retain and motivate KMP to provide good stewardship of the Group and to successfully manage the Group for the long term;
- (iv) Review the Group's obligations arising in the event of termination of Directors' and KMP's services to ensure that they are fair, reasonable and equitable, including the cessation of financial incentives that have been earned but not yet disbursed, due to exceptional circumstances of misstatement or misconduct; and
- (v) Oversee the administration of the SBS Executive Share Scheme ("**Share Scheme**") which shall include but not be limited to the offer and grant of ordinary shares of the Company ("**Shares**") to KMP within the provisions of the Share Scheme and to delegate any part of the administration of the Share Scheme to any person or a corporate function to give effect to such provisions.

6.4 Access to Group Chief Human Resource Officer and External Remuneration Consultants

The NRC has unrestricted access to the Group Chief Human Resource Officer, who attends all NRC meetings and provides the relevant market remuneration data and practices to the Committee. The NRC may also seek external independent expert advice on such matters where needed. Where such advice is sought, the NRC will ensure that there is no existing relationship between the Group and its appointed consultants that will affect the independence and objectivity of the consultants.

The Group continued to engage the services of an external consulting firm, Willis Towers Watson in FY2024, to conduct an executive compensation benchmarking exercise for an independent review of the compensation packages of its senior executives.

The NRC is of the view that there is no existing relationship between Willis Towers Watson and the Group that would affect their independence and objectivity.

Principle 7: Level and Mix of Remuneration

The Group is transparent on its remuneration policies, level and mix of remuneration, the procedures for setting remuneration, and the relationship between remuneration, performance and value creation.

The level and structure of remuneration of the Board and KMP are appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group, and is appropriate to attract, retain and motivate the Directors and KMP to successfully manage the Group for the long term.

7.1 Performance-Related Remuneration

The Group is committed to creating and enhancing shareholder value through growth that is sustainable and profitable. The remuneration packages of the Group CEO and KMP comprise fixed and variable components, and are appropriate and proportionate to the sustained performance and value creation of the Group. The variable component in the form of year end performance bonuses, forms a significant proportion of the remuneration packages and is dependent on the profitability of the Group and individual performance. Subject to market conditions and the operating environment, the Group's guidelines on fixed to variable component ratios in respect of remuneration packages are 70:30 for rank and file employees, 60:40 for middle management employees and 50:50 for senior management employees. Notwithstanding the guidelines, the actual remuneration packages for employees are ultimately determined on a case-by-case basis with the aim of maximising employee engagement and retention. The Group believes that a higher proportion of performance-related component would ensure greater alignment of interests of the employees with those of shareholders and contributes to sustainable performance and value creation in the long-term.

Short-Term and Long-Term Incentive Schemes – SBS Executive Share Scheme⁽¹⁾

The Company obtained shareholders' approval at its AGM held on 29 April 2021 to implement the Share Scheme

for Executive Directors and Key Executives as part of the long-term incentive programme to attract talent, retain them and reward those who make significant contributions to the Group.

The NRC may attach such relevant conditions to the awards under the Share Scheme as it may determine at its absolute discretion, including but not limited to, the satisfaction of performance targets and applicable performance periods, vesting schedule pursuant to which awards shall vest, and/or lapsing of awards in the event of misconduct or breach of the terms of employment.

The aggregate number of Shares which may be granted under the Scheme shall be subject to the applicable limits prescribed under the SGX-ST Listing Manual.

The Board and the NRC, which administers the Share Scheme, believe that the Share Scheme will help ensure that the Group continues to have a strong leadership team, credible talent pipeline and reinforce the delivery of long-term shareholder value.

In FY2024, a total of 632,000 (FY2023: 567,000) Share awards were granted to selected Senior Employees of the Group under the Share Scheme. This included a grant of 80,000 Share awards to the Group CEO, Mr Jeffrey Sim Vee Ming, and 35,000 Share awards to the CEO, Bus Business, Mr Lim Tien Hock. These are time-based awards to be vested over a four-year period.

Total Share awards granted to the Directors of the Company in FY2024 in relation to their contributions as Executive Directors in FY2024 are as follows:

NAME OF PARTICIPANT	SHARE AWARDS GRANTED DURING FY2024 (SHARES AWARDED TO BE VESTED OVER 4-YEAR PERIOD)	AGGREGATE SHARE AWARDS GRANTED SINCE COMMENCEMENT OF SCHEME TO END OF FY2024	AGGREGATE SHARE AWARDS VESTED SINCE COMMENCEMENT OF SCHEME TO END OF FY2024	AGGREGATE SHARE AWARDS OUTSTANDING AS AT END OF FY2024 (UNVESTED SHARES)
CHENG SIAK KIAN⁽²⁾	NIL	110,000	35,000	75,000
JEFFREY SIM VEE MING	80,000	155,000	25,000	130,000
LIM TIEN HOCK	35,000	70,000	8,750	61,250

None of the abovementioned Directors participated in any discussion or decision on the matter of his/her own Share awards.

Notes:

(1) Details of SBS Executive Share Scheme are found in the Directors' Statement on page 84 of this Annual Report.

(2) Mr Cheng Siak Kian's Share awards were granted to him from 2022 to 2023 for his contributions as an Executive Director of the Company in FY2021 and FY2022.

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7.2 Remuneration of Non-Executive Directors

The structure for the payment of fees to NEDs for their services on the Board and on the various Board Committees is based on a framework comprising basic fees, attendance fees, and additional fees for serving on Board Committees and also, where applicable, for undertaking additional services for the Group. The fees are subject to the approval of shareholders at the AGM.

Directors' fee structure for FY2024 is set out below:

BOARD		BASIC FEE (PER ANNUM)	
CHAIRMAN		S\$73,000	
DEPUTY CHAIRMAN		S\$54,750	
MEMBER		S\$36,500	
		ADDITIONAL FEES (PER ANNUM) AS	
BOARD COMMITTEE	CHAIRMAN	MEMBER	
AUDIT AND RISK COMMITTEE	S\$24,333	S\$17,033	
NOMINATING AND REMUNERATION COMMITTEE	S\$14,600	S\$10,220	
TENDERS AND INVESTMENTS COMMITTEE	S\$12,167	S\$8,517	
SUSTAINABILITY AND SERVICE QUALITY COMMITTEE	S\$18,250	S\$12,775	

The attendance fees payable to NEDs for attendance at each Board and Board Committee Meeting and the AGM are set out in the table below:

MEETING	ATTENDANCE FEE (PER MEETING)	
	IN-PERSON / DIAL-IN	
BOARD / BOARD COMMITTEE MEETING HELD LOCALLY AND AGM	S\$2,000 / S\$1,000	
BOARD / BOARD COMMITTEE MEETING HELD OVERSEAS	US\$2,000 / US\$1,000	

7.3 Remuneration of Directors and Key Management Personnel

The NRC and the Board have reviewed and are satisfied that the framework for remuneration and specific remuneration package for each Director as well as for the KMP are appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and KMP to successfully manage the Company for the long term.

Principle 8: Disclosure on Remuneration

8.1 Remuneration of Directors and Executives

CEO's remuneration for FY2024 is as follows:

REMUNERATION	THE GROUP								
	BASE OR FIXED SALARY	VARIABLE OR PERFORMANCE-RELATED INCOME OR BONUSES	BENEFITS IN KIND	STOCK OPTIONS GRANTED	SHARE-BASED INCENTIVES AND AWARDS	OTHER LONG-TERM INCENTIVES	EMPLOYER CPF	OTHER EMOLUMENTS	TOTAL AGGREGATE REMUNERATION PAID
FY2024	%	%	%	%	%	%	%	%	S\$
JEFFREY SIM VEE MING	36.07%	36.07%	0%	0%	24.49%	0%	1.63%	1.74%	1,064,690

Notes:

- (1) This value includes the total value of the Share award granted to Mr Sim under the Share Scheme and the award of ordinary shares of ComfortDelGro under the ComfortDelGro Executive Share Award Scheme, in respect of his performance in FY2023. The vesting of the awards under ComfortDelGro grants comprises two components: (a) restricted shares component to be vested over a 3-year period and (b) performance shares component, the vesting of which is subject to the achievement of performance targets over a 3-year performance period.

Directors' Fees

Directors' fees are for services rendered by the NEDs on the Board as well as the various Board Committees. The amount includes Directors' attendance fees for scheduled Board and Board Committee meetings held throughout the year.

The Directors' Fees of the NEDs in FY2024 are as follows:

NAME OF DIRECTORS	FY2024					
	DIRECTORS' FEES FROM SBS TRANSIT	SBS ESS	OTHER EMOLUMENTS	TOTAL DIRECTORS' FEES FROM SBS TRANSIT	DIRECTORS' FEES FROM SUBSIDIARIES	TOTAL DIRECTORS' FEES FROM THE GROUP
	S\$	S\$	S\$	S\$	S\$	S\$
BOB TAN BENG HAI⁽¹⁾	151,341.66	–	–	151,341.66	19,000.00	170,341.66
CHENG SIAK KIAN⁽²⁾	101,586.67	–	–	101,586.67	13,700.00	115,286.67
DESMOND CHOO PEY CHING	62,420.00	–	–	62,420.00	–	62,420.00
PATRICK DANIEL⁽³⁾	81,129.71	–	–	81,129.71	–	81,129.71
SUSAN KONG YIM PUI	111,070.00	–	–	111,070.00	–	111,070.00
LEE SOK KOON	91,350.00	–	–	91,350.00	–	91,350.00
CHRISTINA LIM YUI HUNG⁽⁴⁾	80,075.00	–	–	80,075.00	15,700.00	95,775.00
TAN KIM SIEW	100,553.34	–	–	100,553.34	–	100,553.34
EDWIN YEO TENG CHUAN⁽⁵⁾	82,333.33	–	–	82,333.33	–	82,333.33
CHUA MUI HOONG⁽⁷⁾	18,617.21	–	–	18,617.21	–	18,617.21
LIM SEH CHUN⁽⁶⁾⁽⁷⁾	26,591.58	–	–	26,591.58	4,440.44	31,032.02
YU CHING MAN⁽⁷⁾	22,316.48	–	–	22,316.48	–	22,316.48
TOTAL	929,384.98	0.00	0.00	929,384.98	52,840.44	982,225.42

Notes:

- (1) Mr Bob Tan Beng Hai's Director's Fees include Director's Fees from SBS Transit Rail Pte. Ltd., a wholly-owned subsidiary of the Company, where he is the Chairman of the Board.
- (2) Mr Cheng Siak Kian's Director's Fees are paid to ComfortDelGro, and include Director's Fees from SBS Transit Rail Pte. Ltd.
- (3) Mr Patrick Daniel was appointed as an Independent NED of the Company on 1 January 2024 and assumed the Chair of the Sustainability and Service Quality Committee with effect from 25 April 2024.
- (4) Dr Christina Lim Hui Yung's Director's Fees include Director's Fees from SBS Transit Rail Pte. Ltd..
- (5) Mr Edwin Yeo Teng Chuan was appointed as an Independent NED of the Company on 1 January 2024.
- (6) Professor Lim Seh Chun's Director's Fees include Director's Fees from SBS Transit Rail Pte. Ltd..
- (7) Retired as director on 25 April 2024.

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Remuneration of Key Management Personnel

REMUNERATION BAND	THE GROUP								
	BASE OR FIXED SALARY	VARIABLE OR PERFORMANCE-RELATED INCOME OR BONUSES	BENEFITS IN KIND	STOCK OPTIONS GRANTED	SHARE-BASED INCENTIVES AND AWARDS ⁽¹⁾	OTHER LONG-TERM INCENTIVES	EMPLOYER CPF	OTHER EMOLUMENTS	TOTAL AGGREGATE REMUNERATION PAID
FY2024	%	%	%	%	%	%	%	%	%
S\$500,000 to S\$749,999									
LIM TIEN HOCK	47.5%	27.7%	0.0%	0.0%	20.6%	0.0%	2.4%	1.8%	100.0%
LEE YAM LIM	48.7%	30.4%	0.0%	0.0%	14.9%	0.0%	2.9%	3.1%	100.0%
MOK PENG FAI, ANTHONY	53.0%	32.0%	0.0%	0.0%	9.7%	0.0%	2.9%	2.4%	100.0%
S\$250,000 to S\$499,999									
IVAN TAN ENG KOK	62.7%	31.4%	0.0%	0.0%	0.0%	0.0%	2.9%	3.0%	100.0%
CHEW KUM EE	51.1%	25.6%	0.0%	0.0%	16.9%	0.0%	3.7%	2.7%	100.0%

Note:

- (1) This value includes the total value of the Share award granted to the KMP under the Share Scheme and the award of ordinary shares of ComfortDelGro under the ComfortDelGro Executive Share Award Scheme, in respect of the KMP's performance in FY2023. The vesting of the awards under ComfortDelGro grants comprises two components: (a) restricted shares component to be vested over a 3-year period and (b) performance shares component, the vesting of which is subject to the achievement of performance targets over a 3-year performance period.

The total remuneration paid to these five (5) KMP holding the key portfolios amounted to S\$2,709,169 in FY2024.

Where the KMPs are Directors of the Company's subsidiaries, any Directors' Fees paid by the subsidiaries are not paid to the KMPs but are paid to the Company or the subsidiary which is the employer of the KMP.

8.2 Remuneration of Certain Related Employees

During FY2024, no employee whose remuneration exceeded S\$100,000 was a substantial shareholder of the Company, or an immediate family member of a Director or the Group CEO. "Immediate family member" means the spouse, child, adopted child, step-child, brother, sister and parent.

8.3 Remuneration and Other Payments and Benefits from the Group to Directors and Key Management Personnel

During FY2024, no other forms of remuneration and other payments and benefits, were paid by the Company and its subsidiaries to the Directors and the KMP of the Company, except as disclosed above in Sections 8.1 and 8.2.

3. Accountability and Audit

The Board has overall accountability to the shareholders of the Company and ensures that the Group is managed well and guided by sustainable long-term strategic objectives. The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects. Material price-sensitive and trade-sensitive information, annual reports and other material corporate developments are disseminated in a timely and

transparent manner and posted on the Company's website as well as SGXNET. The financial results are reported semi-annually via SGXNET with an accompanying Negative Assurance by the Board to confirm that nothing has come to its attention that may render the results false or misleading in any material aspect. The Company believes that prompt and full compliance with statutory reporting requirements is fundamental to maintaining shareholder confidence and trust.

Dealings in Securities

The Group has a formal Policy on Securities – Restrictions Against Dealings to provide guidance to Directors and executives of the Group in relation to dealings in the securities of the Company, ComfortDelGro and VICOM. Directors and executives of the Group are prohibited from dealing in the securities of the Company, ComfortDelGro and VICOM during the period commencing one month before the announcement of the Company's, ComfortDelGro's and VICOM's half-year and full-year results (as the case may be) and ending on the date of the announcement of the relevant results. All Directors and executives are notified of the trading blackout periods before the start of the financial year and are given reminders prior to each trading blackout period.

All Directors and executives of the Group are also told that they must not deal in (i) the securities of the Company, ComfortDelGro and VICOM on short-term considerations

and/or while in possession of unpublished material, price-sensitive or trade-sensitive information relating to the relevant securities; and (ii) the securities of other listed companies while in possession of unpublished material, price-sensitive or trade-sensitive information relating to those securities.

The Group has put in place a standard operating procedure (“SOP”) on compilation of information on privy persons who have access to material information of transactions that have yet to be disclosed to the public. The SOP prescribes that the person-in-charge of such transactions must remind all privy persons to keep all material information strictly confidential.

Principle 9: Risk Management and Internal Controls

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.

9.1 Determination of the Nature and Extent of Significant Risks

Risk management is a cardinal and integral part of the Group’s strategic planning and decision-making process. Key risks are identified and presented to the ARC and Board half-yearly. Ownership of the risk management process is clearly defined and assigned to the executive and functional level, with stewardship retained at Senior Management. Action plans that are necessary to manage the risks are in place and closely monitored. The adequacy and effectiveness of the risk governance, risk policy and internal controls in place are also assessed as part of the process. Based on these reviews, the Board is of the view, with the concurrence of the ARC, that adequate and effective internal controls (including financial, operational, compliance and information technology controls) and risk management systems are in place within the Group. A detailed description of the Group’s approach to internal controls and risk management can be found from pages 77 to 79 of this Annual Report.

As part of the risk management process, all businesses are required to refresh their risk inventories, conduct risk prioritisation exercises, identify key and emerging risks, and develop the requisite risk controls and risk treatment action plans. The identified risks, their indicators and action plans are to be continually reviewed and reported.

The Internal and External Auditors conduct reviews in accordance with their audit plans. Any material non-compliance and recommendations for improvements on the internal controls are reported to the ARC. The ARC also reviews the effectiveness of the actions taken by Management on the recommendations made by the Internal and External Auditors. The recommendations are followed up as part of the Group’s continuous review of the system of internal controls.

9.2 Assurance from the Group CEO, Chief Financial Officer and Key Management Personnel

For FY2024, the Board has received assurance from the Group CEO and the Chief Financial Officer (“CFO”) that (i) the financial records have been properly maintained and the financial statements are prepared in compliance with the Singapore Financial Reporting Standards (International) and are correct in all material aspects and give a true and fair view of the operations and finances of the Group; and (ii) the Group’s internal controls system (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective.

Principle 10: Audit and Risk Committee

As at 31 December 2024, the ARC comprised three (3) Independent NEDs, including the Chairperson of the ARC, and one (1) Non-Independent NED. None of the ARC members are previous partners or directors of the External Auditors within the previous 24 months and none of the ARC members hold any financial interest in the External Auditors. The Chairman and members of the ARC are rotated periodically. The Board has reviewed and is satisfied that the members of the ARC are appropriately qualified to discharge their responsibilities.

10.1 Roles and Responsibilities of the Audit and Risk Committee

The terms of reference of the ARC are aligned with the provisions of Section 201B(5) of the Companies Act 1967 and include the following:

- (i) Review the half-year and full-year financial statements, including the significant accounting and financial reporting issues and judgements so as to ensure the integrity of the financial statements, as well as any formal announcements relating to the Group’s financial performance and recommends to the Board the acceptance of such financial statements;
- (ii) Review and reports to the Board at least annually, the adequacy and effectiveness of the Group’s internal control system (including financial, operational, compliance and information technology controls) and risk management systems;
- (iii) Review the assurance from the Group CEO and the CFO on the financial records and financial statements;
- (iv) Review the effectiveness, adequacy, independence, scope and results of the Group’s external audit and internal audit function;

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- (v) Review the scope and results of the audits undertaken by the Internal and External Auditors, including non-audit services performed by the External Auditors to ensure that there is a balance between maintenance of objectivity and cost effectiveness;
- (vi) Review Interested Person Transactions;
- (vii) Make recommendations to the Board on:
 - (a) the proposal to the shareholders on the appointment and removal of the External Auditors; and
 - (b) the remuneration and terms of engagement of the External Auditors;
- (viii) Review and approve the annual audit plans of the External Auditors;
- (ix) Review and approve the Internal Auditors' annual and three-year rolling work plans; and
- (x) Review the policy and arrangements for concerns about possible improprieties in financial reporting or matters to be safely raised, independently investigated and appropriately followed up on, including the Group's Whistleblowing Policy. The Whistleblowing Policy is described on pages 67 and 79 of this Annual Report.

The ARC members keep abreast of relevant changes to accounting standards and issues through attendance at relevant seminars/talks, articles and news circulated by the Company Secretaries and regular updates by the External Auditors at ARC Meetings.

10.2 Composition of the Audit and Risk Committee

As mentioned above, as at 31 December 2024, the ARC comprised three (3) Independent NEDs, including the Chairperson of the ARC, and one (1) Non-Independent NED.

The ARC members as at 31 December 2024, who collectively bring with them recent and relevant managerial and professional expertise in accounting and related financial management domains, are as follows:

- (i) Ms Lee Sok Koon, Chairperson of the ARC, is an Independent NED of the Company. She is also a member of the TIC. She is also an Independent Non-Executive Director of Lum Chang Holdings Ltd, Mooreast Holdings Ltd, and Jason Marine Group Limited, all public listed companies on the SGX-ST, and an honorary member of the Fundraising Committee of Singapore Arts School Ltd, Singapore's first pre-tertiary specialised arts school. Ms Lee is an Independent Director of NUS America Foundation, Inc., a tax-exempt public charity in the United States of America, and was a member of the Finance and Investment Committee of the Singapore Island Country Club from 5 October 2021 to 29 September 2023. Ms Lee was the Director of Operations in the Development Office of the National University of Singapore from May 2012 to August 2017. Prior to this appointment, Ms Lee was the Finance Director of Lum Chang Holdings Ltd and L.C. Development Ltd (now known as AF Global Limited), both public companies which are listed on the Singapore Exchange. She was responsible for the finance and corporate affairs of the two listed companies covering all financial matters, corporate governance, tax, legal, corporate communications and internal audit for more than 20 years. Ms Lee holds a Bachelor of Accountancy (Hons) from the then University of Singapore. She is a Fellow Member of the Institute of Singapore Chartered Accountants and a member of the Institute of Directors in Singapore.
- (ii) Ms Susan Kong Yim Pui is a Non-Independent NED of the Company. She is a member of the ARC, the NRC, and the TIC. Ms Kong was appointed an Independent Non-Executive Director of ComfortDelGro, the Company's parent company, with effect from 1 January 2023, when she was re-designated a Non-Independent Non-Executive Director of the Company and also stepped down as Chairperson of the NRC but remained a member. She has an LLB (Hons) from the National University of Singapore and has been a practising lawyer for more than thirty (30) years and is recognised as a leading practitioner in the areas of Banking and Finance, Real Estate, Mergers and Acquisitions and Capital Markets. Ms Kong is the founder of Q.E.D. Law Corporation. In her practice, she has advised listed companies and financial institutions on corporate governance and compliance issues. Ms Kong is also a Director of HealthServe Limited. Ms Kong was a Director of Surbana Corporation Private Limited and UOB Radanasin Bank Public Company Limited in Thailand before it was reorganised as UOB Thailand.
- (iii) Dr Tan Kim Siew is an Independent NED of the Company. He is a member of both the ARC and the NRC. He is also the Chairman and an Independent NED of VICOM. Dr Tan is presently a Senior Consultant in the Ministry of Finance. From 2012 to 2014, Dr Tan served as the Commissioner of Inland Revenue. Prior to this appointment, Dr Tan was

the Permanent Secretary (Defence Development) of the Ministry of Defence from 2003 to 2012. He had also held other appointments in public service, including Chief Executive Officer of the Urban Redevelopment Authority, Deputy Secretary in the Ministry of Finance and in the Ministry of National Development, Chairman of the Defence Science and Technology Agency, and Chairman of the DSO National Laboratories. Dr Tan was awarded the Public Administration Medal (Silver) (Military) in 1990, the Public Administration Medal (Silver) in 1996, the Public Administration Medal (Gold) in 2001 and the Long Service Medal in 2003 by the President of the Republic of Singapore. Dr Tan holds a Bachelor of Arts (Honours) (Engineering Tripos) with Distinction in Electronics Engineering and Doctor of Philosophy (Engineering) from the University of Cambridge, United Kingdom.

- (iv) Mr Edwin Yeo Teng Chuan is an Independent NED of the Company and a member of the ARC. Mr Yeo has over 30 years of experience in the technology industry and held senior management positions in Fortune 500 multi-national high technology companies. Mr Yeo's experience spans business expansion throughout the Asia Pacific and Japan, with a focus on information systems, data management, protection, cloud computing, and cybersecurity. Mr Yeo is an independent co-opted member on the Digital & Information Technology Committee at ALPS Pte Ltd, a subsidiary of Singapore Health Services, commonly known as SingHealth. Mr Yeo holds a Bachelor of Engineering from National University of Singapore, a Master of Business Administration from Rutgers Business School and a Master of Laws from Paris-Panthéon-Assas University. He is a Certified Information Security Manager (ISACA CISM certification) and a member of the Singapore Institute of Directors.

The details of the ARC members' credentials are found on pages 15 to 17 of this Annual Report.

10.3 Confirmation of No Former Partners or Financial Interest

None of the ARC members are previous partners or directors of the External Auditors within the previous 24 months and none of the ARC members hold any financial interest in the Company's current External Auditors.

10.4 Internal Audit

The Internal Audit function of the Group is performed by ComfortDelGro's Group Internal Audit Division (the "**IA Division**") comprising suitably qualified and experienced Internal Audit staff including the Group Chief Internal

Audit Officer ("**GCIAO**"). The ComfortDelGro Group Internal Audit staff have professional qualifications and are either members of the Institute of Singapore Chartered Accountants, CPA Australia, the Information Systems Audit and Control Association or the Institute of Internal Auditors. The GCIAO reports functionally to the Chairperson of the ARC and administratively to the MD/GCEO of ComfortDelGro. The ComfortDelGro ARC, NRC and MD/GCEO review the performance of the GCIAO annually and decide on the hiring, removal and evaluation of the GCIAO. The SBS Transit ARC Chairperson participates in the review and decision-making process by providing feedback through the ComfortDelGro ARC Chairman and the MD/GCEO.

The IA Division adopts a risk-based approach in its continuous audit work with focus on material internal control systems including financial, operational, information technology and compliance controls. It provides an independent and objective evaluation of the internal control systems and corporate governance processes of the Group. The annual audit plan is developed by the GCIAO in consultation with, but independent of, Management and is subject to the ARC's approval before the start of each financial year. Quarterly internal audit reports are also prepared and submitted to the ARC. Any material non-compliance or lapses in internal controls are reported to the ARC and the Group CEO for improvements to be made. The ARC conducts review of the adequacy, effectiveness, independence, scope and results of the internal audit function. The ARC has full access to the GCIAO, and meets with the GCIAO at least once a year without the presence of Management. The IA Division is given unfettered access to all the Group's documents, records, properties and personnel, including access to the ARC and has appropriate standing within the Group.

The activities and organisational structure of the IA Division are monitored and reviewed by the ARC periodically to ensure that it has the necessary resources to adequately perform its functions and that there are no unjustified restrictions and limitations placed on the performance of its duties. The IA Division has adopted the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors ("**IIA Standards**"). The IA Division successfully completed its external Quality Assurance Review in 2023 by Protiviti Pte Ltd and continues to meet or exceed the IIA Standards in all key aspects. The Quality Assurance Review is conducted every 5 years.

The ARC finds the IA Division independent, effective and adequately resourced.

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10.5 Audit and Risk Committee's Activities

The ARC held four (4) meetings during FY2024. The Group CEO, CFO, and GCIAO were present at these meetings. The External Auditors attended all the meetings of the ARC, including those that discussed the half-year and full-year results. The ARC reviewed and considered the following:

- (i) Overall scope of both internal and external audits and results of their respective audits;
- (ii) Significant internal and external audit observations and Management's responses;
- (iii) Group Internal Audit Goals in response to Internal Audit Quality Assurance Review;
- (iv) Half-year and full-year results announcements and the financial statements and recommendation to the Board;
- (v) Adoption of the Singapore Financial Reporting Standards (International);
- (vi) Interested Person Transactions;
- (vii) Corporate service charges;
- (viii) Risk management and adequacy and effectiveness of internal controls;
- (ix) Independence of the External Auditors;
- (x) Recommendation to the Board of the appointment or reappointment of External Auditors and their remuneration; and
- (xi) Significant matters (if any) raised through the Whistleblowing channel.

In the performance of its duties, the ARC has explicit authority to investigate the affairs falling within its terms of reference, with full access to and cooperation from the Management, discretion to invite any Director or executive officer to attend its meetings and reasonable resources to enable it to discharge its duties properly.

The ARC meets with the Internal and External Auditors annually without the presence of the Management. During these meetings, the Internal and External Auditors may raise issues encountered in the course of their work directly to the ARC.

10.6 Significant Financial Reporting Matters

In the review of the financial statements of the Group for FY2024, the ARC considered the following key audit matters:

SIGNIFICANT MATTERS	REVIEW OF SIGNIFICANT MATTERS BY THE ARC
Recoverability of debt and equity investments in a subsidiary	The ARC has considered the areas of significant judgement used by Management in projecting the future financial performance of the Downtown Line (DTL) Mass Rapid Transit (MRT) system, North East Line (NEL) MRT system and Sengkang-Punggol Light Rapid Transit system (SPLRT) under the terms of the Consolidated Rail Licence. Following the review and discussions with Management and the External Auditors, the ARC is satisfied with the areas of significant judgement used in projecting the future financial performance of the DTL, NEL and SPLRT under the terms of the Consolidated Rail Licence.
Recognition and measurement of provision for accident claims	The ARC considered the approach and methodology applied to the valuation and completeness of the provision for settlement of accident claims. Following the review and discussions with Management and External Auditors, the ARC is satisfied with the estimates used in determining the probability and amounts of expected settlement claims.

Following the review and discussions on the above, the ARC recommended to the Board to approve the financial statements of the Group for FY2024.

10.7 Review of Independence of External Auditors

The ARC assesses the independence of the External Auditors based on the guidelines set by the Accounting and Corporate Regulatory Authority and the Accountants Act 2004 of Singapore. The ARC is satisfied that the independence of the External Auditors, Ernst & Young LLP (“EY”), is not impaired by their provision of non-audit services to the Group and that Rules 712, 715 and 716 of the SGX-ST Listing Manual have been complied with. The ARC has recommended to the Board that EY be nominated for reappointment as the Company’s External Auditors at the next AGM. The partner-in-charge of auditing the Company is changed every five (5) years as a further safeguard of EY’s independence.

10.8 Whistleblowing Policy

The Group’s Whistleblowing Policy provides a mechanism for employees and external parties to raise concerns about possible improprieties in financial reporting or other improper business conduct, whilst maintaining confidentiality of the identity of whistleblowers and protecting them from reprisal within the limits of the law. Employees are given a Group Handbook detailing how they can go about raising their concerns. Incidents can also be reported via a direct Intranet link to the GCIAO or the Chairperson of the ARC.

The contact information is as follows:

- i. GCIAO at DID: +65 6383 7010 or by email to gcao@comfortdelgro.com or via the intranet.
- ii. Chairperson of the ARC via this email: arc_chairman@sbstransit.com.sg

All cases are investigated and overseen by the IA Division, and dealt with promptly and thoroughly. The identities of whistleblowers are kept confidential, and the Group is committed to ensure protection of whistleblowers against detrimental or unfair treatment. The ARC is responsible for oversight and monitoring of whistleblowing.

4. Shareholder Rights and Engagement

Principle 11: Shareholder Rights and Conduct Of General Meetings

11.1 Disclosure of Information to Shareholders

The Company notifies shareholders in advance of the dates of release of its financial results through the Company’s website as well as SGXNET. Communications with shareholders are conducted through announcements to the SGXNET, media and analyst briefings after the announcement of the financial results together with its presentation materials, as well as the posting of announcements and press releases

on the Company’s website. The Group has formulated a Policy on Securities – Drafting and Releasing SGX-ST Announcements to provide guidance on preparation of SGX-ST announcements.

Shareholders may send in their requests or queries through the feedback channel provided on the Company’s website (www.sbstransit.com.sg/feedback). The IR function of the Group is performed by the ComfortDelGro Group’s IR team (“Group IR Team”), led by the ComfortDelGro Head, Group Investor Relations (“GHIR”). The Group IR Team is accessible throughout the year to address shareholders’ queries. The contact details of the GHIR can be found on the Company’s website (www.sbstransit.com.sg/request-form).

Beyond complying with the requirements of the Code, the SGX-ST Listing Manual and the Companies Act 1967, the Company has also taken various additional measures to enhance corporate governance and improve transparency, including:

- (i) The Notice of AGM is released publicly at least 28 days before the AGM is held; and
- (ii) The Annual Report is available to all shareholders at the Company’s website at least 28 days before the AGM to ensure that all shareholders have adequate time to review the Annual Report before the AGM. The electronic documentation demonstrates the Group’s commitment towards Green and Sustainability efforts. Upon request, hard copies are provided to shareholders.

11.2 Resolutions and Voting at General Meetings

Each issue or matter requiring shareholders’ approval is tabled as a separate and distinct resolution. All the resolutions at the shareholders’ meetings are single item resolutions. The Company does not practise bundling of resolutions. The Company will consider implementing in absentia voting methods such as voting via mail, e-mail or fax when security, integrity and other pertinent issues are satisfactorily resolved.

The Constitution of the Company provides for voting in-person and by proxy at the AGM of the Company. Each shareholder is allowed to appoint up to two (2) proxies to vote on his/her behalf at shareholders’ meetings through proxy forms sent in advance. Relevant intermediaries such as the Central Provident Fund and custodian banks are entitled to appoint more than two proxies to attend, speak and vote at shareholders’ meetings. Shareholders who hold shares through these relevant intermediaries will be allowed to attend, speak and vote at the AGM subject to being appointed a proxy by their respective relevant intermediaries.

CORPORATE GOVERNANCE

The Company has adopted electronic poll voting for general meetings since 2013 to ensure greater transparency and efficiency in the voting process and results. Shareholders are invited to vote on each of the resolutions by poll, using an electronic voting system. The results of all votes cast for or against each resolution or abstentions, if any, and the respective percentages (voting results) and the names of the independent scrutineers for the AGM are presented during the AGM and are announced via the SGXNET after the AGM. Voting by poll is the most accurate means of tabulating shareholders' votes according to the number of shares owned. The Company believes that this will encourage greater shareholder participation at the Company's general meetings and demonstrates the Company's commitment to high standards of corporate governance and transparency.

11.3 Conduct of Shareholder Meetings Including Directors' Attendance

The Company encourages and supports shareholder participation at general meetings, and views the AGM as a good opportunity for shareholders to meet the Board and Senior Management. The top criterion for selecting the AGM venue is an easy to reach location within Singapore accessible by public transport. Shareholders are informed of shareholders' meetings through notices published in the newspapers and circulars sent to all shareholders. All registered shareholders are invited to attend and participate actively at the AGM and are given the opportunity to seek clarification or question the Group's strategic direction, business, operations, performance and proposed resolutions.

All Directors including the Chairman, Group CEO and the chairpersons of the various Board Committees together with Senior Management and the Company Secretaries are present to address any question or feedback raised by the shareholders at the AGM and thereafter, including those pertaining to the proposed resolutions before they are voted on. The External Auditors are also present to address shareholders' queries about the conduct of audit and the preparation and contents of the Auditor's Report.

11.4 Voting at General Meeting of Shareholders

Similar to the Company's AGM for FY2023 held on 25 April 2024, the Company's AGM for FY2024 to be held on 24 April 2025 will also be held both (i) physically ("**Physical Meeting**") and (ii) by way of electronic means ("**Virtual Meeting**"). This is to facilitate high levels of shareholder engagement, with real-time communication and real-time live voting during the AGM for shareholders and proxies attending the Physical Meeting and Virtual Meeting. Shareholders who are not able to attend the

AGM in-person or those who prefer to attend the live webcast may do so by audio or audio-visual means. The Company will adhere to the SGX-ST's guiding principle to provide answers to shareholders' questions within reasonable timelines. Please refer to the Notice of the Thirty-Second AGM of the Company for more information.

11.5 Minutes of General Meeting

The Company prepares minutes of General Meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting and responses from the Board and Management. The minutes are available to shareholders on the Company's website and SGXNET within one (1) month after the date of the AGM.

11.6 Dividend Policy

The Company's dividend policy is to pay out at least 50% of profit attributable to shareholders of the Company. The dividend policy takes into account the long-term objective of maximising shareholder value, availability of cash and retained earnings, projected capital expenditure and growth opportunities. The Company declares dividends semi-annually and informs its shareholders of the dividend payments via announcements to SGXNET. Dividends are paid to shareholders in an equitable and timely manner.

Principle 12: Engagement with Shareholders

12.1 Regular, Effective and Fair Communications with Shareholders

The Company is committed to ensuring that accurate and pertinent information is disseminated to the market in a timely and transparent manner as part of good corporate governance. We have put in place an IR programme to promote regular, effective and fair communications with shareholders and the investment community.

Communications with the SGX-ST are handled by the Company Secretaries, while communications with shareholders, analysts and fund managers are handled by the GHIR. Specific guidelines have been laid down for compliance in respect of all public communications. The Company does not practise selective disclosure in the communication of material information.

In addition, the Company has put in place operational procedures to respond promptly to queries from the SGX-ST on any unusual trading activities in its securities and to clear all announcements to the SGXNET with the Board.

12.2 Investor Relations Policy

The Company's IR Policy sets out the process and mechanism to promote regular, effective and fair communications with shareholders and the investment community. The dedicated Group IR Team works with senior management to proactively carry out the IR engagement programme, which is described in more detail on page 76 of this Annual Report. The Company's IR Policy is available on the Company's website (www.sbstransit.com.sg/uploads/investor_relations/SBST_Investor_Relations_Policy.pdf).

12.3 Avenues for Communication

The Company is committed to treat all shareholders fairly and equitably, and to engage with shareholders and the investment community through various platforms including (where appropriate):

- (i) The Company's general meetings, namely AGMs and as and when necessary, Extraordinary General Meetings;
- (ii) Media briefings and analysts' briefings;
- (iii) Announcements via SGXNET in compliance with the SGX-ST Listing Rules;
- (iv) Investors' meetings, roadshows and conferences;
- (v) Annual reports and sustainability reports;
- (vi) Media releases and statements; and
- (vii) Corporate website (www.sbstransit.com.sg).

5. Managing Stakeholders Relationships

Principle 13: Engagement with Stakeholders

The Company adopts an inclusive approach by balancing the needs and interests of material stakeholders as part of its overall responsibility to ensure that the best interests of the Group are served.

13.1 Identification of and Engagement with Material Stakeholders

The Company has arrangements in place to enable it to engage stakeholders so as to better understand and take action to address their needs and interests. Since the COVID-19 pandemic, the Company has been taking every opportunity to make use of digital means to communicate with shareholders. We were one of the first companies in Singapore to hold hybrid meetings for its shareholders, with real-time communication and real-time live voting.

13.2 Management of Stakeholder Relationships

The basis for and methods of engagement with the stakeholders, along with the key areas of focus for each stakeholder group, can be found in the Group's Sustainability Report. Our Sustainability Report highlights the economic, environmental and social aspects of our developments and operations in accordance with the GRI Sustainability Reporting Standards 2021 and complies with the relevant requirements under the SGX-ST Listing Manual, including Rules 711A and 711B. As part of the Company's sustainability efforts and to ensure more efficient engagement, the Company encourages all shareholders to give their express consent to receive communications to shareholders, including statutory notices for general meetings and other circulars, via email and digital platforms.

13.3 Corporate Website

The Company maintains a corporate website to communicate and engage with stakeholders (www.sbstransit.com.sg).

6. Additional Measures to Enhance Corporate Governance

The Company has also undertaken various additional measures to enhance corporate governance as follows:

Corporate Gifts / Entertainment Policy

Whilst business gifts and entertainment are courtesies that build goodwill and sound working relationships among business partners, the Group does not tolerate the improper use of gifts or entertainment to gain any special advantage in a business relationship.

The Group discourages the receipt of gifts or acceptance of entertainment, loans or other favours as these may compromise an employee's ability to make objective, independent and fair business decisions. Offering excessive gifts in whatever form or entertainment to others can also be open to misinterpretation.

Employees are therefore not permitted to offer or accept any gifts or entertainment without first seeking their supervisor's authorisation. Employees who receive gifts directly or indirectly in relation to their employment with the Group are expected to notify their supervisors and declare such gifts to the Group Human Resource Department. All gifts declared are processed through structured corporate procedures to ensure proper accountability.

Business gifts presented and entertainment on the Group's behalf are consistent with generally accepted corporate governance, business practices and ethical standards and do not violate any applicable laws, regulations or policies of any country that the Group operates in or any company with which the Group has dealings.

CORPORATE GOVERNANCE

Anti-Corruption Policy

The Group complies with all the applicable laws of the jurisdictions in which it operates and conducts business in an open and transparent manner, and prohibits employees from directly or indirectly offering, promising to pay, or authorising the payment of money or anything of value for the purpose of gaining perceived advantage for the Group. All employees are responsible for following the Group's procedures, including audit controls, for carrying out and reporting business transactions.

Block Leave Policy

As a further risk mitigation measure and to enhance governance, the Group has a Block Leave Policy in place which applies to employees holding key functions. This arrangement allows covering officers to fully step into the duties of the employees on leave as an additional check and balance against any breaches.

Health and Safety Policy

Given the nature of the Group's businesses, the health and safety of the employees and customers are of paramount importance. Safety is, therefore, a perpetual top priority for the Group's operations. The Group complies with applicable statutory requirements and regulations in respect of health and safety, and has put in place procedures to guide proper safe work practices for the well-being of all employees and customers.

Following the issuance of the Workplace Safety and Health ("WSH") Approved Code of Practice relating to Chief Executives and Board of Directors and the Strategic Role of Directors of Holding Companies and Subsidiaries ("COP") in 2022, the Group reviewed its work procedures and processes to ensure that its safety policies, standards and practices comply with the Workplace Safety and Health Act 2006 and the COP. The Group's safety policies, standards and practices adhere to the core principles and measures set out in the COP.

Employees are sent for training to enhance their understanding and familiarity with effective WSH practices. They are required to adhere to safety regulations and implement safe work practices that apply to their jobs to ensure a safe work environment for everyone. They are also strongly encouraged to report any safety concerns to improve safety standards at the workplace.

Information Protection Policy

The Group has also implemented an Information Protection Policy to ensure that all documents and data information of the Group are properly safeguarded.

Information is classified into secret, confidential/sensitive, restricted, internal use only and unrestricted/public use based on its nature, contents and implications. Processes and systems used to store, process or communicate the information provide protection against unauthorised disclosure and use.

Data Protection Policy

All business units are required to comply with applicable laws pertaining to data protection. In particular, the business units in Singapore have implemented data protection policies and practices to ensure compliance with the obligations under the Personal Data Protection Act 2012, including the Do Not Call provisions that came into force in 2014.

Cybersecurity Policy

The Group has adopted the international Information Security Standard ISO 27001 in assessing and formulating the Group's cybersecurity framework. The Group regularly reviews its cybersecurity measures to ensure effective protection of our information technology systems and databases. The Group has implemented multi-layered defences, including firewalls, intrusion prevention system, network access control, server hardening, data encryption and employee security training. The Group keeps abreast of the evolving threats and the latest techniques, and actively collaborates with cybersecurity authorities and regulators to develop appropriate countermeasures.

The Group will continue to strengthen its capabilities in light of the way cybersecurity risks will evolve with the digital age. As and when necessary, the Group will take appropriate risk management decisions and implement security controls to secure its information infrastructure systems and databases.

Supplier Ethics Policy

The Group procures a wide range of goods and services from various businesses, companies, persons and entities and requires its suppliers to be in full compliance with all applicable laws and regulations and practises fair competition in accordance with local anti-trust and competition regulations. Suppliers must conduct their businesses with integrity, transparency and honesty and the Group does not condone any corrupt and fraudulent practice.

Suppliers must have in place health and safety policies for their employees and be committed to good environmental, social and governance practices. Suppliers must not trade in the securities of the Group while in possession of confidential non-public information.

Creditors' Payment Policy

The Group values its suppliers and is committed to safeguarding creditors' rights and acknowledges the importance of paying invoices, especially those of small businesses, in a timely manner. It is the Group's practice to agree terms with suppliers when entering into contracts. The Group negotiates with suppliers on an individual basis and meet its obligations accordingly.

7. Interested Person Transactions

Listing Manual – Rule 907

NAME OF INTERESTED PERSON	NATURE OF RELATIONSHIP	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS DURING THE FINANCIAL YEAR UNDER REVIEW (EXCLUDING TRANSACTIONS LESS THAN S\$100,000 AND TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920)	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 (EXCLUDING TRANSACTIONS LESS THAN S\$100,000)
ComfortDelGro Corporation Limited	ComfortDelGro is the majority shareholder of the Company	S\$13,723,000	Nil
VICOM Ltd	VICOM is an associate of the Company	S\$1,948,000	Nil

The aggregate value of the above transactions does not include the aggregate value of S\$3.1 million from the renewal of the Licence Agreement disclosed in the Introductory Document of the Company dated 3 December 1997. These transactions relate to leasing charges paid to ComfortDelGro for use of the premises.

There is no shareholders' mandate for interested person transactions pursuant to Rule 920 of the SGX-ST Listing Manual.

DIRECTORS' PARTICULARS

AS AT 3 MARCH 2025

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
BOB TAN BENG HAI Chairman (Independent Non-Executive Director)	73	Directorships in the SBS Transit Group (1) SBS Transit Ltd* (2) SBS Transit Rail Pte. Ltd. Other Companies (1) Singapore Post Limited* (2) Jurong Engineering Limited	(1) Sembcorp Marine Ltd (2) SINGEX Holdings Pe Ltd (3) Singapore LNG Corporation Pte Ltd (4) Bedrock Trust Pte. Ltd. (5) Ong Teng Cheong Labour Leadership Institute (6) CapitaLand Ascott Trust Management Limited^ (7) CapitaLand Ascott Business Trust Management Pte. Ltd.^	(1) SBS Transit Ltd* - Chairman (2) Singapore Post Limited* - Director (3) Jurong Engineering Ltd - Chairman (4) Sentosa Development Corporation - Chairman (5) Tripartite Alliance Limited - Chairman	(1) CapitaLand Ascott Trust Management Limited^ - Chairman (2) CapitaLand Ascott Business Trust Management Pte. Ltd.^ - Chairman
CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	55	Directorships in the SBS Transit Group (1) SBS Transit Ltd* (2) SBS Transit Rail Pte. Ltd. Principal Directorships in the ComfortDelGro Group (1) ComfortDelGro Corporation Limited* (2) Comfort Transportation Pte Ltd (3) CityCab Pte Ltd (4) ComfortDelGro Engineering Pte Ltd (5) ComfortDelGro (China) Pte. Ltd. (6) ComfortDelGro Corporation Australia Pty Ltd (7) Braddell Limited (8) Metroline Limited (9) CityFleet Networks Limited (10) CMAC Group Limited (11) CFN Apex TopCo Limited (12) CFN Apex BidCo Limited (13) Addison Lee Group Limited Directorships in the VICOM Group (1) VICOM Ltd* (2) Setsco Services Pte Ltd (3) JIC Inspection Services Pte Ltd (4) VICOM Inspection Centre Pte Ltd	(1) ComfortDelGro Swan Pty Ltd (2) Swan Taxis Pty Ltd (3) SBS Transit Mobility Pte. Ltd. (4) CDC Private Mobility Pty Ltd	(1) ComfortDelGro Corporation Limited* - Managing Director /Group Chief Executive Officer	(1) SBS Transit Ltd* - Chief Executive Officer (2) ComfortDelGro Corporation Limited* - Group Deputy Chief Executive Officer

* Listed Company

^ CapitaLand Ascott Trust Management Limited is the manager of CapitaLand Ascott Real Estate Investment Trust (CapitaLand Ascott REIT). CapitaLand Ascott Business Trust Management Pte. Ltd. is the trustee-manager of CapitaLand Ascott Business Trust (CapitaLand Ascott BT). CapitaLand Ascott Trust is a stapled group listed on the SGX-ST Mainboard comprising CapitaLand Ascott REIT and CapitaLand Ascott BT.

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
JEFFREY SIM VEE MING Group Chief Executive Officer (Non-Independent Executive Director)	48	Directorships in the SBS Transit Group (1) SBS Transit Ltd* (2) SBS Transit Rail Pte. Ltd. (3) SBS Transit Mobility Pte. Ltd. (4) Singapore One Rail Pte. Ltd. Directorships in the ComfortDelGro Group (1) Auckland One Rail Limited (2) Connecting Stockholm AB	NIL	(1) SBS Transit Ltd* - Director and Group CEO	SBS Transit Group (1) SBS Transit Rail Pte. Ltd. - CEO (2) Head of NEL/SPLRT (3) Head of Rail Development
LIM TIEN HOCK Chief Executive Officer, Bus Business (Non-Independent Executive Director)	54	Directorships in the SBS Transit Group (1) SBS Transit Ltd* (2) SBS Transit Rail Pte. Ltd.	(1) CityCab Pte Ltd (2) Comfort Transportation Pte Ltd (3) ComfortDelGro Driving Centre Pte. Ltd. (4) ComfortDelGro Medicare Pte. Ltd. (5) Ming Chuan Transportation Pte. Ltd (6) Chengdu ComfortDelGro Qing Yang Driving School Co., Ltd	(1) SBS Transit Ltd*- Chief Executive Officer, Bus Business	(1) ComfortDelGro Corporation Limited* - Senior Vice-President, Group Human Resource (2) ComfortDelGro Driving Centre Pte. Ltd. - Chief Executive Officer (3) ComfortDelGro Medicare Pte. Ltd. - Chief Executive Officer
DESMOND CHOO PEY CHING (Independent Non-Executive Director)	47	(1) SBS Transit Ltd* Other Companies (1) Surbana Jurong Pte Ltd (2) Singapore Economic Development Board	NIL	(1) People's Association - Mayor, North East District (2) National Trades Union Congress - Assistant Secretary-General (3) Tampines GRC - Member of Parliament (4) Tampines Town Council - Chairman (5) Singapore Economic Development Board	NIL

* Listed Company

DIRECTORS' PARTICULARS

AS AT 3 MARCH 2025

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
PATRICK DANIEL (Independent Non-Executive Director)	70	(1) SBS Transit Ltd* Other Companies (1) Imperial Gloucester Pte. Ltd. (2) Verdant.SG Pte. Ltd. (3) Vibranium Capital Pte. Ltd. (4) Alphainvest Holdings Pte. Ltd. (5) Stewardship Asia Centre CLG Limited (6) Singapore Press Club Ltd. (7) SPH Media Trust (8) SPH Media Holdings Pte. Ltd. (9) SPH Foundation Limited (10) Goodhope Asia Holdings Ltd.	(1) Sembcorp Marine Ltd* (2) XiHe Holdings Pte Ltd (3) XiHe Capital Pte Ltd (4) Equal-Ark Singapore Ltd (5) MKC Holdings (Pte) Ltd (6) Singapore University of Technology and Design (7) SPH Jurong Property Pte Ltd (8) SPH Toa Payoh Property Pte Ltd (9) Straits Magazines Pte Ltd (10) Straits Pacom Pte Ltd (11) TP Ventures Pte Ltd (12) Spread Analytics Pte Ltd (13) SPH Media Ltd (14) Da Zhong Tankers (Pte) Ltd (15) Nan Chuan Maritime (Pte) Ltd (16) Xin Hui Shipping (Pte) Ltd (17) Xin Ying Shipping (Pte) Ltd	NIL	(1) SPH Media Trust - Interim CEO
SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	64	(1) SBS Transit Ltd* (2) ComfortDelGro Corporation Limited* Other Companies (1) HealthServe Limited (2) Q.E.D. Law Corporation	(1) Singapore Tyler Print Institute	(1) Q.E.D. Law Corporation - Managing Director	NIL
LEE SOK KOON (Independent Non-Executive Director)	71	(1) SBS Transit Ltd* Other Companies (1) Lum Chang Holdings Ltd* (2) Mooreast Holdings Ltd* (3) Jason Marine Group Limited* (4) NUS America Foundation, Inc.	(1) Singapore Arts School Ltd (2) Japan Foods Holding Ltd*	NIL	NIL
CHRISTINA LIM YUI HUNG (Independent Non-Executive Director)	56	(1) SBS Transit Ltd* (2) SBS Transit Rail Pte. Ltd.	NIL	(1) National University of Singapore - Associate Professor & Deputy Head (Outreach & Student Life), Dept. of Mechanical Engineering	NIL

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
TAN KIM SIEW (Independent Non-Executive Director)	71	(1) SBS Transit Ltd* (2) VICOM Ltd*	NIL	NIL	NIL
EDWIN YEO TENG CHUAN (Independent Non-Executive Director)	56	(1) SBS Transit Ltd* Other Companies (1) Kainos Innovation	NIL	NIL	(1) Quantum Corporation* - Area Vice President, APAC (2) Symantec Asia Pacific Pte Ltd - Corporate Vice President, APAC

* Listed Company

INVESTOR RELATIONS

We are committed to disseminating accurate and pertinent information to the market in a timely manner as part of good corporate governance. Our Investor Relations (IR) programme balances regular, effective and fair communications with Shareholders and the investment community with the need to safeguard commercial sensitivities. The IR team works closely with Senior Management to proactively carry out this engagement programme. Feedback and views gathered are regularly reported to Senior Management and the Board of Directors.

Proactive Communications

During the year, the IR team addressed queries from investors through emails, telephone calls and the online enquiry form.

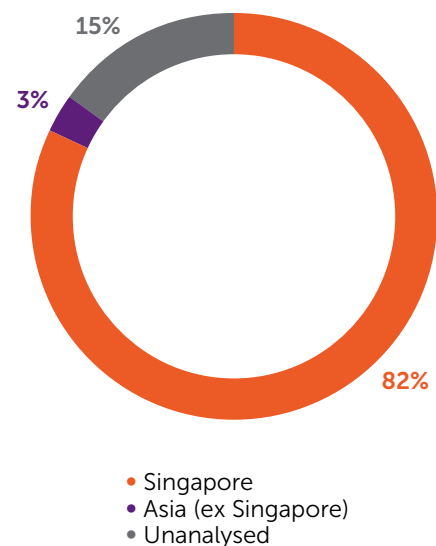
Shareholders have the opportunity to interact with the Board and Senior Management at our Annual General Meeting. Voting is by way of electronic polling for greater transparency in the voting process and the detailed results are announced immediately at the Meeting and subsequently released to the Singapore Exchange.

All material announcements are posted in the IR section of the corporate website to ensure equal and timely access to information.

Singapore-Centric Shareholder Base

Our shareholder base consists mainly of institutional and retail investors based in Singapore and Asia with ComfortDelGro Corporation holding a majority stake.

2024 SHAREHOLDING



RISK MANAGEMENT

SBS Transit's Risk Management Framework provides a systematic process for the Group and its Businesses to identify and review the nature and complexity of the risks involved in their business operations and to prioritise resources to manage them. The Audit and Risk Committee (ARC) and the Board, through their oversight role, review and approve the risk management framework designed and implemented by the Management, and ensure that such framework is consistent with the Group's strategic goals and risk appetite, and is effectively implemented. The Group is committed to enhancing shareholder value through sustainable and profitable growth, while taking measured and well-considered risks.

The Group's approach to risk management is underpinned by several key principles:

- Adopting an agile approach with a risk management process which is continuous and iterative, as the Group's businesses and operating environments are dynamic. The risk identification, assessment, monitoring and reporting practices are reviewed and updated regularly to ensure risks are managed proactively.
- Establishing a clear and defined structure of ownership of accountability for the risk management process within Businesses, departments and individuals. This ensures managers at each level can leverage their in-depth knowledge of their respective businesses to actively own and manage risk, with Senior Management retaining overall stewardship.
- Embedding the risk management processes into day-to-day business operations and setting a strong tone from the top. Key risks are monitored through reporting of key risk indicators and escalated to Senior Management where necessary.
- Promoting risk awareness through regular exercises, continuous education and training, as well as communication through risk management forums to sustain a risk-informed and risk-aware culture in the Group.

In 2024, we reviewed our Enterprise Risk Register, conducted a risk prioritisation workshop, identified key and emerging risks, and developed the necessary risk controls and treatment action plans. Additionally, our review considered climate risks, ensuring that appropriate mitigating measures are in place.

Manpower, particularly the recruitment and retention of local Bus Captains remained a key challenge in 2024. Although the overall Bus Captain shortfall improved by the end of 2024 following the implementation of various recruitment and retention measures, we will continue to focus on this area by introducing additional measures and working closely with the Authorities to address this issue comprehensively.

In recognition of our robust risk and sustainability management framework and efforts in stakeholder communications, SBS Transit received a total of four awards at SIAS Investor's Choice Awards 2024 ceremony held on 17 September 2024. The four awards under mid-cap are:

- a. Singapore Corporate Governance Award
- b. Singapore Corporate Sustainability Award
- c. Shareholder Communications Excellence Award
- d. Most Transparent Company Award



The SBS Transit Risk Steering Committee (RSC) at the group level works closely with all businesses to ensure that risk management is taken seriously, and the Risk Management Framework is diligently implemented across the group. The Group CEO chairs the RSC, and members are drawn from major Business/Division Heads. Key risks for the Group are identified and presented to the Audit and Risk Committee (ARC) and the board half-yearly. The key risks faced by the Group, the relevant mitigating factors, and how they are managed are set out in the paragraphs below.

Financial Risk

The Group has established internal control systems to safeguard its assets and regularly reviews the effectiveness of these controls to improve and fortify financial discipline. All policies and procedures on financial matters, including approval limits and authority, are clearly defined in the Group's Financial Procedures Manual.

RISK MANAGEMENT

Financial Authority Limits

Comprehensive and specific financial authority limits are put in place for capital expenditure, operating expenses, treasury matters, bus/rail tenders, and disposal and write-off of assets. These authority limits are delegated based on the organisational hierarchy from the Board down to the Group CEO and the Heads of Business/Departments, with the Board retaining the ultimate authority. Any expenditure exceeding the highest authority limit is referred to the Board for approval. To ensure that the Group's assets continue to be managed prudently, the Board periodically reviews the mandate that it delegates to Management.

Budgetary Control

A robust and comprehensive Annual Budget is prepared and approved by the Board prior to the commencement of each financial year. Material variations between actual and budgeted performance are reviewed on a monthly basis. The capital expenditure budget is approved in-principle by the Board as part of the Annual Budget. Each capital expenditure is subjected to rigorous justification and review before it is incurred in accordance with the Group's financial authority limits. Specific approvals must be sought for unbudgeted expenditures. Tight control on manpower is exercised through the headcount budget.

Economic Cycle

Changes in economic conditions may impact the businesses in terms of customer demand and the cost of providing the services. We manage these risks by continuously scanning and monitoring political and economic issues. We also monitor demand trends, cost structures and operating margins closely. Expenses are managed in the light of revenue patterns and changing market conditions. Where possible, revenue risks are mitigated by diversifying revenue streams to non-fare sources. A detailed description of the financial risks and how the Group manages them are set out in the Notes to the Financial Statements.

Operational Risks

Operational risks may arise from failures in internal controls, operational processes or the supporting systems. The Group has put in place operating manuals, standard operating procedures, authority guidelines and a rigorous reporting framework to manage these risks.

Safety and Security

Managing the safety and security of our customers, tenants, staff and the public is the cornerstone of the Group's safety and security policy. We run safety awareness and training programmes to instil a safety and security conscious culture in our employees at all levels. Safety and security audits are conducted regularly to ensure that standards are maintained. The Group works closely with the relevant Authorities to ensure that the security of our bus and train services and facilities are not compromised. Drills and exercises are conducted regularly, both internally and jointly with external agencies. Besides patrolling guards, fence intrusion detection systems and other security features are installed at all our operating facilities. Members of the public, staff and tenants are encouraged to look out for suspicious objects or persons.

Environmental

The Group is committed to being an environmentally friendly and socially responsible organisation through minimising the impact our business activities have on the environment. We recognise the importance of understanding and managing our climate-related risks and opportunities. Our operations, accidents, and activities can result in pollution or other environment risks. To limit the impact of our activities to the environment, we engage in proactive environmental risk management, ensuring that we target the problems that could arise and that preventive measures are put in place. We comply with all relevant regulations. Ways in which the Group works to protect the environment can be found in our Sustainability Report.

Manpower

The Group's ability to develop and grow the business depends on the quality of its employees, and we are committed to invest in building its resource pool. We have in place various programmes and processes that focus on several key areas, including talent management, building management bench strength, succession planning, performance management, compensation and benefits, training and development and employee conduct and supervision. We ensure that our employees are selected and promoted based on merit, they understand their responsibilities and are given access to necessary training. At all times, a positive, constructive and productive working climate based on strong tripartite relations is fostered. We ensure that all policies, processes, terms and conditions of employment, including those relating to foreign labour force, are in compliance with the relevant regulations.

Property and Liability

The Group's exposure to property damage, business interruption and other liability risks is constantly monitored and reviewed with our sister company, ComfortDelGro Insurance Brokers Pte Ltd. Together with external risk management consultants, we ensure sufficiency of insurance coverage and maintain an optimal balance between risks that are retained internally and risks that are placed out with underwriters.

Business Continuity

We have put in place Business Continuity Plans (BCPs) to mitigate the risks of disruption and catastrophic loss to our operations, people, information databases and other assets. Such risks can arise from adverse natural events like flooding, or from pandemic outbreaks. The BCPs include identification and planning of alternate recovery centres, operational procedures to maintain communication, measures to ensure continuity of critical business functions, protection of our employees and customers, and recovery of information databases. We update and test the BCPs regularly. Drills and emergency response exercises are conducted to familiarise employees with the various incident management plans. The BCPs enhance the Group's operational readiness and resilience to potential business disruptions.

Information and Operational Technology Risks

Information and operational technology system failures and cyber risks are key risks for the Group since almost all the businesses rely heavily on technology. In particular, as the operational technology systems of our Rail Business have been designated as Critical Information Infrastructure (CII), cyber security is of critical importance here. This can take the form of major system failures which can result in disruption of the business or a security breach of our information technology systems. Cyber security is about protecting information systems and data from unauthorised access, use, disclosure, disruption, modification or destruction. Our security management framework complies with the latest industry standards. We have put in place various types of controls and data recovery measures to mitigate the risks, including the use of intrusion prevention systems, multi-level firewalls, server protection, software code hardening and data loss prevention controls to manage Internet security and cyber threats. Penetration tests are carried out regularly to test the systems, identify potential vulnerabilities and to strengthen the security hardening of our websites. Information security policies and procedures, including education for all staff, are reviewed and enhanced regularly.

Compliance Risks

The Group keeps abreast and complies with all laws and regulations governing the conduct of business in Singapore. These regulations include pricing, service standards, licences to operate and transport policies, which are stipulated by the relevant regulatory Authorities. We work closely with the Land Transport Authority, as part of our risk management process to keep abreast of developments and policies that may affect our businesses and the competitive landscape. We manage our operations effectively to ensure that standards are met, thereby reducing significantly the risk of penalty.

Strategic Risks

We continually review our business strategy to ensure that we remain a relevant and significant player in the public transport market by participating in competitive public transportation tenders. SBS Transit's strategic risks include (1) competition – how we can/must defend and/or win public transport tenders, and (2) government contract risk – how we build resilience by pro-actively engaging the authorities to realise objectives articulated in the Land Transport Master Plan 2040.

Fraud

The Group prioritises proactive fraud prevention through comprehensive internal controls and audits, ensuring compliance and transparency. Vigilant risk awareness and ethical conduct are ingrained in our culture, securing our future through unwavering vigilance and integrity.

Our key deterrent and mitigation actions include:

- **Commitment, Oversight, and Tone from Top:** The Management sets the tone from the top in promoting ethical culture and having zero tolerance to fraud. Our employees are required to declare any conflicts of interest annually. They undergo frequent training pertaining to Anti-corruption, Anti-bribery, Ethics and Competition Law. To ensure our supply chain partners maintain the same level of rigour we set internally, our suppliers are required to comply with our Supplier Code of Conduct.
- **Whistleblowing Policy:** The Group has an established Whistleblowing Policy that provided a Whistleblowing alert line that empowers our employees to report any misconduct or fraud directly to the Chairman of ARC and/or the Group Chief Internal Audit Officer. Employees are given a Company e-handbook detailing how they can go about raising their concerns. The ARC provides independent oversight on the investigations conducted by Group Internal Audit. Reported incidents will be dealt with promptly and thoroughly.
- **Proactive Risk Identification and Mitigation:** Our commitment in preventing and detecting fraud extends beyond robust internal controls, including checks and balances and multi-step approvals. We leverage our comprehensive Minimum Acceptable Controls Questionnaire (MACQ) to establish consistent baseline controls across the Group, enhancing the effectiveness of our finance and business processes.

Audit Process

The Internal and External Auditors conduct reviews based on their audit plans to evaluate the adequacy of internal controls in place. A risk-based approach is used for the annual internal audit plan, covering the entire auditable universe of the Group. Throughout their audits, both the Internal and External Auditors will report any material deficiencies, non-compliance, weaknesses, or significant risk events to Management and the ARC. They will also recommend mitigating measures and treatment plans. Audit recommendations are closely followed up as part of the Group's ongoing review of its internal controls, with the implementation status reported to the ARC.

The Group Internal Audit function is independent of the activities it audits and has unrestricted access to the ARC, the Board, and Management. In line with best practices, Group Internal Audit operates a Quality Assurance and Improvement Programme (QAIP) that aligns with international auditing standards. The QAIP is conducted every five years to ensure that the Internal Audit function meets or exceeds the Institute of Internal Auditors (IIA) Standards in all key areas. The last QAIP was conducted by Protiviti in 2023.

FINANCIAL CALENDAR

Sunday

Monday

Tuesday

2024

Announcement of 2023 Full Year Results	27 February 2024
Annual General Meeting	25 April 2024
Payment of 2023 Final Dividend (5.58 cents/share)	14 May 2024
Announcement of 2024 Half Year Results	13 August 2024
Payment of 2024 Interim Dividend (5.58 cents/share)	28 August 2024

2025

Announcement of 2024 Full Year Results	25 February 2025
Annual General Meeting	24 April 2025
Payment of 2024 Final Dividend (14.69 cents/share) (Subject to Shareholders' approval at the forthcoming Annual General Meeting)	13 May 2025
Payment of 2024 Special Dividend (8.41 cents/share) (Subject to Shareholders' approval at the forthcoming Annual General Meeting)	13 May 2025
Announcement of 2025 Half Year Results	11 August 2025*

* Provisional – Updates will be posted on www.sbstransit.com.sg

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DIRECTORS' STATEMENT

The Directors present their annual statement together with the audited Consolidated Financial Statements of the Group and Statement of Financial Position and Statement of Changes in Equity of the Company for the financial year ended 31 December 2024.

In the opinion of the Directors, the Consolidated Financial Statements of the Group and the Statement of Financial Position and Statement of Changes in Equity of the Company as set out on pages 90 to 131 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

1. DIRECTORS

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

Tan Beng Hai	(Chairman)
Cheng Siak Kian	(Deputy Chairman)
Sim Vee Ming	(Group Chief Executive Officer)
Desmond Choo Pey Ching	
Patrick Daniel	
Susan Kong Yim Pui	
Lee Sok Koon	
Lim Tien Hock	
Christina Lim Yui Hung	
Tan Kim Siew	
Yeo Teng Chuan, Edwin	

2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

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

DIRECTORS' STATEMENT

3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and its related corporations as recorded in the register of Directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 except as follows:

Interest in the Company

(a) Ordinary shares

	Shareholdings registered in the name of Directors		
	At	At	At
	1 January 2024	31 December 2024	21 January 2025
Cheng Siak Kian	7,500	35,000	35,000
Sim Vee Ming	6,250	25,000	25,000
Lim Tien Hock	–	8,750	8,750

(b) Unvested performance share awards under the SBS Executive Share Scheme

	Number of unvested shares held by Directors		
	At	At	At
	1 January 2024	31 December 2024	21 January 2025
Cheng Siak Kian	102,500	75,000	75,000
Sim Vee Ming	68,750	130,000	130,000
Lim Tien Hock	35,000	61,250	61,250

Interest in ultimate holding company, ComfortDelGro Corporation Limited

(a) Ordinary shares

	Shareholdings registered in the name of Directors		
	At	At	At
	1 January 2024	31 December 2024	21 January 2025
Cheng Siak Kian	78,750	152,500	152,500
Sim Vee Ming	41,250	55,000	55,000
Lim Tien Hock	118,500	152,250	152,250

(b) Unvested performance share awards under the ComfortDelGro Executive Share Award Scheme

	Number of unvested shares held by Directors		
	At	At	At
	1 January 2024	31 December 2024	21 January 2025
Cheng Siak Kian	236,250	362,500	362,500
Sim Vee Ming	33,750	60,000	60,000
Lim Tien Hock	92,500	98,750	98,750

DIRECTORS' STATEMENT

4. SHARE AWARDS AND SHARE OPTIONS

- (a) The Company obtained Shareholders' approval at its Annual General Meeting held on 29 April 2021 to implement the SBS Executive Share Scheme ("SBS ESS") for Executive Directors and Key Executives as part of the long-term incentive programme to attract talent, retain them and reward those who make significant contributions to the Group. The SBS ESS is administered by Nominating and Remuneration Committee (the "Committee") comprising Mr Tan Beng Hai (Chairman), Mr Cheng Siak Kian, Mr Desmond Choo Pey Ching, Ms Susan Kong Yim Pui, and Dr Tan Kim Siew.
- (b) Under the SBS ESS, the shares are granted conditional upon performance targets met and have a vesting schedule whereby only a portion of the benefits would be granted each year. The grant of the shares may be withdrawn or clawed-back in the event of exceptional circumstances of material misstatement of financial results or misconduct resulting in financial or other losses for the Group.
- (c) The Board and the Committee believe that the SBS ESS will help ensure that the Group continues to have a strong leadership team, credible talent pipeline and reinforce the delivery of long-term shareholder value.
- (d) During the financial year, the Company granted the third tranche of share awards of 632,000 (2023: 567,000) ordinary shares pursuant to the SBS ESS to selected employees of the Group. This included an award of 80,000 (2023: 50,000) ordinary shares to Group Chief Executive Officer, Mr Sim Vee Ming and 35,000 (2023: 35,000) ordinary shares to Director, Mr Lim Tien Hock. These are time-based awards to be vested over a 4-year period.
- (e) No participants to the SBS ESS are controlling shareholders of the Company and their associates.
- (f) Since the adoption of the SBS ESS, a total of 1,610,000 (2023: 978,000) share awards were granted. Details of the share awards granted, vested and lapsed and the number of unvested share awards outstanding as at the end of the financial year is as follows:

Date of grant	Number of share awards				At 31 December 2024
	At 1 January 2024	Granted	Vested	Lapsed	
12 July 2022	302,625	–	(99,000)	(5,625)	198,000
8 May 2023	567,000	–	(140,250)	(6,000)	420,750
6 May 2024	–	632,000	–	(5,000)	627,000
	869,625	632,000	(239,250)	(16,625)	1,245,750

- (g) Details of the share awards to Directors since the commencement of the SBS ESS were as follows:

Director	Aggregate share awards granted since the commencement to 31 December 2024	Aggregate share awards vested since the commencement to 31 December 2024	Aggregate share awards outstanding at 31 December 2024
Cheng Siak Kian	110,000	35,000	75,000
Sim Vee Ming	155,000	25,000	130,000
Lim Tien Hock	70,000	8,750	61,250

- (h) During the financial year, no options to take up unissued shares of the Company were granted. There were also no shares of the Company issued by virtue of the exercise of an option to take up unissued shares.

At the end of the financial year, there were no unissued shares of the Company under options.

DIRECTORS' STATEMENT

5. AUDIT AND RISK COMMITTEE

At the date of this report, the Audit and Risk Committee comprises three Independent Non-Executive Directors and one Non-Independent Non-Executive Director as follows:

Lee Sok Koon (Chairman)
Susan Kong Yim Pui
Tan Kim Siew
Yeo Teng Chuan, Edwin

The Audit and Risk Committee carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act 1967 and the Code of Corporate Governance 2018.

In performing its functions, the Audit and Risk Committee reviewed the overall scope of both internal and external audits and the assistance given by the Company's officers to the auditors. It met with the Company's internal and external auditors four times during the year to discuss the scope and results of their respective audits, and at least once annually without the presence of Management. The Audit and Risk Committee has reviewed the independence of the external auditors, Messrs Ernst & Young LLP, including the scope of the non-audit services performed and confirmed that the auditors are independent.

The Audit and Risk 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 auditors have unrestricted access to the Audit and Risk Committee.

In addition, the Audit and Risk Committee reviewed the Financial Statements of the Group before their submission to the Board of Directors of the Company and provided assurance to the Board on the adequacy of financial, operational, compliance and information technology controls.

6. AUDITORS

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

ON BEHALF OF THE BOARD OF DIRECTORS

Tan Beng Hai
Chairman

Sim Vee Ming
Group Chief Executive Office

Singapore
25 February 2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SBS TRANSIT LTD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Financial Statements of SBS Transit Ltd (the "Company") and its subsidiaries (the "Group") which comprise the Statements of Financial Position of the Group and the Company as at 31 December 2024, and the Group Income Statement, Group Comprehensive Income Statement, Group Statement of Changes in Equity and Group Cash Flow Statement 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, as set out on pages 90 to 131.

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

Basis for opinion

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

Key audit matters

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

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

(a) Recoverability of debt and equity investments in a subsidiary

As disclosed in Note 31 to the Financial Statements, pursuant to the framework agreement under the New Rail Financing Framework Version 2 ("NRFF (Version 2)") between the Group and the Land Transport Authority of Singapore ("LTA"), the Company's wholly-owned subsidiary, SBS Transit Rail Pte. Ltd. ("SBST Rail" or the "subsidiary"), has been issued a Consolidated Rail Licence to operate the Downtown Line ("DTL"), North-East Line ("NEL"), and Sengkang Punggol Light Rail Transit System ("SPLRT") for a period of 11 years commencing 1 January 2022, and ending on 31 December 2032 (the "Consolidated Rail Licence" or "Rail contract").

Management is required to assess the recoverability of the Company's related equity and debt investments in SBST Rail, which are disclosed in the Financial Statements.

As disclosed in Note 3 to the Financial Statements, the assessment involve projections of SBST Rail's future operating and financial performance under the Consolidated Rail Licence prepared based on key assumptions and estimates including but not limited to ridership growth, fare adjustments, availability of grants from the Authorities and operating costs, after taking into consideration the current ridership patterns, fare adjustments, key operating cost drivers and the relevant risk factors. Additionally, the assessment involves Management making projections about the future operating and financial performance of SBST Rail during and beyond the current Consolidated Rail Licence period and applying an appropriate market-based discount rate. These assumptions and estimates involved significant Management judgement and estimation uncertainty.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SBS TRANSIT LTD

Key audit matters (cont'd)

(a) Recoverability of debt and equity investments in a subsidiary (cont'd)

Accordingly, we have considered this to be a key audit matter.

As part of our audit, we:

- reviewed the framework agreement under the NRFF (Version 2) and relevant key correspondences between the Authorities and the Group to understand the key terms of the Consolidated Rail Licence;
- reviewed Management's process of identifying impairment indicators, and assessing SBST Rail's financial ability to repay amounts due to the Company;
- obtained the operating and financial projections and discounted cash flow workings which were prepared based on financial and operating budgets approved by Management and evaluated the appropriateness of the valuation methodology applied;
- discussed with Management to understand and identify the areas of significant judgement and key drivers in their projection of the future operating and financial performance of the DTL, NEL and SPLRT;
- assessed the reasonableness of the key assumptions and inputs used by Management to project the future operating and financial performance of the DTL, NEL and SPLRT both up to the end of and beyond the Licence period by reviewing historical trends, past budget variances, corroborative information on ridership projection, projected future fare adjustments, availability of grants from the Authorities, and relevant external information;
- tested the appropriateness of the growth rates and discount rate applied in the discounted cash flow computation used to estimate the recoverable amount of the Company's equity and debt investments in SBST Rail with the assistance of our internal valuation specialist by corroborating with our understanding of SBST Rail's business plans, the relevant public transport industry, available internal operating and financial information and relevant market data; and
- performed sensitivity analysis for certain key assumptions for alternative reasonably possible scenarios and their impact to Management's assessment of and the recoverability of the Company's equity and debt investments in SBST Rail.

We have also reviewed the adequacy of the related disclosures made in Notes 3 and 31 to the Financial Statements.

(b) Recognition and measurement of provision for accident claims

The Group recognises provision for accident claims arising from its transportation business when it has a present obligation (legal or constructive) that would result in an expected settlement that can be reliably estimated. The carrying amount of the provision for accident claims are disclosed in Note 16 to the Financial Statements.

Management exercises significant judgements in determining the estimated amounts required to settle the obligations, which is inherently uncertain in both timing and amounts. Management considers the probability and amount of the expected settlement claims based on current available information such as claims history and payment trends. The key assumptions and estimates used by Management are disclosed in Note 3 to the Financial Statements.

Given the significant Management judgement and estimation uncertainty involved, we have considered this to be a key audit matter.

As part of our audit, we:

- reviewed Management's process of identifying accident claims that meet the recognition criteria and obtained Management's computation, assumptions and estimates used for the measurement of the provision;
- evaluated the reasonableness of key assumptions and estimates used by Management to measure the provision, including reviewing the number of claims lodged, current and historical accident claims and settlement data; and

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SBS TRANSIT LTD

Key audit matters (cont'd)

(b) Recognition and measurement of provision for accident claims (cont'd)

- reviewed the adequacy and overall reasonableness of the provision by understanding reasons for any significant variances and corroborating them with publicly available information and the list of accident reports subsequent to year end.

We also reviewed the adequacy of the disclosures in relation to the Group's provision for accident claims provided in the Financial Statements.

Other information included in the 2024 Annual Report

Management is responsible for the other information. Other information consists of the information included in the Group's 2024 Annual Report other than the Financial Statements and our auditor's report thereon. In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the Directors' Statement prior to the date of our auditor's report, and we expect to obtain the remaining other information included in the Annual Report after the date of our auditor's report.

Our opinion on the Financial Statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's responsibilities for the audit of the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SBS TRANSIT LTD

Auditor's responsibilities for the audit of the Financial Statements (cont'd)

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Yew Chung.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
25 February 2025

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
ASSETS					
Current assets					
Short-term deposits and bank balances	5	384,993	371,965	382,589	368,892
Trade and other receivables	6	349,772	304,478	231,101	211,403
Inventories	7	133,775	119,876	37,425	25,019
Total current assets		868,540	796,319	651,115	605,314
Non-current assets					
Subsidiaries	8	–	–	440,002	100,002
Prepayments	9	–	1,476	–	35
Due from subsidiaries	6	–	–	35,750	347,292
Vehicles, premises and equipment	10	271,948	353,546	233,790	314,594
Deferred tax assets	11	20,180	20,855	–	–
Total non-current assets		292,128	375,877	709,542	761,923
Total assets		1,160,668	1,172,196	1,360,657	1,367,237
LIABILITIES AND EQUITY					
Current liabilities					
Lease liabilities	12	12,131	10,523	12,131	10,523
Trade and other payables	13	297,500	333,920	177,898	209,545
Deposits received	14	4,180	4,046	1,557	1,450
Provisions	16	13,421	16,079	13,235	14,674
Fuel price equalisation account		19,442	19,442	19,442	19,442
Income tax payable		23,750	28,293	23,728	28,275
Total current liabilities		370,424	412,303	247,991	283,909
Non-current liabilities					
Lease liabilities	12	5,582	8,787	5,582	8,787
Deferred grants	15	3,727	4,064	3,727	3,966
Deposits received	14	7,845	7,367	2,707	2,960
Deferred tax liabilities	11	17,989	22,424	17,989	22,424
Provisions	16	16,185	15,725	13,275	11,624
Fuel price equalisation account		19,442	19,442	19,442	19,442
Total non-current liabilities		70,770	77,809	62,722	69,203
Total liabilities		441,194	490,112	310,713	353,112
Capital and reserves					
Share capital	17	101,436	100,783	101,436	100,783
Other reserves	18	1,833	40,861	1,657	41,283
Accumulated profits		616,205	540,440	946,851	872,059
Total equity		719,474	682,084	1,049,944	1,014,125
Total liabilities and equity		1,160,668	1,172,196	1,360,657	1,367,237

The accompanying accounting policies and explanatory notes form an integral part of the Financial Statements.

GROUP INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group	
		2024 \$'000	2023 \$'000
Revenue	19	1,559,728	1,527,136
Staff costs	20	(756,740)	(737,646)
Repairs and maintenance costs		(203,093)	(201,416)
Fuel and electricity costs		(262,063)	(281,551)
Premises costs		(51,747)	(44,716)
Depreciation expense	10	(87,158)	(92,618)
Other operating costs		(125,761)	(92,537)
Total operating costs		(1,486,562)	(1,450,484)
Operating profit	21	73,166	76,652
Interest income	22	11,065	12,834
Finance costs	23	(726)	(1,515)
Profit before taxation		83,505	87,971
Tax expense	24	(13,204)	(18,895)
Profit attributable to shareholders		70,301	69,076
Earnings per share (in cents):			
Basic	25	22.52	22.15
Diluted	25	22.48	22.15

GROUP COMPREHENSIVE INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Group	
	2024 \$'000	2023 \$'000
Profit attributable to shareholders	70,301	69,076
Other comprehensive income:		
<i>Items that may be reclassified subsequently to Profit or Loss</i>		
Fair value adjustment on cash flow hedges (Note 18)	598	91
Total comprehensive income for the year, attributable to shareholders of the Company	70,899	69,167

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Group			
	Attributable to shareholders of the Company			
	Share capital (Note 17) \$'000	Other reserves (Note 18) \$'000	Accumulated profits \$'000	Total equity \$'000
Balance at 1 January 2024	100,783	40,861	540,440	682,084
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	70,301	70,301
Other comprehensive income for the year	–	598	–	598
Total	–	598	70,301	70,899
<i>Transactions recognised directly in equity</i>				
Payment of dividends (Note 30)	–	–	(34,829)	(34,829)
Shares issuance	653	(653)	–	–
Share-based payment	–	1,292	–	1,292
Transfer of revaluation reserve on disposal of leasehold land and building	–	(40,265)	40,265	–
Other reserves	–	–	28	28
Total	653	(39,626)	5,464	(33,509)
Balance at 31 December 2024	101,436	1,833	616,205	719,474
Balance at 1 January 2023	100,499	40,072	505,750	646,321
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	69,076	69,076
Other comprehensive income for the year	–	91	–	91
Total	–	91	69,076	69,167
<i>Transactions recognised directly in equity</i>				
Payment of dividends (Note 30)	–	–	(34,404)	(34,404)
Shares issuance	284	(284)	–	–
Share-based payment	–	982	–	982
Other reserves	–	–	18	18
Total	284	698	(34,386)	(33,404)
Balance at 31 December 2023	100,783	40,861	540,440	682,084

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Company			Total equity \$'000
	Share capital (Note 17) \$'000	Other reserves (Note 18) \$'000	Accumulated profits \$'000	
Balance at 1 January 2024	100,783	41,283	872,059	1,014,125
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	69,328	69,328
Total	–	–	69,328	69,328
<i>Transactions recognised directly in equity</i>				
Payment of dividends (Note 30)	–	–	(34,829)	(34,829)
Shares issuance	653	(653)	–	–
Share-based payment	–	1,292	–	1,292
Transfer of revaluation reserve on disposal of leasehold land and building	–	(40,265)	40,265	–
Other reserves	–	–	28	28
Total	653	(39,626)	5,464	(33,509)
Balance at 31 December 2024	101,436	1,657	946,851	1,049,944
Balance at 1 January 2023	100,499	40,444	835,482	976,425
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	70,963	70,963
Total	–	–	70,963	70,963
<i>Transactions recognised directly in equity</i>				
Payment of dividends (Note 30)	–	–	(34,404)	(34,404)
Shares issuance	284	(284)	–	–
Share-based payment	–	1,123	–	1,123
Other reserves	–	–	18	18
Total	284	839	(34,386)	(33,263)
Balance at 31 December 2023	100,783	41,283	872,059	1,014,125

GROUP CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group	
		2024 \$'000	2023 \$'000
Operating activities			
Profit before taxation		83,505	87,971
Adjustments for:			
Depreciation expense		87,158	92,618
Fuel price equalisation account		–	(1,100)
Finance costs		726	1,515
Net loss on disposal of vehicles and equipment		188	93
Interest income		(11,065)	(12,834)
Provisions		5,951	4,250
Allowance for inventory obsolescence		7,371	8,363
Allowance for expected credit losses		108	5
Share-based payment expense		1,292	982
Operating cash flows before movements in working capital		175,234	181,863
Trade receivables and other receivables		(46,156)	(43,077)
Inventories		(21,270)	(25,590)
Trade and other payables		(35,912)	264
Deferred grants		(337)	(285)
Deposits received		612	(104)
Utilisation of provisions		(8,171)	(6,032)
Receipt from net investment on sublease		182	166
Cash generated from operations		64,182	107,205
Income tax paid		(21,629)	(31,182)
Interest paid arising from leases		(704)	(1,151)
Net cash generated from operating activities		41,849	74,872
Investing activities			
Interest received		11,918	12,658
Proceeds from disposal of vehicles, premises and equipment		26,517	227
Purchase of vehicles, premises and equipment		(20,351)	(15,661)
Net cash generated from/(used in) investing activities		18,084	(2,776)
Financing activities			
Payments under lease liabilities	12	(12,104)	(11,049)
Dividends paid		(34,829)	(34,404)
Others		28	18
Net cash used in financing activities		(46,905)	(45,435)
Net increase in cash and cash equivalents		13,028	26,661
Cash and cash equivalents at beginning of year		371,965	345,304
Cash and cash equivalents at end of year	5	384,993	371,965

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

1. CORPORATE INFORMATION

The Company (Registration No. 199206653M) is incorporated in Singapore with its registered office and principal place of business at 205 Braddell Road, Singapore 579701. The Company is listed on the Singapore Exchange Securities Trading Limited.

The principal activities of the Company are those of the provision of public transport services. The principal activities of the companies in the Group are in the business of provision of public transport services and the consultancy services relating to land transport. The provision of public transport services includes the operation of public bus, Downtown Mass Rapid Transit System (DTL), North-East Mass Rapid Transit System (NEL) and Sengkang Light Rapid Transit System and the Punggol Light Rapid Transit System (SPLRT).

The principal activities of the subsidiaries are described in Note 8 to the Financial Statements.

The Financial Statements are expressed in Singapore dollars and all values are rounded to the nearest thousand (\$'000) except when otherwise indicated.

The Consolidated Financial Statements of the Group for the financial year ended 31 December 2024 and the Statement of Financial Position and Statement of Changes in Equity of the Company as at 31 December 2024 were authorised for issue by the Board of Directors on 25 February 2025.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of accounting

The Financial Statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below and are drawn up in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)s").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Financial Statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 Share-based Payment, leasing transactions that are within the scope of SFRS(I) 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 Inventories or value in use in SFRS(I) 1-36 Impairment of Assets.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial period beginning on 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.3 New/revised standards and improvements to the standards not yet adopted

The Group has not applied the following accounting standards that are relevant to the Group and have been issued as at the end of the reporting period but not yet effective:

- Amendments to SFRS(I) 21: *Lack of Exchangeability* ⁽¹⁾
- Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments* ⁽²⁾
- Annual Improvements to SFRS(I)s – Volume 11 ⁽²⁾
- Amendments to SFRS(I) 9 and SFRS(I) 7: *Contracts Referencing Nature-dependent electricity* ⁽²⁾
- SFRS(I) 18: *Presentation and Disclosure in Financial Statements* ⁽³⁾
- Amendments to SFRS(I) 1-10 and SFRS(I) 1-28: *Sales or Contribution of Assets between an Investor and its Associate or Joint Venture* ⁽⁴⁾

⁽¹⁾ Applies to annual periods beginning on or after 1 January 2025.

⁽²⁾ Applies to annual periods beginning on or after 1 January 2026.

⁽³⁾ Applies to annual periods beginning on or after 1 January 2027.

⁽⁴⁾ Date to be determined

Other than as disclosed below, Management anticipates that the adoption of the above SFRS(I) pronouncements in future periods will not have a material impact on the Financial Statements of the Group in the period of their initial adoption.

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

SFRS(I) 18 was issued to replace SFRS(I) 1-1 *Presentation of Financial Statements*. SFRS(I) 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

SFRS(I) 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

2.4 Basis of consolidation

The Consolidated Financial Statements incorporate the Financial Statements of the Company and an entity controlled by the Company. 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.4 Basis of consolidation (cont'd)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Group Income Statement and Group Comprehensive Income Statement from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of the subsidiary to bring its accounting policies in line with those consistently used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

In the Statement of Financial Position of the Company, investment in subsidiaries is carried at cost less any impairment in net recoverable value that has been recognised in Profit or Loss.

2.5 Financial instruments

Financial assets and financial liabilities are recognised on the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Profit or Loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Profit or Loss.

Financial assets

All recognised financial assets are classified, at initial recognition, as subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

Impairment of financial assets

The Group applies the simplified approach permitted by SFRS(I) 9 *Financial Instruments* for trade receivables. The expected credit losses ("ECL") on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors as well as current and forecast general economic conditions at the reporting date. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.5 Financial instruments (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, the 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the rate of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, where relevant. The internal credit rating of these financial assets is categorised as "Doubtful". The basis for recognition of ECL for financial assets with significant increase in credit risk since initial recognition is lifetime ECL – not credit impaired.

A default on a financial asset is when the counterparty fails to make contractual payments within a specific period after the credit period granted. The internal credit rating of these financial assets is categorised as "Non-performing". The basis for recognition of ECL for financial assets with evidence indicating credit-impaired is lifetime ECL – credit impaired.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include taking into consideration observable data about the significant financial difficulty of the issuer or the borrower; a breach of contract, such as a default or past due event; it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Where receivables have been written off, the Group continues to recover the receivables due. Where recoveries are made, these are recognised in Profit or Loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in Profit or Loss.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.5 Financial instruments (cont'd)

Financial liabilities and equity instruments (cont'd)

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in Profit or Loss.

Hedging instruments and hedge accounting

The Group uses hedging instruments to manage its exposure to fuel price fluctuation, interest rate and foreign exchange rate risks. The Group uses hedging instruments such as forwards and options, to manage these risks. The use of hedging instruments is governed by the Group's policies which provide written principles on the use of financial instruments consistent with the Group's risk management strategy (see Note 29).

Hedging instruments are initially recognised at fair value on the contract date, and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Profit or Loss immediately unless the hedging instrument is designated and effective as a hedging instrument, in which event the timing of the recognition in Profit or Loss depends on the nature of the hedge relationship. The Group designates its hedging instruments as either fair value hedges or cash flow hedges.

Hedging instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

At the inception of the hedge relationship, the Group formally designates and documents the relationship between the hedging instrument and hedged item, along with its risk management objective and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

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

Hedges of both foreign currency risk and fuel price risk for future purchases of goods are designated as cash flow hedges.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

Note 29 (c) contains details of the fair values of the hedging instruments.

Cash flow hedge

The effective portion of changes in fair value of hedging instruments that are designated and qualify as cash flow hedges are recognised in Other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in Profit or Loss. Amounts recognised in Other comprehensive income are taken to Profit or Loss during which the hedged cash flows affect Profit or Loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.6 Leases

The Group as lessor

The Group enters into lease agreements as a lessor with respect to its property.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as 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 12 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.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before commencement date less any lease incentives received and an estimate of costs to be incurred by the lessee in restoring the site on which it is located required by the terms and conditions of the lease. Refer to Note 2.8 for details on estimated useful life.

(ii) Lease liabilities

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.

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

- Fixed lease payments (including in-substance fixed payments), less any lease incentives;
- 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;
- The 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.

Subsequently, the carrying amount of lease liabilities is remeasured if there is a modification, change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.7 Inventories

Inventories are stated at cost less allowance for inventory obsolescence. Allowance is made for obsolete, slow-moving and defective inventories based on Management's estimates and judgement, taking into consideration inventories' physical and market conditions, inventory turnover, etc.

Cost comprises cost of purchase and those costs that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method.

2.8 Vehicles, premises and equipment

Vehicles, premises and equipment are stated at cost less accumulated depreciation and any provision for impairment.

Capital projects in progress comprising development and construction costs incurred during the period of construction are carried at cost, less any recognised provision for impairment. Depreciation on these assets, on the same basis as other vehicles, premises and equipment, commences when the assets are available for use.

Depreciation is charged so as to write off the cost of the assets, other than capital projects in progress, over the estimated useful lives using the straight-line method, on the following bases:

	Number of years
Buses and bus accessories	5 to 17
Leasehold land and buildings (including leasehold improvements)	5 or Over the remaining lease period
Computers and automated equipment	3 to 5
Workshop machinery, tools and equipment	3 to 7
Motor vehicles	5 to 10
Furniture, fittings and equipment	5 to 7

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

Right-of-use assets are depreciated over the lease period of the depots.

The carrying amount of an item of vehicles, premises and equipment shall be derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on disposal or retirement of an item of vehicles, premises and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in Profit or Loss.

Fully depreciated vehicles, premises and equipment are retained in the Financial Statements until they are no longer in use.

2.9 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets, if any, to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the provision for impairment (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

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. A provision for impairment is recognised immediately in Profit or Loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

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

Where provision for impairment subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no provision for impairment been recognised for the asset (cash-generating unit) in prior years. A reversal of a provision for impairment is recognised immediately in Profit or Loss.

2.10 Fuel price equalisation account

Pursuant to Section 32 of the Public Transport Council Act 1987 (the "PTC Act"), a fuel price equalisation account ("FPEA") has been set up to account for diesel price and electricity tariff adjustment charge for the purpose of mitigating the effects of any increase in fuel price and electricity tariff. Annual contributions to the FPEA may be required as determined by the Public Transport Council ("PTC"), based on the reference electricity tariff and diesel price for the year.

In accordance with Section 32 of the PTC Act, withdrawal of any sum of money from the FPEA must not be made without approval from the PTC. Applications can be made to the PTC to seek approval for a draw down as may be catered for by the purpose of the FPEA mechanism, provided that the amount drawn does not exceed half of the available FPEA balance.

2.11 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 the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Estimates are regularly reviewed and adjusted as appropriate for new circumstances for the provision.

Provision for reinstatement and maintenance costs

Provision for reinstatement costs to restore leased assets to their original condition, as required by the terms and conditions of the leases, is recognised when the obligation is incurred as a consequence of having used the underlying asset during a particular period of the lease, at Management's best estimate of the expenditure that would be required to restore the assets. Provision for maintenance costs is recognised as required by the terms and conditions of the Consolidated Rail Licence agreement.

Provision for accident claims

Claims for accident, public liability and others are provided in the Financial Statements based on the claims outstanding and the estimated amounts payable. The Company has undertaken motor vehicle insurance to cover liabilities relating to third party personal injury where claims are in excess of a stated quantum.

2.12 Service benefits

These comprise the following:

- (a) Retirement benefits – Under the Collective Agreement entered into by the Group with the Union, a retirement benefit subject to a maximum of \$4,000 is payable to an employee retiring on or after attaining the retirement age and on completion of at least five years of service. The above benefits are unfunded and the cost of providing benefits is determined using the projected unit credit method.

Provision is made in the Financial Statements based on the number of years of service rendered by qualifying employees and discounted to present value using the market yield of Singapore Government Bonds at end of the reporting period and after taking into account an estimated attrition rate. The estimated attrition rate used is based on the Management's best estimate using historical trend.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.12 Service benefits (cont'd)

- (b) Long service awards – Staff serving more than 5 years and up to 35 years are entitled to long service awards. The above benefits are unfunded and the cost of providing benefits is determined using the projected unit credit method. Provision is made in the financial statements based on the number of years of service rendered by qualifying employees and discounted using the market yield of Singapore Government Bonds at end of the reporting period.
- (c) Apart from the retirement benefits described in (a) above, the Group participates in a defined contribution plan managed by the Singapore Government ("Singapore Central Provident Fund"). Payments made to the plan are charged as an expense when the employees have rendered the services entitling them to the contributions.
- (d) Employee leave entitlement – Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.
- (e) Share-based payments – The Company issued share awards to certain employees and Directors within the Group. Share awards are measured at fair value of the equity instruments (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the share awards are expensed on a straight-line basis over the vesting period with a corresponding adjustment against share awards reserve, based on the Company's estimate of the number of equity instruments that will eventually vest.

2.13 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received.

Government grants are recognised in Profit or Loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Grants that compensate the Company for specific expenses are presented as a deduction against the related expenses.

Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred grant in the Statements of Financial Position and transferred to Profit or Loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in Profit or Loss in the period in which they become receivable.

Government grants in relation to form of a transfer of a non-monetary asset, such as land or other resources, for the use of the Group, are recognised as both asset and grant at a nominal amount.

2.14 Revenue recognition

The Group recognises revenue from the following sources:

- Transport services
- Availability fee revenue
- Other commercial services

Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the services to the customer. The variable consideration is estimated at the inception of the contract and constrained until it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.14 Revenue recognition (cont'd)

Revenue from transport services comes from the provision of bus and rail services to commuters travelling on public transport systems:

- Revenue from transport regulator for the operation of bus services is recognised over time, as and when services are rendered and it includes an estimation of the expected consideration on achieving certain performance targets. Service fees are received on a monthly basis according to the terms stipulated in the contract. The Group's contracts with the transport regulator (customer) result in service income based on the transportation mileage fulfilled by the Group, which is subject to agreement and variation by the customer. The amounts that are subjected to uncertainty are constrained until the uncertainty associated with the variable consideration is resolved.
- Revenue from commuters for rail services is recognised at point in time as and when services are rendered till the end of the commuter journey. Commuters pay for rail travel through a payment system administered by the transport regulator and the Group receives revenue on a daily basis. Revenue from transport regulator for rail services relates to performance incentives for achieving certain performance and service quality targets, and other rail services related income. Incentives are recognised based on targets achieved for each period assessed.

Availability fee revenue comprises availability fees for the buses and other assets used in the provision of bus services under the Bus Contracting Model ("BCM"). The revenue is recognised on a straight-line basis over time and is received on a monthly basis according to terms stipulated in the contract.

Revenue from other commercial services comprises advertising and rental income:

- Advertising production revenue is earned from advertisers through providing advertising concepts and campaigns and it is recognised when production is completed. Advertising media revenue is recognised on a time proportionate basis over the term relevant contract. Consideration is received according to the terms in the contractual agreements which are consistent with market practice.
- Rental income is recognised on a straight-line basis over the term of the relevant lease.

Contract balances

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional is due from the customer (i.e., only the passage of time is required before payment of the consideration is due). Refer to Note 2.5 for accounting policy on financial assets.

2.15 Income tax

Current income tax liabilities (and assets) for current and prior periods are recognised at the amounts 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 assets/liabilities are recognised for deductible/taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. The principal temporary differences arise from depreciation, provision for fuel equalisation and future tax benefits from certain provisions are not allowed for tax purposes until a later period. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax liabilities are recognised on taxable temporary differences arising from investment in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.15 Income tax (cont'd)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in Profit or Loss, except when they relate to items credited or debited outside Profit or Loss (either in Other Comprehensive Income or directly in equity), in which case the tax is also recognised outside Profit or Loss (either in Other Comprehensive Income or directly in equity), or where they arise from the initial accounting for a business combination.

2.16 Foreign currency transactions

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 (its functional currency). The Consolidated Financial Statements of the Group and the Statement of Financial Position and Statement of Changes in Equity of the Company are presented in Singapore dollars, which is the functional currency of the Company and the presentation currency for the Consolidated Financial Statements.

Transactions in currencies other than each Group entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of each reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are translated 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 arising on the settlement of monetary items, and on retranslation of monetary items are included in Profit or Loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in Profit or Loss for the period except for differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in Other Comprehensive Income. For such non-monetary items, any exchange component of that gain or loss is also recognised in Other Comprehensive Income.

In order to hedge its exposure to certain foreign exchange risks, the Group enters into forward contracts and options (please see above for details of the Group's accounting policies in respect of such hedging instruments).

2.17 Cash and cash equivalents in the cash flow statement of the Group

Cash and cash equivalents in the Cash Flow Statement of the Group comprise cash on hand and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2.18 Service concession contracts

Certain assets of the Group are used in connection with concession contracts granted by public sector customers ("concession grantors"). The characteristics of these contracts vary by contract, nevertheless, they generally provide, directly or indirectly, for the concession grantor's involvement on one hand in determining the service and compensation, and on the other, the return of certain assets necessary to perform the service at the end of the contract.

SFRS(I) INT 12 Service Concession Arrangements, is applicable to concession arrangements comprising a public service obligation and meeting the following criteria: the concession grantor controls or regulates the services to be provided by the operator using the asset, the beneficiaries of the service and prices applied; and the concession grantor controls the residual economic value of the assets at the end of the arrangement. The related assets that are deemed to meet the above criteria are not recognised as tangible assets of the Group. For assets that was held and recognised as vehicles, premises and equipment by the Group before entering the concession arrangement, the derecognition requirements are detailed in Note 2.8.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

2.18 Service concession contracts (cont'd)

Service concession arrangements within scope of SFRS(I) INT 12 are accounted for using either the financial asset model or the intangible asset model, determined by the contract's terms and the nature of payment rights. The financial asset model applies when the operator has an unconditional right to receive cash or another financial asset from the concession grantor for services provided, leading to the recognition of a financial asset. The intangible asset model is used when the operator is granted a right to charge public service users, resulting in the recognition of an intangible asset.

In the application of the Group's accounting policies, which are described in Note 2, the Management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Management is of the opinion that any instances of applications of judgements are not expected to have a significant effect on the amounts recognised in the Financial Statements (apart from those involving estimations, which are dealt with below).

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period of the revision and future periods if the revision affects both current and future periods.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

3.1 Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimates (see below), that Management has made in the process of applying the Group's accounting policies and that have a significant effect on the amounts recognised in the financial statements:

Recoverability of debt and equity investments in a subsidiary

The Group applies judgement in evaluating whether there are indicators of impairment and significant increase in credit risks in respect to the Company's debt and equity investments in SBS Transit Rail Pte. Ltd. ("SBST Rail" or the "subsidiary"). It considers the projection of the future financial performance of the DTL, NEL and SPLRT under the Consolidated Rail Licence applying appropriate key assumptions relating to ridership growth, fare adjustments, availability of grants from the Authorities and operating costs projections. The Group also considers external information regarding forecasted economic indicators and geopolitical risk factors that could affect key operating costs drivers such as labour and energy costs.

Accounting for contracts with public transport regulator

The Group's Public Transport Services segment has entered into contracts with the public transport regulator (the "Grantor") in Singapore whereby the Group operates bus and train assets and related infrastructure that are either owned by the Group or leased from the Grantor (the "Public Transport Assets") to provide public transportation services.

As part of determining the appropriate accounting treatments for these contracts, the Group applies judgement to determine whether these public-to-private arrangements are within the scope of SFRS(I) INT 12 Service Concession Arrangements that would affect the manner that the Public Transport Assets, the related expenditures incurred by the Group, the service and fare income earned by the Group, and payments made to the Grantor under these contracts are recognised in the Group's Statement of Financial Position and Income Statement. The applicability of SFRS(I) INT 12 is based on an assessment of whether the Grantor has both the control over the services to be provided using the Assets, and the residual interests at the end of the contract.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

(a) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Accident claims

Claims for property damage and personal injury are provided in the Financial Statements based on the claims outstanding as of the end of the financial year and estimated amounts payable. The past claims history and payments as well as the Group's insurance coverage are taken into account to estimate the amounts in which the Group will have to pay to third parties for such claims. Provision for claims is disclosed in Note 16 (a).

(b) Allowance for inventory obsolescence

The Group's inventories comprised mainly parts, accessories and consumable stock required for the operation and maintenance of vehicles and equipment used in the Group's Public Transport Services segment.

Management identifies and provides for obsolete inventories based on considerations such as phasing out of vehicle models and inventories purchased for specific projects which have ended. For inventories that are still held for operations, Management considers economic obsolescence risk due to the limited timeframe for cost recovery from the related train or bus service revenues, which is expected to end by the expiry of the current licence agreement or the useful of the buses respectively. Consequently, Management has estimated the obsolescence allowance by adopting a systematic straight-line write-down for spares that are aged 2 years and above till the end of the licence period or useful life of the buses.

Allowance for inventory obsolescence is disclosed in Note 7.

(c) Useful lives of vehicles, premises and equipment

As described in Note 2, the Group reviews the estimated useful lives of vehicles, premises and equipment at the end of each annual reporting period, including the consideration of climate-related matters, such as climate-related legislation and regulations or the Group's sustainability commitments that may restrict the use of assets. During the financial year, Management determined that the estimated useful lives of vehicles, premises and equipment are appropriate and no material revision is required. The carrying amounts of the vehicles, premises and equipment are disclosed in Note 10.

(d) Recoverability of the Company's investment in subsidiary and non-trade receivables due from subsidiary

Investment in a subsidiary is tested for impairment whenever there is indication that the investment may be impaired. Where there is an indication of impairment, the recoverable amount is estimated based on the higher of the value-in-use and the fair value less costs of disposal of the investment. The Company has estimated the value-in-use of the equity investment in SBST Rail based on estimates of the future cash flows generated by SBST Rail and application of a suitable discount rate in order to calculate the present value of the cash flows. The Company has also made assessment of the expected credit loss ("ECL") of non-trade receivables due from SBST Rail that is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

(d) Recoverability of the Company's investment in subsidiary and non-trade receivables due from subsidiary (cont'd)

The above assessments involve projections of the subsidiary's future operating and financial performance during and beyond the current Consolidated Rail Licence prepared based on key assumptions and estimates including but not limited to ridership growth, fare adjustments, availability of grants from the Authorities and operating costs, after taking into consideration the current ridership patterns, fare adjustments, key operating cost drivers and the relevant risk factors. It also involves determining and applying an appropriate market-based discount rate to the discounted cash flow model. Management concluded that there is no impairment required as at 31 December 2024 and 31 December 2023.

Details of the non-trade receivables due from subsidiary and investment in subsidiary are disclosed in Note 6 and Note 8.

4. HOLDING COMPANY, RELATED COMPANY AND RELATED PARTY TRANSACTIONS

The Company's immediate and ultimate holding company is ComfortDelGro Corporation Limited, incorporated in Singapore.

Related companies in these Financial Statements refer to members of the ultimate holding company's group of companies.

Some of the Group's transactions and arrangements are with related parties and other members of the ultimate holding company's group of companies and the effects of these on the basis determined between the parties are reflected in these Financial Statements.

Related parties include associate or joint venture of a member of the ultimate holding company.

Intercompany and related party transactions during the financial year, other than those disclosed elsewhere in the notes to the Financial Statements are as follows:

	Group	
	2024	2023
	\$'000	\$'000
Purchases of inventories from a related company	30,126	32,463
Shared services charged from ultimate holding company	3,978	4,575
Corporate services charged from ultimate holding company	4,064	4,302
Rental expense from:		
Ultimate holding company	3,114	2,997
Related company	512	591
Purchase of goods and services from related companies	5,281	4,492
Transfer of premises and equipment from:		
Ultimate holding company	–	266
Related companies	11	6
Sales of goods and services to:		
Ultimate holding company	(24)	(24)
Related companies	(1,633)	(2,042)
Sales of services to a related party	(280)	–
Rental income from related companies	(242)	(232)

The amounts outstanding are unsecured, interest-free and are repayable on demand, unless otherwise stated. No guarantees have been given or received.

No expense has been recognised in the financial year for bad and doubtful debts in respect of the amounts owed by related companies.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

5. SHORT-TERM DEPOSITS AND BANK BALANCES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash and bank balances	5,993	6,465	3,589	3,392
Fixed deposits	379,000	365,500	379,000	365,500
Total	384,993	371,965	382,589	368,892

Fixed deposits bear effective interest rate of 1.73% to 3.76% (2023: 3.06% to 4.17% per annum and for a tenure of approximately 7 days to 5 months (2023: 8 days to 1 year). The fixed deposits can be readily converted to a known amount of cash and are subject to an insignificant risk of changes in value.

6. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivables from:				
Related companies (Note 4)	1,106	672	–	–
Outside parties	155,655	144,024	142,511	133,836
Accrued income	72,804	52,223	817	1,119
	229,565	196,919	143,328	134,955
Allowance for expected credit losses	(172)	(59)	(93)	(25)
	229,393	196,860	143,235	134,930
Other receivables from:				
Ultimate holding company (Note 4)	31	4	31	4
Related companies (Note 4)	634	2,073	263	1,740
Subsidiaries (Note 4)	–	–	1,455	1,250
Outside parties	79,155	64,465	77,100	64,114
	79,820	66,542	78,849	67,108
Prepayments (Note 9)	31,760	33,528	5,763	5,251
Interest receivable	867	1,720	867	1,720
Staff advances	406	584	88	220
Security deposits from outside parties	1,601	1,263	1,511	1,234
Accrued income	5,812	3,761	675	714
Net investment on sublease	115	228	115	228
	120,381	107,626	87,868	76,475
Allowance for expected credit losses	(2)	(8)	(2)	(2)
	120,379	107,618	87,866	76,473
Total current trade and other receivables	349,772	304,478	231,101	211,403
Non-current other receivables due from subsidiaries (Note 4)	–	–	35,750	347,292
Total	349,772	304,478	266,851	558,695

The amounts outstanding are interest-free and the credit period ranges from 7 to 30 days (2023: 7 to 30 days). Amounts due from subsidiaries have been classified as non-current assets as the Company does not expect repayment within 12 months after the reporting date.

The expected risks of default on trade and other receivables at the reporting date is insignificant as a majority of receivables is from LTA and other Government related agencies where Management has assessed the credit risk to be low. Receivables from LTA are classified as current as they are expected to be received within the Group's normal operating cycle. For the remaining receivables, the concentration of credit risk is limited due to the customer base being large and unrelated. Management is of the view that there has not been a significant change in credit quality and the amounts are still considered recoverable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

6. TRADE AND OTHER RECEIVABLES (cont'd)

An allowance has been made for estimated irrecoverable amounts of the Group of \$174,000 (2023: \$67,000) and of the Company of \$95,000 (2023: \$27,000) owing from outside parties. There are no amounts written off for the Group and Company for 2024 and 2023. Allowance for expected credit losses recognised in Profit or Loss amounted to \$108,000 (2023: \$5,000) for Group and \$68,000 (2023: \$4,000) for the Company.

The allowance made for estimated irrecoverable amounts had been determined by reference to past default experience and expected credit losses. The expected credit losses incorporate forward looking estimates, where relevant. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers, and adjust for forward-looking macroeconomic data, where relevant.

As at 1 January 2023, trade receivables and accrued income from contracts with customers amounted to \$155,150,000 (net of loss allowance of \$58,000) for the Group and \$103,950,000 for the Company (net of loss allowance of \$21,000).

7. INVENTORIES

Inventories comprised mainly parts, accessories and consumable stock required for the operation and maintenance of vehicles and equipment.

At the end of the reporting period, the inventories are stated net of allowance of \$40,570,000 (2023: \$46,369,000) for the Group and \$1,403,000 (2023: \$1,352,000) for the Company. The cost of inventories recognised as an expense includes \$7,371,000 (2023: \$8,363,000) in respect of allowance. The carrying amount of the Group's inventories is \$133,775,000 (2023: \$119,876,000) and \$37,425,000 (2023: \$25,019,000) for the Company.

8. SUBSIDIARIES

	Company	
	2024 \$'000	2023 \$'000
Unquoted equity shares, at cost	100,002	100,002
Redeemable preference shares	340,000	–
Total	440,002	100,002

Name of entity	Principal activity	Country of incorporation /operation	Company's effective interest		Cost of investment	
			2024 %	2023 %	2024 \$'000	2023 \$'000
SBS Transit Rail Pte. Ltd. ⁽¹⁾	Operation and maintenance of DTL, NEL and SPLRT	Singapore	100	100	100,000	100,000
SBS Transit Mobility Pte. Ltd. ⁽¹⁾	Provision of consultancy services to land transport industry	Singapore	100	100	2	2

⁽¹⁾ Audited by Ernst & Young LLP, Singapore

During the financial year ended 31 December 2024, a subsidiary of the Company issued redeemable preference shares amounting to S\$340,000,000 (2023: Nil) to settle the outstanding loan owed by the subsidiary to the Company. As there is no contractual obligation for the subsidiary to redeem the shares, the redeemable preference shares are recognised as equity in the financial statements of the subsidiary. Correspondingly, the redeemable preference shares are recorded as investment in subsidiaries in the financial statements of the Company and are carried at cost.

The Group is in compliance with Listing Rules 712 and 715 of The Singapore Exchange Securities Trading Limited as suitable auditing firms have been appointed to meet the Group's audit obligations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

9. PREPAYMENTS

Non-current prepayments pertain to downpayments for the purchase of vehicles, premises and equipment. Current prepayments pertain to prepaid operating expenditures.

10. VEHICLES, PREMISES AND EQUIPMENT

		Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Vehicles, premises and equipment owned	(a)	258,684	336,958	220,526	298,006
Right-of-use assets classified within vehicles, premises and equipment	(b)	13,264	16,588	13,264	16,588
Total		271,948	353,546	233,790	314,594

(a) Vehicles, premises and equipment owned

	Buses \$'000	Leasehold building ^(N1) \$'000	Leasehold improvements \$'000	Computers and automated equipment \$'000	Workshop machinery, tools and equipment \$'000	Motor vehicles \$'000	Furniture, fittings and equipment \$'000	Capital projects in progress \$'000	Total \$'000
Group									
Cost or valuation^(N1):									
At 1 January 2023	970,466	46,681	68,017	36,399	64,423	9,566	20,133	7,821	1,223,506
Additions	255	10	68	3,640	2,860	1,052	605	5,915	14,405
Disposals	(13,667)	-	-	(1,836)	(2,422)	(681)	(965)	-	(19,571)
Reclassification	6,001	189	315	1,912	1,539	-	14	(9,970)	-
Transfer from ultimate holding company	-	-	243	2	-	-	21	-	266
Transfer from related company	-	-	-	6	-	-	-	-	6
At 31 December 2023	963,055	46,880	68,643	40,123	66,400	9,937	19,808	3,766	1,218,612
Additions	101	-	691	4,466	1,742	271	821	13,722	21,814
Disposals	(2,780)	(46,880)	(38)	(2,339)	(8,168)	(118)	(3,789)	-	(64,112)
Reclassification	6,490	-	1,713	983	567	-	257	(10,010)	-
Transfer to ultimate holding company	-	-	-	(1)	-	-	-	-	(1)
Transfer from related company	-	-	-	-	11	-	-	-	11
At 31 December 2024	966,866	-	71,009	43,232	60,552	10,090	17,097	7,478	1,176,324
Accumulated depreciation:									
At 1 January 2023	654,342	21,736	48,155	31,574	40,227	7,100	15,188	-	818,322
Depreciation	59,974	3,576	5,480	4,114	6,849	842	1,748	-	82,583
Disposals	(13,376)	-	-	(1,836)	(2,409)	(680)	(950)	-	(19,251)
At 31 December 2023	700,940	25,312	53,635	33,852	44,667	7,262	15,986	-	881,654
Depreciation	60,492	2,383	5,018	4,362	6,007	784	1,583	-	80,629
Disposals	(2,750)	(27,695)	(38)	(2,311)	(8,166)	(115)	(3,567)	-	(44,642)
Transfer to ultimate holding company	-	-	-	(1)	-	-	-	-	(1)
At 31 December 2024	758,682	-	58,615	35,902	42,508	7,931	14,002	-	917,640
Carrying amount:									
At 31 December 2024	208,184	-	12,394	7,330	18,044	2,159	3,095	7,478	258,684
At 31 December 2023	262,115	21,568	15,008	6,271	21,733	2,675	3,822	3,766	336,958

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(a) Vehicles, premises and equipment owned (cont'd)

	Buses \$'000	Leasehold building ^(N1) \$'000	Leasehold improvements \$'000	Computers and automated equipment \$'000	Workshop machinery, tools and equipment \$'000	Motor vehicles \$'000	Furniture, fittings and equipment \$'000	Capital projects in progress \$'000	Total \$'000
Company									
Cost or valuation^(N1):									
At 1 January 2023	970,466	46,681	30,138	25,730	26,217	3,246	15,466	6,667	1,124,611
Additions	255	10	23	1,865	1,858	257	377	4,769	9,414
Disposals	(13,667)	–	–	(1,729)	(2,382)	(107)	(950)	–	(18,835)
Reclassification	6,001	189	55	1,118	1,196	–	14	(8,573)	–
Transfer from ultimate holding company	–	–	243	–	–	–	21	–	264
Transfer to subsidiary	–	–	–	(8)	–	–	–	–	(8)
Transfer from related company	–	–	–	5	–	–	–	–	5
At 31 December 2023	963,055	46,880	30,459	26,981	26,889	3,396	14,928	2,863	1,115,451
Additions	101	–	423	2,407	429	119	584	7,802	11,865
Disposals	(2,780)	(46,880)	(31)	(2,128)	(8,100)	(107)	(3,764)	–	(63,790)
Reclassification	6,490	–	293	202	389	–	243	(7,617)	–
Transfer to ultimate holding company	–	–	–	(1)	–	–	–	–	(1)
Transfer to subsidiary	–	–	–	(15)	–	–	–	–	(15)
Transfer from related company	–	–	–	–	11	–	–	–	11
At 31 December 2024	966,866	–	31,144	27,446	19,618	3,408	11,991	3,048	1,063,521
Accumulated depreciation:									
At 1 January 2023	654,342	21,736	28,898	23,569	22,108	2,612	11,981	–	765,246
Depreciation	59,974	3,576	630	2,130	2,873	307	1,248	–	70,738
Disposals	(13,376)	–	–	(1,729)	(2,382)	(107)	(937)	–	(18,531)
Transfer to subsidiary	–	–	–	(8)	–	–	–	–	(8)
At 31 December 2023	700,940	25,312	29,528	23,962	22,599	2,812	12,292	–	817,445
Depreciation	60,492	2,383	704	1,962	2,930	272	1,144	–	69,887
Disposals	(2,750)	(27,695)	(31)	(2,100)	(8,099)	(104)	(3,543)	–	(44,322)
Transfer to ultimate holding company	–	–	–	(1)	–	–	–	–	(1)
Transfer to subsidiary	–	–	–	(14)	–	–	–	–	(14)
At 31 December 2024	758,682	–	30,201	23,809	17,430	2,980	9,893	–	842,995
Carrying amount:									
At 31 December 2024	208,184	–	943	3,637	2,188	428	2,098	3,048	220,526
At 31 December 2023	262,115	21,568	931	3,019	4,290	584	2,636	2,863	298,006

^(N1) The Group's leasehold building at Soon Lee bus depot is stated at their revalued amounts (Note 18) being the fair value at the date of revaluation based on valuation performed by an independent external valuer. The revaluation was done pursuant to the agreement in the Negotiated Contract under the BCM (Note 32). The Soon Lee bus depot was disposed during the year ended 31 December 2024. As at 31 December 2023, the carrying amount of the Group's leasehold building at Soon Lee bus depot was \$7,403,000, had the leasehold building been carried at cost less accumulated depreciation. Other than the aforementioned asset, the other assets are measured using the cost model.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(a) Vehicles, premises and equipment owned (cont'd)

Details of leasehold land and building occupied by the Group and the Company are as follows:

Location	Approximate land area	Tenure	Usage
No. 28 Soon Lee Road Singapore	26,670 sq m	30 years from 1 April 2000 (Disposed on 31 August 2024)	Bus depot

Details of bus depots are as follows:

Location	Approximate land area	Tenure	Usage
No. 550 Bukit Batok Street 23 Singapore	52,189 sq m	43 years from 1 January 1983 (1 year unexpired)	Bus depot
No. 4 Defu Ave 1 Singapore	45,190 sq m	43 years 11 months from 1 January 1983 (1 year 11 months unexpired)	Bus depot
No. 1470 Bedok North Avenue 4 Singapore	62,220 sq m	Under Temporary Occupation Licence	Bus depot
No. 15 Ang Mo Kio Street 63 Singapore	63,955 sq m	31 years 11 months from 1 March 1994 (13 months unexpired)	Bus depot

(b) Right-of-use assets classified within vehicles, premises and equipment

As of 31 December 2024, the Group leases several leasehold buildings (31 December 2023: land and buildings) with an average contractual lease term of 9 years (2023: 8 years), where the Group make periodic payments which are used for its day-to-day bus operations. The Group's obligations are secured by the lessors' title to the leased assets for such leases.

	Bus Depots \$'000	Leasehold Land ^(N2) \$'000	Total \$'000
Group and Company			
Cost or valuation^(N2):			
At 1 January 2023	150,660	17,600	168,260
Changes arising from remeasurement	(49,060)	–	(49,060)
At 31 December 2023	101,600	17,600	119,200
Additions	10,584	–	10,584
Disposal	–	(17,600)	(17,600)
Changes arising from remeasurement	(145)	–	(145)
At 31 December 2024	112,039	–	112,039
Accumulated depreciation:			
At 1 January 2023	84,371	8,206	92,577
Depreciation	8,739	1,296	10,035
At 31 December 2023	93,110	9,502	102,612
Depreciation	5,665	864	6,529
Disposal	–	(10,366)	(10,366)
At 31 December 2024	98,775	–	98,775
Carrying amount:			
At 31 December 2024	13,264	–	13,264
At 31 December 2023	8,490	8,098	16,588

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(b) Right-of-use assets classified within vehicles, premises and equipment (cont'd)

The disposal of leasehold land pertains to the expiry of Soon Lee bus depot lease on 31 August 2024 (2023: Nil). In 2024, the Group has entered into new leases including lease modifications amounting to \$10,584,000 (31 December 2023: Nil).

The total depreciation expenses for the financial year amount to \$87,158,000 (2023: \$92,618,000) and consist of depreciation from vehicles, premises and equipment of \$80,629,000 (2023: \$82,583,000) and right-of-use assets of \$6,529,000 (2023: \$10,035,000).

^(N2) The Group has secured the right-of-use of leasehold land at Soon Lee bus depot with no future payments required. The Group's leasehold land is stated at its revalued amount (Note 18) being the fair value at the date of revaluation based on valuation performed by an independent external valuer. The revaluation was done pursuant to the agreement in the Negotiated Contract under the BCM (Note 32). The Soon Lee bus depot was disposed during the year ended 31 December 2024. As at 31 December 2023, the carrying amount of the Group's leasehold land would have been \$3,737,000, had the leasehold land been carried at cost less accumulated depreciation. Other than the aforementioned asset, the other assets are measured using the cost model.

11. DEFERRED TAX ASSETS/LIABILITIES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Deferred tax assets	20,180	20,855	–	–
Deferred tax liabilities	(17,989)	(22,424)	(17,989)	(22,424)
Net	2,191	(1,569)	(17,989)	(22,424)
At beginning of the year	(1,569)	(5,871)	(22,424)	(26,621)
Credit to Profit or Loss (Note 24)	3,588	6,146	4,682	6,698
Under/(Over) provision of tax in prior years (Note 24)	296	(1,823)	(247)	(2,501)
Utilisation of deferred tax assets under Group Relief Scheme:				
– SBS Transit Rail Pte. Ltd.	(2)	(2)	–	–
Arising from movement in Other Comprehensive Income Statement	(122)	(19)	–	–
At end of the year	2,191	(1,569)	(17,989)	(22,424)

The balance comprises the tax effects of:

Unutilised tax losses	5,435	5,963	–	–
Excess of carrying amount over tax written value	(32,613)	(42,698)	(36,872)	(45,917)
Provisions	26,358	31,883	15,872	20,210
Lease liabilities	3,011	3,283	3,011	3,283
Net deferred tax assets/(liabilities)	2,191	(1,569)	(17,989)	(22,424)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

12. LEASE LIABILITIES

Group and Company as lessee	Group and Company	
	2024	2023
	\$'000	\$'000
Maturity analysis:		
Within one year	12,573	11,085
In the second to fifth year inclusive	5,709	9,060
	18,282	20,145
Less: Future finance charges	(569)	(835)
Total	17,713	19,310
Analysed as:		
Current	12,131	10,523
Non-current	5,582	8,787
	17,713	19,310

The Group and the Company do not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group and the Company's treasury function.

The total cash outflow for leases (including short-term leases and leases of low value assets) amount to \$12,172,000 (2023: \$11,125,000).

As at 31 December 2024, the Group and the Company are committed to \$47,000 (2023: \$99,000) for leases that are short-term and of low value assets.

Reconciliation of liabilities arising from financing activities

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

	1 January 2024 \$'000	Financing cash flows \$'000	Non-cash changes		31 December 2024 \$'000
			Additions \$'000	Re- measurement \$'000	
Lease liabilities	19,310	(12,104)	10,584	(77)	17,713

	1 January 2023 \$'000	Financing cash flows \$'000	Non-cash changes		31 December 2023 \$'000
			Additions \$'000	Re- measurement \$'000	
Lease liabilities	79,121	(11,049)	–	(48,762)	19,310

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

13. TRADE AND OTHER PAYABLES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Payables to:				
Ultimate holding company (Note 4)	715	2,753	564	2,697
Subsidiaries (Note 4)	–	–	14	–
Related companies (Note 4)	6,642	6,257	5,790	5,542
Outside parties	94,778	95,748	62,820	60,355
Accruals	192,090	226,255	107,278	139,479
Deferred income	3,275	2,907	1,432	1,472
Total	297,500	333,920	177,898	209,545

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

The amounts outstanding are interest-free and the average credit period is 30 days (2023: 30 days).

14. DEPOSITS RECEIVED

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Deposits received	12,025	11,413	4,264	4,410
Less: Due within 12 months	(4,180)	(4,046)	(1,557)	(1,450)
Due after 12 months	7,845	7,367	2,707	2,960

Deposits received from tenants in respect of leases of stalls and shop lots, are repayable upon termination of the lease agreements. Deposits that are not expected to be repaid within the next 12 months after the end of the reporting period are presented as a non-current liability. The carrying amount of the deposits approximates their fair value.

15. DEFERRED GRANTS

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Non-current deferred grants	3,727	4,064	3,727	3,966

Non-current deferred grants relate to capital grants from Government.

16. PROVISIONS

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Provision for accident claims	10,933	11,560	10,793	11,560
Provision for service benefits	10,609	11,072	8,113	8,750
Provision for reinstatement and maintenance costs	8,064	9,172	7,604	5,988
Total	29,606	31,804	26,510	26,298

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

16. PROVISIONS (cont'd)

(a) Provision for accident claims

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	11,560	13,213	11,560	13,213
Charge to Profit or Loss	3,781	2,641	3,631	2,641
Payments	(4,408)	(4,294)	(4,398)	(4,294)
At end of the year	10,933	11,560	10,793	11,560

The provision for accident claims represents the estimated amount which the Group will have to pay to outside parties for accident claims involving the Group Vehicles (Note 3.2 (a)).

(b) Provision for service benefits

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	11,072	12,421	8,750	10,583
Provision/(Write-back) charge to Profit or Loss	747	(136)	369	(799)
Payments	(1,210)	(1,213)	(1,006)	(1,034)
At end of the year	10,609	11,072	8,113	8,750

The provision for service benefits represents the estimated amount which the Group will have to pay to employees who qualify for these staff benefits based on certain conditions.

(c) Provision for reinstatement and maintenance costs

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	9,172	7,588	5,988	3,066
Charge to Profit or Loss – Provisions	1,423	1,745	1,612	2,558
Charge to Profit or Loss – Finance costs	22	364	22	364
Payments	(2,553)	(525)	(18)	–
At end of the year	8,064	9,172	7,604	5,988
Analysed as:				
Current	13,421	16,079	13,235	14,674
Non-current	16,185	15,725	13,275	11,624
Total	29,606	31,804	26,510	26,298

The provision for reinstatement costs represents the estimated amount which the Group will have to pay to restore leased assets to their original condition as required by the terms and conditions of the lease agreements. The provision for maintenance costs is the estimated amount as required by the terms and conditions of the Consolidated Rail Licence agreement. These provisions are estimated based on historical settlements and quotations obtained.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

17. SHARE CAPITAL

	Group and Company			
	2024	2023	2024	2023
	Number of ordinary shares ('000)		\$'000	
Issued and paid up:				
At beginning of the year	311,966	311,865	100,783	100,499
Issued during the year	239	101	653	284
At end of the year	312,205	311,966	101,436	100,783

Fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

The Company has one class of ordinary shares which carry no right to fixed income.

18. OTHER RESERVES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Premises revaluation reserve:				
At beginning of the year	40,265	40,265	40,265	40,265
Transfer of revaluation reserve on disposal of leasehold land and building	(40,265)	–	(40,265)	–
At end of the year	–	40,265	–	40,265
Hedging reserve:				
At beginning of the year	(422)	(513)	–	–
Net gain on cash flow hedges	598	91	–	–
At end of the year	176	(422)	–	–
Share award reserve:				
At beginning of the year	1,018	320	1,018	179
Share-based payments	1,292	982	1,292	1,123
Shares issuance	(653)	(284)	(653)	(284)
At end of the year	1,657	1,018	1,657	1,018
Total	1,833	40,861	1,657	41,283

The premises revaluation reserve arises on the revaluation of land and leasehold building. When revalued land and building are sold, the portion of the premises revaluation reserve that relates to that asset is transferred directly to retained earnings. Items of other comprehensive income included in the premises revaluation reserve will not be reclassified subsequently to Profit or Loss.

The hedging reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective in cash flow hedges. The cumulative deferred gain or loss on the hedging instrument is recognised in Profit or Loss only when the hedged transaction affects the Profit or Loss, or is included directly in the initial cost or other carrying amount of the hedged non-financial items (basis adjustment).

The share award reserve arises on the grant of share awards to employees under the SBS ESS. Further information about share-based payments to employees is set in Note 20(iii).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

19. REVENUE

	Group	
	2024 \$'000	2023 \$'000
Transport services	1,410,192	1,380,793
Availability fee revenue	89,785	89,484
Other commercial services	59,751	56,859
Total	1,559,728	1,527,136

Revenue from transport services are mainly contracts with the Government (public sector) in Singapore for an average of 11 years, refer to Note 31 and 32 for details. The Group derives the revenue that corresponds directly with the services rendered to the customers. Included in the revenue from transport services are performance incentives from transport regulator for achieving certain performance and service quality targets and other rail related services income. The performance incentives accounted for approximately 4% (2023: 3%) of the total revenue.

20. STAFF COSTS

Included in staff costs are:

- (i) The remuneration of the Directors (executive and non-executive) and key executives comprised mainly short-term benefits amounting to \$4,772,000 (2023: \$4,503,000).

	Group	
	2024 \$'000	2023 \$'000
(ii) <u>Cost of contribution to Central Provident Fund</u>	63,958	61,342
(iii) Share-based payments (included in staff costs)		

Share awards scheme

During the year, the Company granted the third tranche of share awards of 632,000 (2023: 567,000) ordinary shares pursuant to the SBS ESS to selected employees of the Group. This included an award of 80,000 (2023: 50,000) ordinary shares to Group Chief Executive Officer, Mr Sim Vee Ming and 35,000 (2023: 35,000) ordinary shares to Director, Mr Lim Tien Hock. These are time-based awards to be vested over a 4-year period.

Since the adoption of SBS ESS, a total of 1,610,000 (2023: 978,000) share awards were granted. The fair value of the share awards at grant date is measured based on the share price at date of grant. Details of the share awards granted, vested and lapsed and the number of unvested share awards outstanding as at the end of the financial year is as follows:

Date of grant	Number of share awards				Balance at 31 December 2024
	Balance at 1 January 2024	Granted	Vested	Lapsed	
12 July 2022	302,625	–	(99,000)	(5,625)	198,000
8 May 2023	567,000	–	(140,250)	(6,000)	420,750
6 May 2024	–	632,000	–	(5,000)	627,000
Total	869,625	632,000	(239,250)	(16,625)	1,245,750

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

20. STAFF COSTS (cont'd)

(iii) Share-based payments (included in staff costs) (cont'd)

Share awards scheme (cont'd)

Date of grant	Number of share awards				Balance at 31 December 2023
	Balance at 1 January 2023	Granted	Vested	Lapsed	
12 July 2022	403,500	–	(100,875)	–	302,625
8 May 2023	–	567,000	–	–	567,000
Total	403,500	567,000	(100,875)	–	869,625

21. OPERATING PROFIT

	Group	
	2024 \$'000	2023 \$'000
Directors' fees	998	995
Cost of inventories recognised in repairs and maintenance costs	140,337	139,042
Net loss on disposal of vehicles, premises and equipment	188	93
Allowance for inventory obsolescence	7,371	8,363
Allowance for expected credit losses	108	5
Provision for accident claims	3,781	2,641
Provision/(Write-back) for service benefits	747	(136)
Provision for reinstatement and maintenance costs	1,423	1,745
Audit fees:		
Auditor of the Company	266	253
Non-audit fees:		
Auditor of the Company	13	8

22. INTEREST INCOME

	Group	
	2024 \$'000	2023 \$'000
Interest income from bank and short-term deposits	11,061	12,825
Interest income from net investment on sublease	4	9
Total	11,065	12,834

23. FINANCE COSTS

	Group	
	2024 \$'000	2023 \$'000
Interest expense on lease liabilities	704	1,151
Unwinding of discount on provision (Note 16(c))	22	364
Total	726	1,515

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

24. TAX EXPENSE

	Group	
	2024 \$'000	2023 \$'000
Current taxation	17,088	23,218
Deferred tax (Note 11)	(3,884)	(4,323)
Total	13,204	18,895

The taxation charge varied from the amount of taxation charge determined by applying the Singapore income tax rate of 17% (2023: 17%) to profit before taxation as a result of the following differences:

Profit before taxation	83,505	87,971
Taxation charge at statutory rate	14,196	14,955
Non-allowable items	1,653	1,631
Tax-exempt income	(35)	(35)
(Over)/Under provision of deferred tax in prior years	(303)	1,823
(Over)/Under provision of income tax in prior years	(2,307)	521
Total	13,204	18,895

25. EARNINGS PER SHARES

Earnings per share is calculated by dividing the Group's net profit attributable to shareholders of the Company for the year by the weighted average number of ordinary shares in issue during the financial year as follows:

	2024	2023
Profit attributable to shareholders of the Company (\$'000)	70,301	69,076
Weighted average number of ordinary shares in issue ('000)	312,126	311,924
Basic earnings per share (in cents)	22.52	22.15

For the purpose of calculating the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from share awards.

	2024	2023
Profit attributable to shareholders of the Company (\$'000)	70,301	69,076
Weighted average number of ordinary shares for the purpose of diluted earnings per share ('000)	312,722	311,966
Diluted earnings per share (in cents)	22.48	22.15

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

26. BUSINESS SEGMENT INFORMATION

The Group operates principally in Singapore.

Following the developments in the public transport industry, the Group's business segment information reported to the Group's chief operating decision maker for purposes of resource allocation and assessment of segment performance are based on the following:

- (a) **Public Transport Services:** Income is generated substantially from the provision of bus and rail services to commuters travelling on public transportation systems under contracts with the transport regulator.
- (b) **Other Commercial Services:** Income is generated substantially through –
- (i) advertisements on buses and trains and at bus interchanges and rail stations; and
 - (ii) rental collections from commercial and shop space at bus interchanges and rail stations.

Segment revenue and expense: Segment revenue and expense are the operating revenue and expense reported in the Group's Profit or Loss that are directly attributable to a segment and the relevant portion of such revenue and expense that can be allocated on a reasonable basis to a segment.

Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of operating receivables, inventories and vehicles, premises and equipment, net of allowances and provisions. Capital additions include the total cost incurred to acquire vehicles, premises and equipment directly attributable to the segment. Segment liabilities include all operating liabilities and consist principally of accounts payable and accruals, deposits, provisions and lease liabilities.

	Public Transport Services \$'000	Other Commercial Services \$'000	Total \$'000
31 December 2024			
Revenue	1,499,977	59,751	1,559,728
RESULTS			
Segment results	53,756	19,410	73,166
Interest income			11,065
Finance costs			(726)
Profit before taxation			83,505
Tax expense			(13,204)
Profit after taxation			70,301
<i>Other information</i>			
Additions of vehicles, premises and equipment	18,242	3,583	21,825
Depreciation expense	82,108	5,050	87,158

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

26. BUSINESS SEGMENT INFORMATION (cont'd)

	Public Transport Services \$'000	Other Commercial Services \$'000	Total \$'000
31 December 2024			
<i>Statement of Financial Position</i>			
ASSETS			
Segment assets	729,622	25,094	754,716
Unallocated corporate assets			405,952
Total			1,160,668
LIABILITIES			
Segment liabilities	351,652	29,745	381,397
Unallocated corporate liabilities			59,797
Total			441,194
31 December 2023			
Revenue	1,470,277	56,859	1,527,136
RESULTS			
Segment results	40,192	36,460	76,652
Interest income			12,834
Finance costs			(1,515)
Profit before taxation			87,971
Tax expense			(18,895)
Profit after taxation			69,076
<i>Other information</i>			
Additions of vehicles, premises and equipment	13,162	1,515	14,677
Depreciation expense	87,547	5,071	92,618
<i>Statement of Financial Position</i>			
ASSETS			
Segment assets	756,700	21,288	777,988
Unallocated corporate assets			394,208
Total			1,172,196
LIABILITIES			
Segment liabilities	398,265	27,751	426,016
Unallocated corporate liabilities			64,096
Total			490,112

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

27. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Operating leases, in which the Group and the Company are the lessors and intermediate lessors, relate to rental of spaces and floor areas at bus interchanges, bus depots and train stations. The properties are managed and maintained by the Group.

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Maturity analysis of operating lease payments:				
Within one year	17,876	18,282	5,402	6,873
In the second to fifth year inclusive	19,030	13,638	3,362	7,329
Total	36,906	31,920	8,764	14,202

28. CAPITAL COMMITMENTS

As at 31 December 2024, the Group and the Company have the following capital commitments contracted for but not provided for in the Financial Statements:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Purchase of vehicles, premises and equipment	17,195	14,277	6,122	7,512

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Financial assets				
Amortised cost	702,793	642,915	643,679	922,336
Financial instruments designated in hedge accounting relationships:				
Hedging instrument	212	–	–	–
Financial liabilities				
Amortised cost	287,726	328,046	164,471	200,690
Lease liabilities	17,713	19,310	17,713	19,310
Financial instruments designated in hedge accounting relationships:				
Hedging instrument	–	509	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (cont'd)

(b) Financial risk, management policies and objectives

The main areas of financial risk faced by the Group are foreign currency exchange rate risk, interest rate risk, credit risk, liquidity risk and fuel price risk. The Group recognises that management of financial risk is an important aspect in its drive towards creating shareholders' value. It is the Group's policy not to participate in speculative financial instruments. The Group oversees financial risk management and regularly reviews its policy governing risk management practices.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk.

Foreign exchange rate risk management

The Group is exposed to currency risk as a result of its purchases of spare parts, fuel and any other purchases where the currency denomination differs from its functional currency (Singapore dollars). Its exposures include United States Dollar ("USD"), Swedish Kroner ("SEK"), Euro ("EUR"), Japanese Yen ("JPY"), Malaysian Ringgit ("MYR") and Sterling Pound ("GBP").

The Group manages its foreign exchange exposure through active currency management using hedging instruments such as forwards and options where necessary.

Based on sensitivity analysis performed, the exposure to changes in foreign exchange rates is minimal and hence the resulting impact on profit or equity of the Group is insignificant.

Interest rate risk management

The Group's primary interest rate risk relates to deposits. The Group uses hedging instruments such as interest rate swaps and caps, where necessary, to achieve the desired interest rate profile in its effort to manage interest rate risk.

Interest rate sensitivity

Based on sensitivity analysis performed at end of the reporting period, the exposure to changes in interest rates and the resulting impact on the profit or other comprehensive income of the Group is not significant.

Credit risk management

The Group has minimal credit risk arising from its public transport operations as the credit risk that arises from its public transport operations is mainly from LTA and commuters who use the contactless smart card where cash is collected upfront. The remaining credit risk from advertisement and rental revenue is controlled via upfront deposits or strict credit terms and regular monitoring of advertisers' and tenants' financial standing. The Group enters into treasury transactions (including fixed deposit placements) only with creditworthy financial institutions. Cash and deposits are kept with reputable financial institutions. There is no significant concentration of credit risk.

The Group develops and maintains its credit risk grading to categorise exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

In determining the recoverability of a receivable, the Group considers any change in the credit quality of the receivables from the date credit was initially granted up to the reporting date and expected credit losses as at end of the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the rate of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, where relevant.

The carrying amount of financial assets represents the Group's maximum exposure to credit risk as disclosed in the notes to the Financial Statements. The assessment of credit risk and expected credit loss of the Company's receivable due from subsidiary is disclosed in Note 3.2(d).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (cont'd)

(b) Financial risk, management policies and objectives (cont'd)

Liquidity risk management

The Group regularly reviews its liquidity position comprising free cash flows from its operations and credit lines from banks to ensure its ability to access funding at any time at the best possible rates.

Fuel price risk management

Fuel, comprising diesel and electricity, is part of the operating cost of the Group. The Group seeks to hedge the price risk associated with its fuel needs and uses hedging instruments, where necessary, to achieve the desired hedge outcome.

Following the transition to the BCM, the fuel indexation in the contracts with LTA provides a natural hedge to the diesel price risk. In view of this, the fuel price risk faced by the Group relates mainly to electricity. Based on sensitivity analysis performed and taking into account the fuel hedges in place, as at end of the reporting period, every one percentage point change in the rates of electricity using the closing rates as at end of the reporting period as a basis will impact the Group's annual electricity costs by \$372,000 (2023: \$291,000). The sensitivity analysis assumes that consumption is held constant at the same level as in 2024.

Fair values of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables and other current liabilities approximate the respective fair values due to the relatively short-term maturity of these financial instruments. Management considers that the carrying amounts of non-current receivables in the financial statements to approximate their respective fair values.

The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to the Financial Statements.

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (i) quoted prices in active markets for identical assets or liabilities (Level 1);
- (ii) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- (iii) inputs for the asset or liability that are not based on observable market data (Level 3).

(c) Hedging instruments

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Financial assets				
At fair values:				
Fuel hedges	130	–	–	–
Foreign exchange hedges	82	–	–	–
Total	212	–	–	–
Financial liabilities				
At fair values:				
Fuel hedges	–	262	–	–
Foreign exchange hedges	–	247	–	–
Total	–	509	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (cont'd)

(c) Hedging instruments (cont'd)

The Group utilises hedging instruments to hedge significant future transactions and cash flows.

The Group and the Company use fuel hedges contract to hedge against fuel price risks. These arrangements are designed to address fuel price exposure and are accounted for as cash flow hedges. The fair value of the Group's fuel hedging instruments comprised \$130,000 (2023: Nil) of assets and \$Nil (2023: \$262,000) of liabilities on cash flow hedges in other comprehensive income. No fuel hedging instruments for the Company.

The Group and the Company use forward contracts and options to manage their exposure to foreign exchange risks. These arrangements are designed to address foreign exchange risk on future purchases of goods and are accounted for as cash flow hedges. The fair value of the Group's foreign exchange hedging instruments comprised \$82,000 (2023: Nil) of assets and Nil (2023: \$247,000) of liabilities on cash flow hedges in other comprehensive income. The Company did not utilise fuel hedging instruments in 2024.

The Group's hedging instruments are measured at fair value whereby future cash flows are estimated based on contracted rates and observable forward rates at the end of the reporting period, discounted at a rate that reflects the credit risk of the various counterparties.

At the end of the reporting period, the Group has outstanding hedges with notional amounts for fuel hedges and foreign exchange hedges amounting to \$8,808,000 respectively (2023: \$9,670,000).

(d) Capital risk management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Group's capital management objectives are to safeguard its ability to continue as a going concern and to maximise shareholder value. Management monitors the gross and net gearing of the Group and its implication on weighted average cost of capital in deciding the optimal capital structure. These objectives determine the Group's decisions on the amount of dividends to be paid to shareholders and the sources of capital to be raised, be it equity or debt.

With respect to debt capital, as of 31 December 2024, the Group does not have outstanding borrowings (2023: Nil). The Group's equity capital refers to total equity.

No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. DIVIDENDS

(a) During the financial year, the Company paid dividends as follows:

	2024 \$'000	2023 \$'000
Tax-exempt one-tier final dividend in respect of the previous financial year: 5.58 cents (2023: 5.45 cents) per ordinary share	17,408	16,997
Tax-exempt one-tier interim dividend in respect of the current financial year: 5.58 cents (2023: 5.58 cents) per ordinary share	17,421	17,407
	<u>34,829</u>	<u>34,404</u>

(b) Subsequent to the end of the financial year, the Directors of the Company recommended that:

- (i) a tax-exempt one-tier final dividend of 14.69 cents per ordinary share totalling \$45,863,000 (2023: \$17,408,000) be paid for the financial year ended 31 December 2024; and
- (ii) A tax-exempt one-tier special dividend of 8.41 cents per ordinary share totalling \$26,256,000 (2023: Nil) be paid for the financial year ended 31 December 2024.

The dividend is subject to approval by shareholders at the forthcoming Annual General Meeting and hence the proposed dividend has not been accrued as a liability for the current financial year.

Together with the tax exempt one-tier interim dividend of 5.58 cents per ordinary share (2023: 5.58 cents per ordinary share), total distributions paid and proposed in respect of the financial year ended 31 December 2024 will be 28.68 cents per ordinary share (2023: 11.16 cents per ordinary share).

31. LICENCE FOR RAIL SERVICES

Consolidated Rail Licence as part of NRFF (Version 2)

On 11 November 2021, SBS Transit Rail Pte. Ltd. entered into a framework agreement with LTA and SBS Transit DTL Pte. Ltd. (now known as SBS Transit Rail Pte. Ltd.) to transit the DTL to NRFF (Version 2). Under this framework agreement, LTA will issue a Consolidated Rail Licence to SBS Transit Rail Pte. Ltd., to operate the DTL, NEL and SPLRT. The NRFF (Version 2) is designed to reduce commercial volatility for rail operators in delivering a reliable and financially sustainable public rail service. With the transfer of NEL and SPLRT to SBS Transit Rail Pte. Ltd. as part of the Consolidated Rail Licence, the related assets and liabilities were transferred at carrying amounts as at 31 December 2021 from SBS Transit Ltd to SBS Transit Rail Pte. Ltd..

The Consolidated Rail Licence took effect from 1 January 2022 to operate the NEL, SPLRT and the DTL for a period of 11 years. This Consolidated Rail Licence supersedes the licence granted to NEL and SPLRT dated 1 April 2018 and the licence granted to DTL dated 19 December 2013.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

31. LICENCE FOR RAIL SERVICES (cont'd)

Consolidated Rail Licence as part of NRFF (Version 2) (cont'd)

Under NRFF Version 2, LTA owns and pay for the operating assets, including additions, renewals and replacements. In exchange for the right to operate, maintain and derive revenue from the Licensed Systems, SBS Transit Rail Pte. Ltd. will pay an annual licence charge to the LTA over the licence period. The licence charge structure under the NRFF provides for some sharing between SBS Transit Rail Pte. Ltd. and the LTA of revenue risks under the Fare Revenue Shortfall Sharing as well as profit sharing via an Earnings Before Interest and Tax Cap/Collar. These are explained below:

(i) Fare Revenue Shortfall Sharing ("FRSS")

The licence charge structure has a FRSS mechanism which offers some level of protection against revenue risks arising from uncertainties in ridership and fares. Under this mechanism, if the actual revenue falls short of the target revenue by 2% to 6%, LTA will share 50% of the shortfall. If the shortfall between the actual revenue and the target revenue exceeds 6%, LTA will bear 75% of the incremental revenue shortfall beyond 6%.

(ii) Earnings Before Interest and Tax ("EBIT") Cap / Collar

The licence charge structure provides for profit sharing via an EBIT (as computed in accordance with the licence agreement) cap and collar mechanism whereby LTA shares in the upside of the EBIT above the cap as well as the downside risks below the collar. If the EBIT margin is lower than 3.50%, LTA will share 50% of the shortfall. LTA's sharing of the shortfall is limited by the amount of licence charge payable by SBS Transit Rail Pte. Ltd. for the year. If the EBIT margin exceeds the cap of 5%, the excess will be shared via a tiered structure, whereby 85% to 95% of the incremental EBIT above the 5% cap will be shared with LTA.

LTA's sharing under the FRSS and/or the EBIT Cap/Collar is limited by the amount of licence charge payable by the SBS Transit Rail Pte. Ltd. for the year.

In addition, the LTA may reimburse or be reimbursed by SBS Transit Rail Pte. Ltd. when new regulatory changes initiated by LTA after the transition lead to changes in operating costs or revenue. Regulatory changes that may impact operating costs or revenue include modifications to operating performance standards for the rail lines, maintenance performance standards for the operating assets, key performance indicators or codes of practice and changes in rentable and advertising spaces available for generating non-fare revenue.

32. CONTRACTS UNDER THE BUS CONTRACTING MODEL ("BCM")

The Company entered into public bus services contracts (collectively known as the "Negotiated Contract") with LTA for the operation of public bus services under the BCM. The Negotiated Contract was effective from 1 September 2016 following the expiry of the Bus Service Operating Licence on 31 August 2016. During the year, the Company operates a total of 7 bus packages under the Negotiated Contract and 2 bus packages secured through tender. This covers a total of 220 bus services, 7 bus depots, 1 bus park, 18 bus interchanges and 15 bus terminals. The fleet size required to operate the 9 packages is around 3,600 buses. The 9 bus packages are: Sengkang-Hougang, Bedok, Jurong West, Tampines, Serangoon-Eunos, Clementi, Bishan-Toa Payoh, Bukit Merah and Seletar.

The contracted expiry dates of the 9 bus packages range from 2024 to 2030. The operation of Jurong West bus package expired on 31 August 2024. As of 31 December 2024, the Company operates a total of 6 bus packages under the Negotiated Contract and 2 bus packages secured through tender.

Under the BCM, revenue for the Company is derived from the provision of public bus services to LTA which comprises service fee and availability fee while LTA retains all fare revenue collected from the provision of the bus services. The service fee is indexed to changes in wage levels, inflation and fuel costs. In addition, the Company retains revenue from other commercial services comprising advertising and rental.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. CONTRACTS UNDER THE BUS CONTRACTING MODEL ("BCM") (cont'd)

As part of the Negotiated Contract, the Company makes available its fleet of close to 2,400 buses to LTA as of 31 December 2024. In consideration of the Company using its fleet for the provision of the bus services, LTA pays an availability fee based on the depreciation of the buses over the statutory lifespan. LTA also pays an availability fee for the use of the other existing assets of the Company (bus depot and related equipment) based on the depreciation of such assets.

The Company's performance will be assessed annually under an incentive-disincentive framework including key performance indicators such as bus service availability, bus punctuality and maintenances of buses, bus interchanges, bus depots and bus ticketing system.

In addition to operating and managing bus services to specified performance standards, the Company's responsibilities include the following:

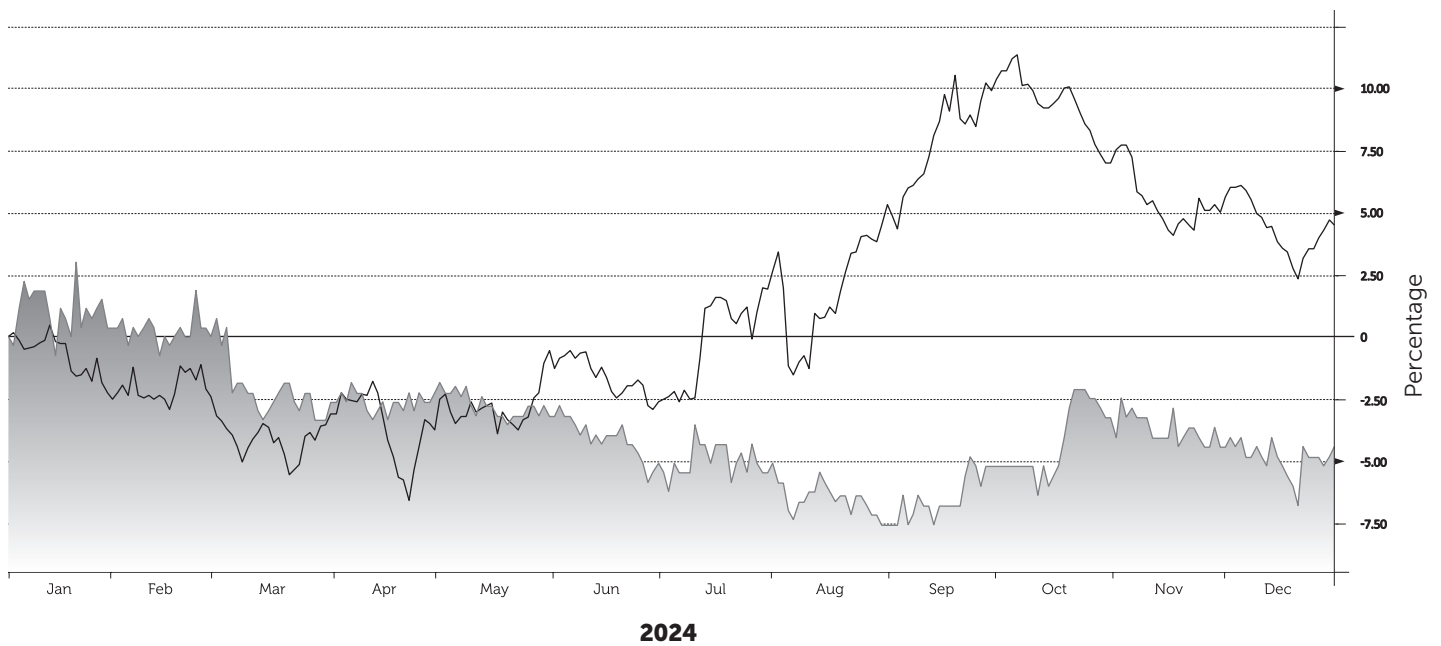
- (a) Operate, manage and maintain the buses and their on-board equipment;
- (b) Operate and maintain the bus interchanges and bus depots including the equipment and systems therein;
- (c) Operate the buses, bus depots and related equipment that are provided by LTA for the provision of the bus services;
- (d) Charge and collect fares as approved by the PTC, on behalf of LTA, for travel on the bus services;
- (e) Provide bus service information at all bus stops and bus interchanges served by the bus services; and
- (f) Provide customer management services, such as lost and found service, and a hotline for commuter feedback and enquiries.

SHARE PRICE MOVEMENT CHART

SBS TRANSIT'S SHARE PRICE MOVEMENT AND VOLUME TURNOVER



COMPARISON OF PERFORMANCE OF SBS TRANSIT'S SHARE PRICE AND THE FTSE STRAITS TIMES MID CAP INDEX (FSTM)



■ SBS Transit ■ FTSE Straits Times Mid Cap Index (FSTM)

Source: Bloomberg Finance L.P.

SHAREHOLDING STATISTICS

AS AT 3 MARCH 2025

Issued and Fully Paid-Up Capital	:	S\$101,435,695.48
No. of Shares Issued	:	312,204,891
Class of Shares	:	Ordinary Shares Fully Paid
Voting Rights	:	One (1) Vote Per Ordinary Share

The Company does not hold any Treasury Shares and Subsidiary Holdings.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 3 MARCH 2025

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	30	0.16	766	0.00
100 – 1,000	3,822	20.51	2,379,763	0.76
1,001 – 10,000	14,148	75.94	27,118,562	8.69
10,001 – 1,000,000	622	3.34	24,481,121	7.84
1,000,000 & ABOVE	9	0.05	258,224,679	82.71
TOTAL	18,631	100.00	312,204,891	100.00

LIST OF TWENTY (20) LARGEST SHAREHOLDERS

(As recorded in the Depository Register as at 3 March 2025)

	Name of Shareholder	No. of Shares	% ⁽¹⁾
1	ComfortDelGro Corporation Limited	232,125,512	74.35
2	DBS Nominees Pte Ltd	9,377,559	3.00
3	Raffles Nominees (Pte) Limited	5,362,380	1.72
4	Citibank Nominees Singapore Pte Ltd	3,132,643	1.00
5	United Overseas Bank Nominees Pte Ltd	2,225,700	0.71
6	OCBC Nominees Singapore Pte Ltd	1,982,900	0.64
7	ABN Amro Clearing Bank N.V.	1,381,200	0.44
8	IFAST Financial Pte Ltd	1,371,889	0.44
9	Phillip Securities Pte Ltd	1,236,896	0.40
10	Changi Bus Company (Private) Limited	691,548	0.22
11	CGS International Securities Singapore Pte Ltd	690,300	0.22
12	Tan Kuangxu	619,000	0.20
13	Maybank Securities Pte. Ltd.	539,100	0.17
14	UOB Kay Hian Pte Ltd	487,200	0.16
15	Moomoo Financial Singapore Pte. Ltd.	415,476	0.13
16	Pang Cheow Jow	410,000	0.13
17	Loo Leng Guan	400,000	0.13
18	Jusin Private Limited	320,000	0.10
19	Heo Min Hang	317,000	0.10
20	Tiger Brokers (Singapore) Pte. Ltd.	307,600	0.10
	TOTAL :	263,393,903	84.36

Notes:

⁽¹⁾ The percentage of shareholding is calculated based on 312,204,891 issued shares of the Company as at 3 March 2025.

SHAREHOLDING STATISTICS

AS AT 3 MARCH 2025

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 3 March 2025)

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
ComfortDelGro Corporation Limited	232,125,512	74.35	–	–

Notes:

⁽¹⁾ The percentage of shareholding is calculated based on 312,204,891 issued shares of the Company as at 3 March 2025.

COMPLIANCE WITH RULE 723 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) LISTING MANUAL

Based on information available and to the best knowledge of the Company as at 3 March 2025, approximately 25.60% of the ordinary shares of the Company are held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

NOTICE OF ANNUAL GENERAL MEETING

SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199206653M)

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting (the “**AGM**”) of SBS Transit Ltd (the “**Company**”) will be held on Thursday, 24 April 2025 at 10.00 a.m. via electronic means and in person at:

**AUDITORIUM
COMFORTDELGRO HEADQUARTERS
205 BRADDELL ROAD
SINGAPORE 579701**

The AGM is for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

- | | | |
|----|--|-----------------------|
| 1. | To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditors’ Report thereon. | (Resolution 1) |
| 2. | To declare a tax-exempt one-tier final dividend of 14.69 Singapore cents (S\$0.1469) per ordinary share in respect of the financial year ended 31 December 2024. | (Resolution 2) |
| 3. | To declare a tax-exempt one-tier special dividend of 8.41 Singapore cents (S\$0.0841) per ordinary share in respect of the financial year ended 31 December 2024. | (Resolution 3) |
| 4. | To approve the payment of Directors’ fees of up to S\$990,000 for the financial year ending 31 December 2025.
[Please refer to Explanatory Note (a)] | (Resolution 4) |
| 5. | To re-elect Mr Cheng Siak Kian, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (b)] | (Resolution 5) |
| 6. | To re-elect Mr Desmond Choo Pey Ching, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (c)] | (Resolution 6) |
| 7. | To re-elect Ms Susan Kong Yim Pui, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (d)] | (Resolution 7) |
| 8. | To re-elect Dr Tan Kim Siew, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (e)] | (Resolution 8) |
| 9. | To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. | (Resolution 9) |

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

ORDINARY RESOLUTIONS:

10. AUTHORITY TO ISSUE SHARES UNDER THE SBS EXECUTIVE SHARE SCHEME

(Resolution 10)

That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") of Singapore, the Directors of the Company be and are hereby authorised to grant awards ("**Awards**") in accordance with the provisions of the SBS Executive Share Scheme ("**Scheme**") and to allot and issue and/or transfer from time to time such number of fully paid-up shares in the capital of the Company ("**Shares**") as may be required to be issued and/or transferred pursuant to the vesting of Awards under the Scheme, provided that:

- (i) the total number of new Shares which shall be issued pursuant to Awards granted under the Scheme shall not exceed five per cent (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the Award; and
- (ii) the aggregate number of Shares for which an Award may be granted on any date under the Scheme, when added to the aggregate number of Shares that are issued and/or issuable in respect of:
 - (A) all Awards granted under the Scheme; and
 - (B) all Shares, options or awards granted under any other share option or share scheme of the Company then in force (if any),

shall be subject to any applicable limits prescribed under the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Listing Manual**").

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.

(Note: The Scheme was approved at the AGM of the Company held on 29 April 2021.)
[Please refer to Explanatory Note (f)]

11. RENEWAL OF SHARE BUYBACK MANDATE

(Resolution 11)

That:

- (a) for the purposes of the Companies Act, the authority conferred on the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined) at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases ("**Market Purchases**"), effected on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases ("**Off-Market Purchases**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme or schemes as defined in Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual as may for the time being be applicable, be and is hereby approved generally and unconditionally (the "**Share Buyback Mandate**");

NOTICE OF ANNUAL GENERAL MEETING

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback 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 Resolution and expiring on the earlier of:

- (i) the date on which the next AGM is held or required by law to be held; and
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"Maximum Limit" means that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price,

where:

"Relevant Period" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or required by law to be held, whichever is earlier, after the date of this Resolution;

"Average Closing Price" means the average of the closing market prices of a Share traded on the SGX-ST over the last five (5) Market Days (a **"Market Day"** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the Day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"Day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company (**"Shareholders"**), stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Note: The Share Buyback Mandate was approved at the AGM of the Company held on 29 April 2021.)
[Please refer to Explanatory Note (g)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on Monday, 5 May 2025 for the purpose of determining Shareholders' entitlements to the proposed tax exempt one-tier final dividend of 14.69 Singapore cents (S\$0.1469) per ordinary share for the financial year ended 31 December 2024 (the **"Proposed Final Dividend"**) and the proposed tax exempt one-tier special dividend of 8.41 Singapore cents (S\$0.0841) per ordinary share for the financial year ended 31 December 2024 (the **"Proposed Special Dividend"**).

Duly completed and stamped transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, up to 5.00 p.m. on Monday, 5 May 2025, will be registered to determine Shareholders' entitlements to the Proposed Final Dividend and the Proposed Special Dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on Monday, 5 May 2025 will be entitled to the Proposed Final Dividend and the Proposed Special Dividend.

The Proposed Final Dividend and the Proposed Special Dividend, if approved by the Shareholders at the Thirty-Second Annual General Meeting of the Company, will be paid on Tuesday, 13 May 2025.

BY ORDER OF THE BOARD SBS TRANSIT LTD

Angeline Joyce Lee Siang Pohr
Au Cheen Kuan
Company Secretaries
Singapore

25 March 2025

EXPLANATORY NOTES:

ORDINARY BUSINESS:

- (a) Resolution 4 is to approve the payment of Directors' Fees for the Non-Executive Directors of the Company during the financial year ending 31 December 2025 (**"FY2025"**) so that such fees can be paid during the financial year in which they are incurred. The actual amount of Directors' fees paid out for the financial year ended 31 December 2024 was \$929,384.98. The proposed Directors' Fees for FY2025 were computed based on the anticipated number of Directors on the Board and composition of the Board Committees, as well as the anticipated number of Board and Board Committee meetings for FY2025. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting before any payments are made to Non-Executive Directors for the shortfall.
- (b) Mr Cheng Siak Kian⁽¹⁾ will, upon re-election as a Director of the Company, serve as the Deputy Chairman of the Board, a member of the Nominating and Remuneration Committee and the Tenders and Investments Committee. Mr Cheng will be considered a Non-Independent Non-Executive Director of the Company.
- (c) Mr Desmond Choo Pey Ching⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Nominating and Remuneration Committee. Mr Choo will be considered an Independent Non-Executive Director of the Company.
- (d) Ms Susan Kong Yim Pui⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Audit and Risk Committee, the Nominating and Remuneration Committee and the Tenders and Investments Committee. Ms Kong will be considered a Non-Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual.
- (e) Dr Tan Kim Siew⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Audit and Risk Committee and the Nominating and Remuneration Committee. Dr Tan will be considered an Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual.

⁽¹⁾ Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled **"Board of Directors"**, **"Directors' Particulars"** and **"Additional Information on Directors Seeking Re-election"** in the FY2024 Annual Report of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS:

- (f) Ordinary Resolution 10, if passed, will empower the Directors to grant Awards in accordance with the provisions of the Scheme and to issue and/or transfer from time to time such number of fully paid Shares as may be required to be issued and/or transferred pursuant to the vesting of the Awards subject to the maximum number of Shares prescribed under the terms and conditions of the Scheme. The total number of new Shares which may be issued pursuant to Awards granted under the Scheme shall not exceed five per cent (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the Award, provided that the aggregate number of Shares for which an Award may be granted on any date under the Scheme, when added to the aggregate number of Shares that are issued and/or issuable in respect of (i) all Awards under the Scheme, and (ii) all Shares, options or awards granted under any other share option scheme of the Company then in force (if any), shall be subject to any applicable limits prescribed under the Listing Manual. The Scheme was approved at the AGM of the Company held on 29 April 2021.
- (g) Ordinary Resolution 11, if passed, will renew the Share Buyback Mandate, and empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Circular to Shareholders dated 25 March 2025 (the “**Circular**”), which is available at www.sbstransit.com.sg.

The Company may use internal sources of funds to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect on the listing status of the Shares on the SGX-ST, liquidity and/or the orderly trading of the Shares and/or the financial position of the Group. The amount of financing required for the Company to purchase its Shares pursuant to the Share Buyback Mandate and the impact on the Company's financial position, cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant times.

An illustration of the financial impact of the purchase or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate on the Audited Financial Statements of the Group for the financial year ended 31 December 2024 is set out in the Circular.

NOTES:

1. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member who is a Relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

“**Relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

NOTICE OF ANNUAL GENERAL MEETING

4. Investors holding shares under the Central Provident Fund Investment Schemes (“**CPF Investors**”) and/or Supplementary Retirement Scheme (“**SRS Investors**”) who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 10.00 a.m. on Friday, 11 April 2025). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
 - (a) If submitted by post, be deposited at the Company’s registered office at 205 Braddell Road, Singapore 579701; or
 - (b) If submitted by electronic mail, be sent to **agm2025@sbstransit.com.sg**; or
 - (c) If submitted electronically, be lodged at the Company’s AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**,
 in each case, by 10.00 a.m. on Monday, 21 April 2025, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
6. In the case of shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on Monday, 21 April 2025), as certified by The Central Depository (Pte) Limited to the Company.
7. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
8. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

IMPORTANT INFORMATION

The AGM is being convened and will be held physically (“**Physical Meeting**”) and by electronic means (“**Virtual Meeting**”).

Shareholders of the Company (“**Shareholders**”) shall take note of the following arrangements for the conduct of the AGM on Thursday, 24 April 2025 at 10.00 a.m.:

1. Attendance

The pre-registration procedures are set out below:

Virtual Meeting

Proceedings of the AGM will be broadcasted through live audio-visual and audio-only feeds (“**Live Webcast**”).

All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: **www.conveneagm.sg/SBST_AGM2025** for verification purposes by 10.00 a.m. on Monday, 21 April 2025.

Physical Meeting

Please pre-register for verification purposes by 10.00 a.m. on Monday, 21 April 2025 at the URL: **www.conveneagm.sg/SBST_AGM2025** and indicate your interest to attend the AGM physically at the AGM venue.

NOTICE OF ANNUAL GENERAL MEETING

Virtual Meeting

Shareholders who are appointing proxy(ies) (“**Proxy(ies)**”) to attend the Virtual Meeting should inform his/her Proxy(ies) to pre-register at the URL: **www.conveneagm.sg/SBST_AGM2025** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Monday, 21 April 2025), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Tuesday, 22 April 2025 (“**Confirmation Email for Virtual Meeting**”) via the email address provided during the pre-registration or as indicated in the Proxy Form, to access the Live Webcast to watch the live feed of the AGM proceedings via the log-in credentials created during the pre-registration or log-in with their SingPass account.

Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Shareholders who have registered by 10.00 a.m. on Monday, 21 April 2025 but have not received the Confirmation Email for Virtual Meeting by Tuesday, 22 April 2025, please email to **ir@sbstransit.com.sg**.

If you have any queries on the Live Webcast, please email to **ir@sbstransit.com.sg** or **support@conveneagm.com** or call the telephone number +65 6856 7330.

2. Submission of Questions

(a) Submission of questions in advance of the AGM:

Shareholders can submit questions in advance relating to the businesses of the AGM either via:

- (i) electronic mail to **ir@sbstransit.com.sg**; or
- (ii) the Company’s AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**.

All questions must be submitted by 10.00 a.m. on **Thursday, 10 April 2025**.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Thursday, 17 April 2025, which is more than seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms (i.e. 10.00 a.m. on Monday, 21 April 2025).

Physical Meeting

Shareholders who are appointing Proxy(ies) to attend the Physical Meeting on his/her behalf should inform his/her Proxy(ies) to pre-register and specify his/her/their intention to attend the Physical Meeting at the URL: **www.conveneagm.sg/SBST_AGM2025** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Monday, 21 April 2025), failing which the appointment shall be invalid.

Verified Shareholders and Proxy(ies) who are successful in the pre-registration to attend the Physical Meeting will receive an email by Tuesday, 22 April 2025 (“**Confirmation Email for Physical Meeting**”) via the email address provided during the pre-registration or as indicated in the Proxy Form.

Shareholders who have registered by 10.00 a.m. on Monday, 21 April 2025 but have not received the Confirmation Email for Physical Meeting by Tuesday, 22 April 2025, please email to **ir@sbstransit.com.sg**.

If you have any queries on the attendance at the AGM venue, please email to **ir@sbstransit.com.sg**.

NOTICE OF ANNUAL GENERAL MEETING

- (b) Submission of questions during the AGM:

Virtual Meeting

Shareholders and Proxy(ies) who have pre-registered and been verified to attend the AGM proceedings via the Live Webcast will be able to ask questions relating to the agenda of the AGM during the AGM by:

- (i) Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.
- (ii) Clicking the "Ask a Question" feature and then clicking the "Queue for Video Call" via the Live Webcast. The relevant Shareholder or Proxy will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual means during the AGM within a certain prescribed time limit.

Physical Meeting

Verified Shareholders and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

- (c) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

3. Voting

Live voting will be conducted during the AGM for Shareholders and Proxy(ies) attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxy(ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and Proxy(ies) will be required to log-in via the email address provided during the pre-registration or as indicated in the Proxy Form.

The Proxy Form for the AGM may be accessed at the Company's website at **www.sbstransit.com.sg/agm2025proxyform**, or on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, **www.conveneagm.sg/SBST_AGM2025**.

- (a) Live Voting

Shareholders and Proxy(ies) may cast their votes in real time for each resolution to be tabled during the AGM via the log-in credentials created during the pre-registration or via their SingPass accounts. Shareholders and Proxy(ies) will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxy(ies) must bring a web-browser enabled device in order to cast their votes.

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should instead approach their respective Relevant intermediary as soon as possible to specify voting instructions.

- (b) Voting via appointing the Chairman of the Meeting as proxy:

As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the Meeting as proxy to vote on their behalf. Duly completed Proxy Forms must be:

- (i) deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
- (ii) sent via electronic mail to **agm2025@sbstransit.com.sg**; or
- (iii) lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**,

and submitted by 10.00 a.m. on Monday, 21 April 2025, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

(c) CPF/SRS Investors:

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on Friday, 11 April 2025), to ensure that their votes are submitted.

4. Access to documents or information relating to the AGM

The Annual Report for the financial year ended 31 December 2024 and the Circular dated 25 March 2025 in relation to the proposed renewal of the Share Buyback Mandate have been uploaded on SGXNET on 25 March 2025 and may be accessed via SGXNET and also the Company's website at www.sbstransit.com.sg.

5. Filming and Photography

When a Shareholder or Proxy attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her video and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any actions, proceedings, penalties, liabilities, claims, demands, costs, expenses, losses and damages suffered or incurred by the Company as a result of the member's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

The following additional information on Mr Cheng Siak Kian, Mr Desmond Choo Pey Ching, Ms Susan Kong Yim Pui and Dr Tan Kim Siew, all of whom are seeking re-election as Directors of the Company at the Thirty-Second AGM to be held on Thursday, 24 April 2025, is to be read in conjunction with their respective biographies on pages 13 to 17.

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
Date of appointment	29 April 2021	29 April 2021	1 October 2017	1 June 2019
Date of last re-appointment	28 April 2022	28 April 2022	27 April 2023	27 April 2023
Age	55	47	64	71
Country of principal residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment	Mr. Cheng possesses extensive expertise in public transport operations, coupled with strong leadership and management skills to drive business growth and efficiency.	Mr. Choo's expertise in economic and social policies, combined with his strong governmental background, positions him well to guide the business through socio-political challenges while strengthening the Board's core competencies.	Ms. Kong, a practicing lawyer, is a leading expert in Banking and Finance, Real Estate, Mergers and Acquisitions, and Capital Markets. Her extensive knowledge and experience in business law, corporate governance and compliance will continue to enhance the Board by providing valuable insights, relevant expertise, and constructive diverse perspectives.	Dr. Tan, with extensive Civil Service experience and familiarity with the regulatory systems, brings valuable insights that help the Board in deliberations for compliance issues and strengthening of its core competencies.
	<i>Please refer to Mr Cheng Siak Kian's profile on page 13 of the Annual Report 2024.</i>	<i>Please refer to Mr Desmond Choo Pey Ching's profile on page 14 of the Annual Report 2024.</i>	<i>Please refer to Ms Susan Kong Yim Pui's profile on page 15 of the Annual Report 2024.</i>	<i>Please refer to Dr Tan Kim Siew's profile on page 17 of the Annual Report 2024.</i>
Working experience and occupation(s) during the past 10 years	<p>Current Directorships Directorships in the SBS Transit Group</p> <ol style="list-style-type: none"> SBS Transit Ltd* – Director and Deputy Chairman (Appointed as a Director on 29 Apr 2021 and Deputy Chairman on 1 Jan 2023) SBS Transit Rail Pte Ltd – Director (Appointed on 1 Jul 2019) <p>Principal Directorships in the ComfortDelGro Group</p> <ol style="list-style-type: none"> ComfortDelGro Corporation Limited* – Managing Director / Group Chief Executive Officer (Appointed on 1 Jan 2023) Comfort Transportation Pte Ltd – Director (Appointed on 1 Jan 2023) CityCab Pte Ltd – Director (Appointed on 1 Jan 2023) ComfortDelGro Engineering Pte Ltd – Director (Appointed on 1 Jul 2019) ComfortDelGro (China) Pte. Ltd. – Director (Appointed on 1 Jan 2023) ComfortDelGro Corporation Australia Pty Ltd – Director (Appointed on 31 Oct 2022) Braddell Limited – Director (Appointed on 21 Feb 2022) Metroline Limited – Director (Appointed on 21 Feb 2022) CityFleet Networks Limited – Director (Appointed on 31 Dec 2022) CMAC Group Limited – Director (Appointed on 12 Feb 2024) 	<p>Current Directorships Listed Companies</p> <ol style="list-style-type: none"> SBS Transit Ltd* – Director (Appointed on 29 Apr 2021) <p>Non-listed Companies</p> <ol style="list-style-type: none"> Surbana Jurong Pte Ltd – Director (Appointed on 18 Apr 2018) <p>Current Principal Commitments</p> <ol style="list-style-type: none"> People's Association – Mayor, North East District and Advisor, Tampines Grassroots Organisation (Appointed on 24 May 2017) National Trades Union Congress – Assistant Secretary-General (Appointed on 1 Apr 2018) Tampines GRC – Member of Parliament (since 2015) Tampines Town Council – Chairman (Appointed on 18 Jul 2023) Singapore Economic Development Board – Member (since 1 Feb 2022) <p>Past 10 years Directorships Non-listed Companies / Others:</p> <ol style="list-style-type: none"> Kestrel Capital Pte Ltd – Director (2013 – 2015) Valencia Football Club Foundation – Director (2014 – 2016) 	<p>Current Directorships Listed Companies</p> <ol style="list-style-type: none"> SBS Transit Ltd* – Director (Appointed on 1 Oct 2017) ComfortDelGro Corporation Limited* – Director (Appointed on 1 Jan 2023) <p>Non-listed Companies</p> <ol style="list-style-type: none"> HealthServe Limited – Director (Appointed on 17 Aug 2017) Q.E.D. Law Corporation – Shareholder and Director (Appointed Director on 15 Dec 2012) <p>Current Principal Commitments</p> <ol style="list-style-type: none"> Q.E.D. Law Corporation – Managing Director (Appointed on 15 Dec 2012) <p>Past 10 years Directorships</p> <ol style="list-style-type: none"> Singapore Tyler Print Institute – Director (Resigned in Nov 2024) 	<p>Current Directorships Listed Companies</p> <ol style="list-style-type: none"> SBS Transit Ltd* – Director (Appointed on 1 Jun 2019) VICOM Ltd* – Chairman (Appointed Director on 1 May 2018 and Chairman on 27 April 2022) <p>Non-listed Companies</p> <p>Nil</p> <p>Current Principal Commitments</p> <p>Nil</p> <p>Past 10 years Directorships</p> <p>Nil</p>

* Listed Company

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
Working experience and occupation(s) during the past 10 years (cont'd)	<p><i>Principal Directorships in the ComfortDelGro Group (cont'd)</i></p> <ol style="list-style-type: none"> 11. CFN Apex TopCo Limited – Director (Appointed on 16 Oct 2024) 12. CFN Apex BidCo Limited – Director (Appointed on 16 Oct 2024) 13. Addison Lee Group Limited – Director (Appointed on 7 Nov 2024) <p><i>Directorships in the VICOM Group</i></p> <ol style="list-style-type: none"> 1. VICOM Ltd* – Deputy Chairman and Director (Appointed Deputy Chairman and Director on 1 Jan 2023) 2. Setsco Services Pte Ltd – Director (Appointed on 1 Jan 2023) 3. JIC Inspection Services Pte Ltd – Director (Appointed on 1 Jan 2023) 4. VICOM Inspection Centre Pte Ltd – Director (Appointed on 1 Jan 2023) <p><i>Current Principal Commitments</i></p> <ol style="list-style-type: none"> 1. ComfortDelGro Corporation Limited* – Managing Director / Group Chief Executive Officer (Appointed on 1 Jan 2023) <p><i>Past 10 years Directorships</i></p> <ol style="list-style-type: none"> 1. CDC Travel Pty Ltd 2. Hillsbus Co Pty Ltd 3. Hunter Valley Buses Pty Ltd 4. Westbus Region 1 Pty Ltd 5. CDC NSW Pty Ltd 6. CDC Victoria Pty Ltd 7. CDC Geelong Pty Ltd 8. CDC Sunshine Pty Ltd 9. CDC Oakleigh Pty Ltd 10. CDC Altona Pty Ltd 11. CDC Wyndham Pty Ltd 12. CDC Ballarat Pty Ltd 13. Baypalm Pty Limited 14. Qcity Transit Pty Ltd 15. CDC Eastrans Pty Ltd 16. Western Sydney Repair Centre Pty Ltd 17. Blue Mountains Transit Pty Ltd 18. National Patient Transport Pty Ltd 19. National Patient Transport NSW Pty Ltd 20. National Patient Transport QLD Pty Ltd 			

* Listed Company

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
Working experience and occupation(s) during the past 10 years (cont'd)	<p><u>Past 10 years Directorships (cont'd)</u></p> <p>21. National Patient Transport WA Pty Ltd</p> <p>22. National Patient Transport SA Pty Ltd</p> <p>23. NPT Heart Pty Ltd</p> <p>24. Platinum Healthcare Pty Ltd</p> <p>25. National Patient Transport VIC Pty Ltd</p> <p>26. CDC Tullamarine Pty Ltd</p> <p>27. Terrey Hills Depot Holdings Pty Limited</p> <p>28. FCL Holdings Pty Limited</p> <p>29. FCL Finance Pty Limited</p> <p>30. Forest Coach Lines Pty Limited</p> <p>31. Buslink Pty Ltd</p> <p>32. Buslink Southern Pty Ltd</p> <p>33. Buslink Gladstone Pty Ltd</p> <p>34. Buslink Sunshine Coast Pty Ltd</p> <p>35. Buslink Broken Hill Pty Ltd</p> <p>36. Buslink Sunraysia Pty Ltd</p> <p>37. Tropic Sun Pty Ltd</p> <p>38. Busling NT Pty Ltd</p> <p>39. Buslink Alice Spring Pty Ltd</p> <p>40. CDC Commercial Bus Company Pty Ltd</p> <p>41. ComfortDelGro Swan Pty Ltd</p> <p>42. Swan Taxi Pty Ltd</p> <p>43. SBS Transit Mobility Pte. Ltd.</p> <p>44. CDC Private Mobility Pty Ltd</p>			
Shareholding interest in the listed issuer and its subsidiaries	<p><u>Direct Interest:</u> ComfortDelGro Corporation Limited* – 152,500 ordinary shares SBS Transit Ltd* – 35,000 ordinary shares</p> <p><u>Share Options:</u> CDG ESAS – 362,500 unvested shares SBS ESS – 75,000 unvested shares</p>	NIL	NIL	NIL
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No	No
Conflict of interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer (Yes or No)	Yes	Yes	Yes	Yes

* Listed Company

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	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	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	CHENG SIAK KIAN Deputy Chairman (Non-Independent Non-Executive Director)	DESMOND CHOO PEY CHING (Independent Non-Executive Director)	SUSAN KONG YIM PUI (Non-Independent Non-Executive Director)	TAN KIM SIEW (Independent Non-Executive Director)
(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	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				
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or				
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or				
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?				
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

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SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199206653M)

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT

1. The Thirty-Second Annual General Meeting (the "AGM") of the Company will be held physically ("Physical Meeting") and by electronic means ("Virtual Meeting").
2. CPF/SRS investors who intend to exercise the voting rights attached to their SBS Transit Ltd shares purchased using their CPF/SRS monies are requested to contact their respective CPF/SRS Approved Nominees.
3. By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 25 March 2025.
4. Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).

I/We _____ (Name) _____ (NRIC/Passport No.)
of _____ (Address)

being a member/members of SBS Transit Ltd (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

or failing the person, or either or both of the persons, referred to above at the commencement of the live voting at the Annual General Meeting (the "AGM" or "Meeting"), the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Thirty-Second AGM to be held at the Auditorium of ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Thursday, 24 April 2025 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions	No. of Votes For ⁽¹⁾	No. of Votes Against ⁽¹⁾	No. of Votes Abstained ⁽¹⁾
Ordinary Business				
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024			
2.	Declaration of Final Dividend for the financial year ended 31 December 2024			
3.	Declaration of Special Dividend for the financial year ended 31 December 2024			
4.	Approval of Directors' Fees of up to S\$990,000 for financial year ending 31 December 2025			
5.	Re-election of Mr Cheng Siak Kian as a Director			
6.	Re-election of Mr Desmond Choo Pey Ching as a Director			
7.	Re-election of Ms Susan Kong Yim Pui as a Director			
8.	Re-election of Dr Tan Kim Siew as a Director			
9.	Re-appointment of Auditors and authorising the Directors to fix their remuneration			
Special Business				
10.	Authority to issue shares under the SBS Executive Share Scheme			
11.	Renewal of the Share Buyback Mandate			

⁽¹⁾ If you wish to exercise all your votes "For", "Against" or "Abstain", please tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2025

Total Number of Shares Held in ^(Note 4) :	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) / Common Seal

IMPORTANT : PLEASE READ NOTES OVERLEAF

NOTES:

1. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member, who is a relevant intermediary entitled to attend the meeting and vote, is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
"Relevant intermediary" means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
 - (a) If submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
 - (b) If submitted by electronic mail, be sent to **agm2025@sbstransit.com.sg**; or
 - (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**, in each case, by **10.00 a.m. on Monday, 21 April 2025**, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
6. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
7. CPF or SRS Investors who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 10.00 a.m. on Friday, 11 April 2025). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
8. The Company shall be entitled to reject an instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy which has been lodged if the member, being the appointor, is not shown to have shares entered against his/her 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.

Fold along this line

Affix
postage
stamp

THE COMPANY SECRETARY
SBS Transit Ltd
205 Braddell Road
Singapore 579701

This flap is for sealing. Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.



BY BUS
BCA Academy
(52061)

Bus 13, 28, 73, 93, 105,
129, 153, 155, 159

About a four-minute
walk from the bus stop

BY BUS
ComfortDelGro Corporation
(52069)

Bus 13, 28, 73, 93, 105,
129, 153, 155, 159

About a two-minute
walk from the bus stop

**PLEASE NOTE THAT THE THIRTY-SECOND ANNUAL GENERAL MEETING
OF SBS TRANSIT LTD WILL BE HELD ON THURSDAY, 24 APRIL 2025,
AT 10.00 A.M. VIA ELECTRONIC MEANS AND IN PERSON AT:**

**AUDITORIUM
COMFORTDELGRO HEADQUARTERS
205 BRADDELL ROAD
SINGAPORE 579701**



SBS Transit Ltd

205 Braddell Road
Singapore 579701
Mainline (65) 6284 8866
Facsimile (65) 6287 0311
www.sbstransit.com.sg
Company Registration No. 199206653M

CIRCULAR TO SHAREHOLDERS DATED 25 MARCH 2025 (“Circular”)

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is circulated to the shareholders of SBS Transit Ltd (the “**Company**”) together with the annual report for the financial year ended 31 December 2024 (“**Annual Report 2024**”). Its purpose is to provide information on the proposed renewal of the Share Buyback Mandate (as defined herein) to be tabled at the Annual General Meeting (“**AGM**”) of the Company to be held on Thursday, 24 April 2025 at 10.00 a.m. at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701. The resolution proposed to be passed in relation to the proposed renewal of the Share Buyback Mandate is set out in the Notice of Annual General Meeting attached to the Annual Report 2024.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Circular with the Notice of Annual General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The legal adviser appointed by the Company to advise it on the proposed renewal of the Share Buyback Mandate is Rubicon Law LLC.



a comfortdelgro company

SBS TRANSIT LTD

(Company Registration Number: 199206653M)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	Monday, 21 April 2025 at 10 a.m.
Date and time of Annual General Meeting	:	Thursday, 24 April 2025 at 10 a.m.
Place of Annual General Meeting	:	Auditorium ComfortDelGro Headquarters 205 Braddell Road Singapore 579701

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

"2024 AGM"	:	The annual general meeting of the Company held on 25 April 2024
"2024 Mandate"	:	Has the meaning ascribed to it in paragraph 2.1 of this Circular
"2025 AGM"	:	The forthcoming annual general meeting of the Company to be held on 24 April 2025
"ACRA"	:	The Accounting and Corporate Regulatory Authority of Singapore
"AGM"	:	The annual general meeting of the Company
"Approval Date"	:	The date of the 2025 AGM at which the proposed renewal of the Share Buyback Mandate is to be approved
"Audited Financial Statements"	:	Has the meaning ascribed to it in paragraph 2.6 of this Circular
"Average Closing Price"	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular
"Board"	:	The Board of Directors of the Company for the time being
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This Circular to Shareholders dated 25 March 2025 in relation to the proposed renewal of the Share Buyback Mandate
"Companies Act"	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
"Company"	:	SBS Transit Ltd
"Constitution"	:	The constitution of the Company, as amended, modified or supplemented from time to time
"Day of the making of the offer"	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular
"Director(s)"	:	The director(s) of the Company for the time being
"EPS"	:	Earnings per Share
"Group"	:	The Company and its subsidiaries
"Latest Practicable Date"	:	3 March 2025, being the latest practicable date prior to the printing of this Circular
"Listing Manual" or "Listing Rules"	:	The listing manual of the SGX-ST, or the rules contained therein, as may be amended, modified or supplemented from time to time
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Market Purchases"	:	Has the meaning ascribed to it in paragraph 2.3.3(a) of this Circular
"Maximum Price"	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular
"Minister for Finance"	:	The Minister for Finance of the Republic of Singapore for the time being
"Off-Market Purchases"	:	Has the meaning ascribed to it in paragraph 2.3.3(b) of this Circular
"Related expenses"	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular
"Relevant Period"	:	The period commencing from the Approval Date and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier

DEFINITIONS

"Scheme"	: The SBS Executive Share Scheme adopted by the Company at its annual general meeting on 29 April 2021, the terms of which are set out in Annex A to the Circular dated 25 March 2021
"SFA"	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Share Buyback Mandate"	: A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular as well as the rules and regulations set forth in the Companies Act and the Listing Manual
"Share Purchase"	: The purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate
"Shareholders"	: Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" in relation to Shares held by CDP shall mean the persons named as depositors in the Depository Register maintained by CDP and to whose securities accounts such Shares are credited
"Shares"	: Ordinary Shares in the share capital of the Company
"SIC"	: Securities Industry Council
"subsidiary holdings"	: Has the meaning ascribed to in under the Listing Manual
"Substantial Shareholder"	: A Shareholder who has an interest in not less than five per cent (5%) of the issued Shares
"S\$"	: Singapore dollars, the lawful currency of the Republic of Singapore
"Take-over Code"	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
"Treasury Shares"	: The Shares held in treasury by the Company
"%" or "per cent"	: Percentage or per centum

The terms **"depositor"**, **"Depository Register"** and **"depository agent"** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term **"subsidiary"** shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA or the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

SBS TRANSIT LTD

(Company Registration Number 199206653M)
(Incorporated in the Republic of Singapore)

Board of Directors:

Mr. Bob Tan Beng Hai	Independent Non-Executive Chairman
Mr. Cheng Siak Kian	Non-Independent Non-Executive Deputy Chairman
Mr. Jeffrey Sim Vee Ming	Non-Independent Executive Director and Group Chief Executive Officer
Mr. Lim Tien Hock	Non-Independent Executive Director
Mr. Desmond Choo Pey Ching	Independent Non-Executive Director
Mr. Patrick Daniel	Independent Non-Executive Director
Ms. Susan Kong Yim Pui	Non-Independent Non-Executive Director
Ms. Lee Sok Koon	Independent Non-Executive Director
Dr. Christina Lim Yui Hung	Independent Non-Executive Director
Dr. Tan Kim Siew	Independent Non-Executive Director
Mr. Edwin Yeo Teng Chuan	Independent Non-Executive Director

Registered Office:

205 Braddell Road
Singapore 579701

25 March 2025

To: The Shareholders of SBS Transit Ltd

Dear Sir/Madam,

THE PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

1. INTRODUCTION

- 1.1 The purpose of this Circular is to provide the Shareholders with information relating to, and to seek the approval of the Shareholders for the proposed renewal of the Share Buyback Mandate.
- 1.2 The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed, or reports contained in this Circular.

2. PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

2.1 Background

The adoption of the Share Buyback Mandate was approved by the Shareholders at the 2024 AGM authorising the Directors to purchase or otherwise acquire its issued Shares on the terms of such mandate ("**2024 Mandate**"). The 2024 Mandate will expire on the date of the 2025 AGM. Accordingly, the Company proposes to seek the approval of Shareholders at the 2025 AGM for the renewal of the Share Buyback Mandate in respect of the purchase or acquisition by the Company of its issued Shares. If approved, the Share Buyback Mandate will take effect from the date of the 2025 AGM and continue in force until the date the next AGM is held or is required by law to be held, whichever is the earlier, unless prior thereto, Share Purchases are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting. It is intended that the Share Buyback Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.

Any Share Purchase by the Company has to be made in accordance with, and in the manner prescribed by, the Companies Act, the Listing Rules and such other laws and regulations as may for the time being be applicable.

LETTER TO SHAREHOLDERS

2.2 Rationale

The Company proposes to seek Shareholders' approval for the renewal of the Share Buyback Mandate to give the Directors the flexibility to undertake Share Purchases at any time subject to market conditions, during the period that the Share Buyback Mandate is in force, with the objective of increasing Shareholders' value and to improve, *inter alia*, the return on equity of the Group and to facilitate the acquisition of Treasury Shares for the purpose of the Scheme.

A Share Purchase at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Shares purchased or acquired under the Share Buyback Mandate can also be held by the Company as Treasury Shares to satisfy the Company's obligations to furnish Shares to participants in the Scheme from time to time.

The Directors believe that the Share Buyback Mandate provides the Company with another mechanism to facilitate the return of surplus cash over and above its ordinary working capital requirements and possible investment needs of the Group in an expedient, effective and cost-efficient manner to Shareholders. Share Purchases will also provide the Directors with greater flexibility over the Company's share capital structure.

Shareholders can be assured that Share Purchases by the Company would be made in circumstances where it was considered to be in the best interests of the Company. The Directors will decide whether to effect the Share Purchases via Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. While the Share Buyback Mandate would authorise a Share Purchase up to the said ten per cent (10%) limit during the period described in paragraph 2.3 below, it should be noted that Share Purchases may not be carried out to the full ten per cent (10%) limit as authorised. The Directors do not propose to carry out Share Purchases to an extent that would, or in circumstances that might, result in a material adverse effect on the listing status of the Shares on the SGX-ST, liquidity and/or the orderly trading of the Shares and/or the financial position of the Group.

2.3 The Authority and Limits of the Share Buyback Mandate

The authority for and limitations placed on Share Purchases by the Company under the Share Buyback Mandate, if renewed at the 2025 AGM, are the same as the 2024 Mandate previously approved by the Shareholders at 2024 AGM. These are summarised below:

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

The total number of Share Purchases during the Relevant Period is limited to that number of Shares representing not more than **ten per cent (10%)** of the total number of issued Shares as at the Approval Date (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the amount of issued Shares as altered). For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as Treasury Shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on 312,204,891 Shares in issue (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the 2025 AGM, and that the Company does not reduce its share capital, not more than 31,220,489 Shares (representing ten per cent (10%) of the issued and paid-up Shares (excluding Treasury Shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate during the Relevant Period.

LETTER TO SHAREHOLDERS

2.3.2 Duration of Authority

Share Purchases may be made, at any time and from time to time, on and from the Approval Date up to the earliest of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the Share Purchases pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Shareholders in general meeting.

2.3.3 Manner of Purchase of Shares

Share Purchases may be made by way of, *inter alia*:

- (a) on-market purchases ("**Market Purchases**"), effected on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being, be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchases**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme or schemes as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buyback Mandate, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the Share Purchases shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;
 - (B) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Rules provide that, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information required under the Companies Act:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Share Purchases;
- (4) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

LETTER TO SHAREHOLDERS

- (5) whether the Share Purchases, if made, could have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any Share Purchases made by the Company in the previous twelve (12) months (whether by way of Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

2.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses (collectively, "**Related expenses**")) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expense of the purchase.

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of a Share traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the Day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"**Day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of Purchased Shares under the Share Buyback Mandate

2.4.1 Status of Purchased Shares

A Share purchased or acquired by the Company is, unless held as a Treasury Share in accordance with the Companies Act, treated as cancelled immediately on purchase or acquisition. On such cancellation, all rights and privileges attached to the Share will expire and the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company.

2.4.2 Purchased Shares Held as Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

- (a) Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent (10%) of the total number of issued Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months or such further periods as ACRA may allow.

LETTER TO SHAREHOLDERS

(b) Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus Shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(c) Disposal and cancellation

Where Shares purchased or acquired by the Company are held as Treasury shares, the Company may at any time but subject always to the Take-over Code:

- (i) sell the Treasury Shares for cash;
- (ii) transfer the Treasury Shares for the purposes of or pursuant to an employees' share scheme, whether for employees, Directors or other persons;
- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such Treasury Shares, the purpose of such sale, transfer, cancellation and/or use of such Treasury Shares, the number of Treasury Shares which have been sold, transferred, cancelled and/or used, the number of Treasury Shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of Treasury Shares against the total number of issued Shares (of the same class as the Treasury Shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

As at the Latest Practicable Date, the Company does not hold any of its Shares as Treasury Shares.

2.5 **Source of Funds for Share Buyback**

The Company may only apply funds for the purchase or acquisition of the Shares in accordance with the Constitution and the applicable laws in Singapore.

Pursuant to the Constitution and the Companies Act, any payment made by the Company in consideration for the purchase or acquisition of its own Shares may only be made out of the Company's capital or profits so long as the Company is solvent.

The Company may use internal and external sources of funds to finance the Company's Share Purchases. The Directors will only make Share Purchases in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

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2.6 Financial Effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from the Share Purchases will depend on, *inter alia*, the number of Shares purchased or acquired, whether such purchase or acquisition is made out of capital and/or profits of the Company, the consideration paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as Treasury Shares.

The financial effects on the Company and the Group, based on the audited financial statements of the Group for the financial year ended 31 December 2024 (the "**Audited Financial Statements**"), are based on the following principal assumptions:

- (a) Purchase or acquisition out of capital and/or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

- (b) Maximum Price paid for Shares purchased or acquired

Based on 312,204,891 issued Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date, the purchase or acquisition by the Company of ten per cent (10%) of such Shares will result in the purchase or acquisition of 31,220,489 Shares.

Assuming that the Company purchases or acquires the 31,220,489 Shares at the Maximum Price, the maximum amount of funds required is approximately:

- (i) in the case of Market Purchases of Shares, S\$83,670,910.52 based on S\$2.680 for one (1) Share (being the price equivalent to five per cent above the Average Closing Price of the Shares traded on the SGX-ST over the last five (5) consecutive Market Days immediately preceding the Latest Practicable Date); and
- (ii) in the case of Off-Market Purchases of Shares, S\$95,597,137.32 based on S\$3.062 for one (1) Share (being the price equivalent to 20% above the Average Closing Price of the Shares traded on the SGX-ST over the last five (5) consecutive Market Days immediately preceding the Latest Practicable Date).

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (A) the Share Purchases had taken place on 1 January 2024;
- (B) there was no issuance of Shares after the Latest Practicable Date;
- (C) the Share Purchases are assumed to be financed by internal funding of the Group; and
- (D) related expenses incurred for the Share Purchases are assumed to be insignificant and have been disregarded for the purpose of computing the financial effects,

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the financial effects on the Audited Financial Statements are set out below.

	Group			Company		
	Before Share Purchase	After Share Purchase (Using Market Purchases of Shares)	After Share Purchase (Using Off-Market Purchases of Shares)	Before Share Purchase	After Share Purchase (Using Market Purchases of Shares)	After Share Purchase (Using Off-Market Purchases of Shares)
Based on LPD of 3/3/2025						
As at 31 December 2024						
Profit after income tax attributable to owners of the Company (S\$'000)	70,301	70,301	70,301	69,328	69,328	69,328
Share capital (S\$'000)	101,436	101,436	101,436	101,436	101,436	101,436
Other reserves ⁽¹⁾ (S\$'000)	1,833	1,833	1,833	1,657	1,657	1,657
Treasury Shares (S\$'000)	–	(83,671)	(95,597)	–	(83,671)	(95,597)
Accumulated profits (S\$'000)	616,205	616,205	616,205	946,851	946,851	946,851
Perpetual capital securities (S\$'000)	–	–	–	–	–	–
Non-controlling interests (S\$'000)	–	–	–	–	–	–
Shareholders' funds ⁽²⁾ (S\$'000)	719,474	635,803	623,877	1,049,944	966,273	954,347
NTA ⁽³⁾ (S\$'000)	719,474	635,803	623,877	1,049,944	966,273	954,347
Current assets (S\$'000)	868,540	784,869	772,943	651,115	567,444	555,518
Current liabilities (S\$'000)	370,424	370,424	370,424	247,991	247,991	247,991
Total borrowings (S\$'000)	–	–	–	–	–	–
Number of issued Shares ('000)	312,205	280,985	280,985	312,205	280,985	280,985
Weighted average number of Shares ('000)	312,126	280,906	280,906	312,126	280,906	280,906
Financial ratios						
NTA/Share ⁽⁴⁾ (cents)	230	226	222	336	344	340
Gearing ratio	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Current ratio (times)	2.34	2.12	2.09	2.63	2.29	2.24
EPS (cents)	22.52	25.03	25.03	22.21	24.68	24.68

Note :

(1) Other reserves include general reserve and capital reserve.

(2) Shareholders' funds mean the aggregate amounts of share capital, other reserves and accumulated profits.

(3) NTA means total assets less total liabilities.

(4) NTA/Share is computed based on NTA divided by the number of issued Shares.

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Shareholders should note that the pro forma financial effects set out above are for illustrative purposes only (based on the aforementioned assumptions). In particular, it is important to note that the above pro forma financial analysis is based on the historical numbers for the financial year ended 31 December 2024 and is not necessarily representative of future financial performance.

It should be noted that although the Share Buyback Mandate would authorise the Company to purchase or acquire up to ten per cent (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent (10%) of the issued Shares. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a Share Purchase before execution.

2.7 Taxation

Shareholders who are in doubt as to their respective tax positions or any tax implications or who may be subject to tax outside Singapore should consult their own professional advisers.

2.8 Listing Rules

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares, and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

The notification of such Share Purchases to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe, which includes details such as the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Shares, the total consideration paid for the Shares and the number of issued Shares after purchase. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any Share Purchases at any time after a price sensitive development has occurred or has been the subject of consideration and/or a decision of the Board, until the price sensitive information has been publicly announced. In particular, in line with Rule 1207(19) of the Listing Manual, the Company will not deal with any Shares during the period commencing one (1) month before the announcement of the Company's half year and full year financial statements.

The Listing Manual requires a listed company to ensure that at least ten per cent (10%) of any class of its listed securities must be held by public Shareholders. As at the Latest Practicable Date, the Company has 312,204,891 Shares, and 79,912,379 representing approximately 25.60% of the total issued Shares are held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake Share Purchases through Market Purchases up to the full 10% limit without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading and its listing status.

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2.9 Take-Over Obligations pursuant to the Take-over Code

Appendix 2 to the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

(a) **Obligation to Make a Take-over Offer**

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

(b) **Persons Acting in Concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (i) the following companies:
 - (A) a company;
 - (B) the parent company of (A);
 - (C) the subsidiaries of (A);
 - (D) the fellow subsidiaries of (A);
 - (E) the associated companies of any of (A), (B), (C) or (D);
 - (F) companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (G) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of:
 - (A) the adviser and the persons controlling, controlled by or under the same control as the adviser; and

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- (B) all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent (10%) or more of the client's equity share capital;
- (vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (vii) partners;
- (viii) the following persons and entities:
 - (A) an individual;
 - (B) the close relatives of (A);
 - (C) the related trusts of (A);
 - (D) any person who is accustomed to act in accordance with the instructions of (A); and
 - (E) companies controlled by any of (A), (B), (C) or (D); and
- (ix) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Take-over Code.

(c) **Effect and Application of Rule 14 and Appendix 2 to the Take-over Code**

In general terms, the effect of Rule 14 and Appendix 2 to the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties, being in aggregate less than thirty per cent (30%) before such purchase or acquisition, would increase to thirty per cent (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one (1) per cent in any period of six (6) months.

Under Appendix 2 to the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent (30%) or more, or, if such Shareholder holds between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

Based on the interests of the Substantial Shareholder(s) in Shares recorded in the register of Substantial Shareholder(s) maintained by the Company as at the Latest Practicable Date, none of the Substantial Shareholder(s) would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate of the maximum limit of ten per cent (10%) of its total number of issued Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date.

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Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/ or their professional advisers at the earliest opportunity.

2.10 Shares Purchased by the Company

The Company has not made any buybacks of its Shares in the twelve (12) months preceding the Latest Practicable Date.

2.11 Reporting Requirements

Within thirty (30) days of the passing of a Shareholders' resolution to approve the Share Buyback Mandate, the Company shall lodge a copy of such resolution with ACRA. The Company shall also lodge a notice of purchase or acquisition with ACRA within thirty (30) days of a Share Purchase. Such notification is to include details such as the date of the Share Purchase, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before and after the Share Purchase, the amount of consideration paid by the Company for the Share Purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars that might be prescribed.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of Directors and Substantial Shareholders of the Company in Shares of the Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, were as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾
Directors				
Mr. Bob Tan Beng Hai	–	–	–	–
Mr. Cheng Siak Kian	35,000	0.0112	–	–
Mr. Jeffrey Sim Vee Ming	25,000	0.0080	–	–
Mr. Lim Tien Hock	8,750	0.0028	–	–
Mr. Desmond Choo Pey Ching	–	–	–	–
Mr. Patrick Daniel	–	–	–	–
Ms. Susan Kong Yim Pui	–	–	–	–
Ms. Lee Sok Koon	–	–	–	–
Dr. Christina Lim Yui Hung	–	–	–	–
Dr. Tan Kim Siew	–	–	–	–
Mr. Edwin Yeo Teng Chuan	–	–	–	–
Substantial Shareholder(s)				
Company Name	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾
ComfortDelGro Corporation Limited	232,125,512	74.35	–	–

Note:

⁽¹⁾ The percentage is calculated based on 312,204,891 issued Shares as at the Latest Practicable Date.

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The interests of Directors of the Company in the Shares granted under the Scheme as at the Latest Practicable Date are as follows:

Name of participant	Shares granted during FY2024 (Shares awarded to be vested over 4-year period)	Aggregate Shares granted since commencement of the Scheme to end of FY2024	Aggregate Shares vested since commencement of the Scheme to end of FY2024	Aggregate Shares outstanding as at end of FY2024 under review (unvested Shares)
Mr. Cheng Siak Kian	NIL	110,000	35,000	75,000
Mr. Jeffrey Sim Vee Ming	80,000	155,000	25,000	130,000
Mr. Lim Tien Hock	35,000	70,000	8,750	61,250

4. DIRECTORS' RECOMMENDATIONS

Having fully considered, *inter alia*, the terms and rationale of the Share Buyback Mandate, the Board believes that the Share Buyback Mandate is in the best interests of the Company and its Shareholders. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 11 in relation to the Share Buyback Mandate to be proposed at the forthcoming 2025 AGM.

5. ANNUAL GENERAL MEETING

The 2025 AGM, notice of which is set out in the Annual Report, will be held on 24 April 2025 at 10 a.m., at the Auditorium of ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the Notice of the AGM.

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the 2025 AGM and wishes to appoint a proxy to attend and vote in his place or on his behalf, he should complete, sign and return the proxy form appended in the Annual Report in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 205 Braddell Road, Singapore 579701 not less than seventy-two (72) hours before the time appointed for holding the 2025 AGM.

The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting at the 2025 AGM if he subsequently wishes to do so. In such an event, the proxy form shall be deemed to be revoked.

A depositor shall not be regarded as a Shareholder entitled to attend the 2025 AGM and to speak and vote at the 2025 AGM unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP at least seventy-two (72) hours before the AGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

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8. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 205 Braddell Road, Singapore 579701 during normal business hours from the date of this Circular up to and including the date of the 2025 AGM:

- (a) the Constitution; and
- (b) the Annual Report of the Company for the financial year ended 31 December 2024.

Yours faithfully
For and on behalf of the Board of Directors of
SBS TRANSIT LTD

Bob Tan Beng Hai
Chairman

25 March 2025

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