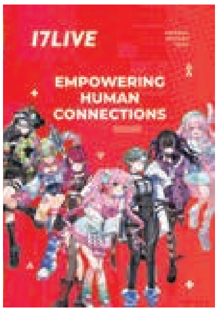
17LIVE

ANNUAL
REPORT
2024

EMPOWERING HUMAN CONNECTIONS



17LIVE Group Limited operates 17LIVE, one of Asia's top live streaming platforms. The Group's main business lines include Liver live streaming and V-Liver live streaming, and has innovative business initiatives that complement its core live streaming business. The Group also owns a growing portfolio of virtual livestreamers' IP and is expanding into the high-potential virtual IP segment.

Content

INNOVATION IN MOTION

Innovation drives us forward. We continuously evolve our platform, product, and experience to meet the needs of both Livers and users. Every feature is crafted with intention — to spark creativity, enable authentic expression, and strengthen the bond between creators and their communities — empowering human connection through the power of innovation and technology.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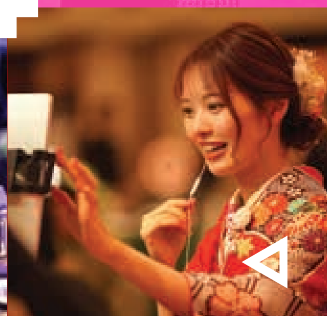
17LIVE

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Corporate Profile

17LIVE Group Limited ("17LIVE" or the "Company" and together with its subsidiaries, "the Group") operates 17LIVE, one of Asia's top live streaming platforms. The Group's main business lines include Liver live streaming and V-Liver live streaming, and has introduced innovative business initiatives complements its core live streaming business.

The 17LIVE platform is accessible globally, 17LIVE's key markets of operations include Japan, Taiwan, and Hong Kong, with a presence in other Asian markets. The platform fosters a diverse live streaming ecosystem with a loyal and engaged user community, as well as a deep pool of live streamers.

In 2024, 17LIVE introduced its "Forward Strategy," focusing on ensuring sustainability through platform enhancement, revenue diversification, and strategic partnerships to create a thriving live streaming and virtual entertainment ecosystem.

As part of the strategy, the Group has expanded its portfolio of growing virtual livestreamers' intellectual property ("IP") via acquisitions of production companies that own unique virtual IPs. This is supplementary to the Group's existing two unique IP groups; BUSHILIVE and GanGun Girls and supports its efforts to expand the high-potential virtual IP segment.


17LIVE
17LIVE

Chairman & CEO Letter

Dear Shareholders,

FY2024 has been a year of stabilisation, transformation, and strengthening for 17LIVE Group Limited ("17LIVE", the "Company" or together with its subsidiaries, "the Group"). The year has been pivotal in setting the stage for the Company's future growth, with significant strides in enhancing our platform, diversifying revenue, and expanding our strategic partnerships.

Strengthening Our Foundations: Stability & Efficiency

As we move forward, stabilising and strengthening our foundations remains a core focus for 17LIVE. Throughout FY2024, we have diligently worked on optimising operations and improving efficiencies to ensure a sustainable and profitable business model. Our financial results reflect this dedication, as we work to mitigate revenue decline, enhance profit margins, and improve cash flow generation.

Our ongoing efforts in cost management, combined with a strategic focus on capital efficiency, ensure that 17LIVE is well-positioned to navigate any challenges in the broader market. These solid foundations set the stage for future growth and provide the basis for continued value creation for our shareholders.

Fueling Growth: 17LIVE Forward Strategy as our Strategic Roadmap

The cornerstone of our long-term vision is the 17LIVE Forward Strategy. This strategic roadmap is designed to propel the Group into the next phase of growth by focusing on three key pillars:

- Core platform enhancement, ensuring our core business stays ahead of technological and engagement trends.
- Revenue diversification, particularly through new verticals such as virtual influencers and live commerce.
- Strategic partnerships and acquisitions, expanding our business capabilities and scale.

> The cornerstone of our long-term vision is the 17LIVE Forward Strategy. This strategic roadmap is designed to propel the Group into the next phase of growth

Enhancing Our Platform: Making Our Platform More Fun & Engaging

At 17LIVE, we believe in constant innovation to make our platform more fun and engaging for both users and streamers. We made significant progress in FY2024, particularly in the areas of product innovation and operational improvement, to ensure that we continue to provide an exceptional user experience.

To continue driving engagement, the Group has implemented new interactive features that enhance the overall user experience. One of the key innovations this year was the launch of the AI Co-Host feature, which enables streamers to leverage artificial intelligence to engage with audiences in novel ways. This enhancement not only improves content creation but also facilitates moderation during live streams, enhancing the quality of interaction between streamers and their fans.

Empowering Our Streamers for Success

At the heart of our platform is the streamer community, and we are committed to lowering barriers to entry for aspiring creators. In December 2024, we launched the V-Create tool, a cost-free virtual character creation feature that enables content creators to easily develop avatars with minimal setup. This initiative democratises virtual livestreaming, allowing a broader range of creators to join the 17LIVE ecosystem with minimal startup hurdles. The V-Create tool is poised to be a game-changer, offering greater diversity and inclusivity within our platform.

By offering tools, resources, and support, we aim to provide our creators with everything they need to build unique identities and cultivate dedicated audiences. Our AI-powered tools, including AI Co-Host, and initiatives like V-Create, are part of our ongoing efforts to ensure that streamers have access to cutting-edge technology that enhances their ability to create engaging content.

Supporting Our Streamers' Growth

At 17LIVE, we are dedicated to nurturing streamer success through our "3E initiatives – Engagement, Education, and Exposure". We cultivate Engagement by actively supporting Livers through our dedicated operations team, leveraging a mix of online and offline interactions. Additionally, our interactive features and AI-powered tools enhance audience connections, fostering dynamic content creation and deeper community engagement. Our Education initiatives, including workshops, and other tailored resources, equip streamers with skills to enhance their creativity and monetisation strategies. Through Exposure, we provide promotional opportunities, brand collaborations, and strategic support to expand reach and visibility. By empowering streamers with innovation, knowledge, and growth opportunities, we ensure they thrive in an evolving digital entertainment landscape.

Chairman & CEO Letter

Diversifying Revenue: Unlocking the Power of IP

In FY2024, we made significant strides in implementing our revenue diversification strategy, including the acquisition of mikai Inc ("mikai"). This acquisition strengthens our virtual IP capabilities and enhances our position in the rapidly growing VTuber and virtual influencer markets.

The acquisition of mikai brings with it a valuable portfolio of virtual influencers and VTubers, whose content can be leveraged for advertising, sponsorships, and merchandising opportunities. We are increasingly focused on unlocking the full potential of IP as a key revenue driver. Through strategic acquisitions and partnerships, we have enhanced our ability to monetise content and expand our IP portfolio.

By diversifying our revenue streams and reinforcing our IP capabilities, we are well-positioned to capitalize on the growing demand for virtual influencers based digital entertainment.

Scaling Through Strategic Partnerships & M&A

Strategic partnerships and mergers & acquisitions (M&A) are central to our expansion plans. The acquisition of mikai is a prime example of how we are scaling our business to tap into new opportunities. Through such strategic moves, we aim to enhance our content offering, reach new audiences, and create new revenue streams. We will continue to pursue high-value partnerships that complement our existing portfolio and drive future growth.

Looking Ahead: A Strong Future for 17LIVE

The investments and efforts that we have made in platform enhancement, revenue diversification, and strategic partnerships have set the foundation for growth. We remain committed to executing our 17LIVE Forward Strategy, ensuring that we stay at the forefront of the digital entertainment space.

The resilience of the digital entertainment sector, particularly livestreaming, has provided us with valuable opportunities. With the rise of virtual entertainment and shifting consumer behaviours, we believe that the Group is well-positioned for long-term success in a rapidly evolving digital landscape.

Moving forward, our focus will remain on product innovation, user engagement, and streamer empowerment, alongside a robust expansion strategy aimed at further diversifying our revenue streams both organically and inorganically.

With a strong foundation, a clear strategic roadmap, and an unwavering commitment to growth, we are excited about the opportunities that lie ahead and are confident that 17LIVE is poised for long-term success.

Commitment to Strong Governance

At 17LIVE, robust governance and Board oversight ensure transparency, accountability, and sustainable growth. In FY2024, we strengthened risk management, internal controls, and compliance to support our strategic goals. With a steadfast commitment to integrity and sound decision-making, our governance framework empowers management to drive long-term value for all stakeholders.

Giving Gratitude: Support from all stakeholders

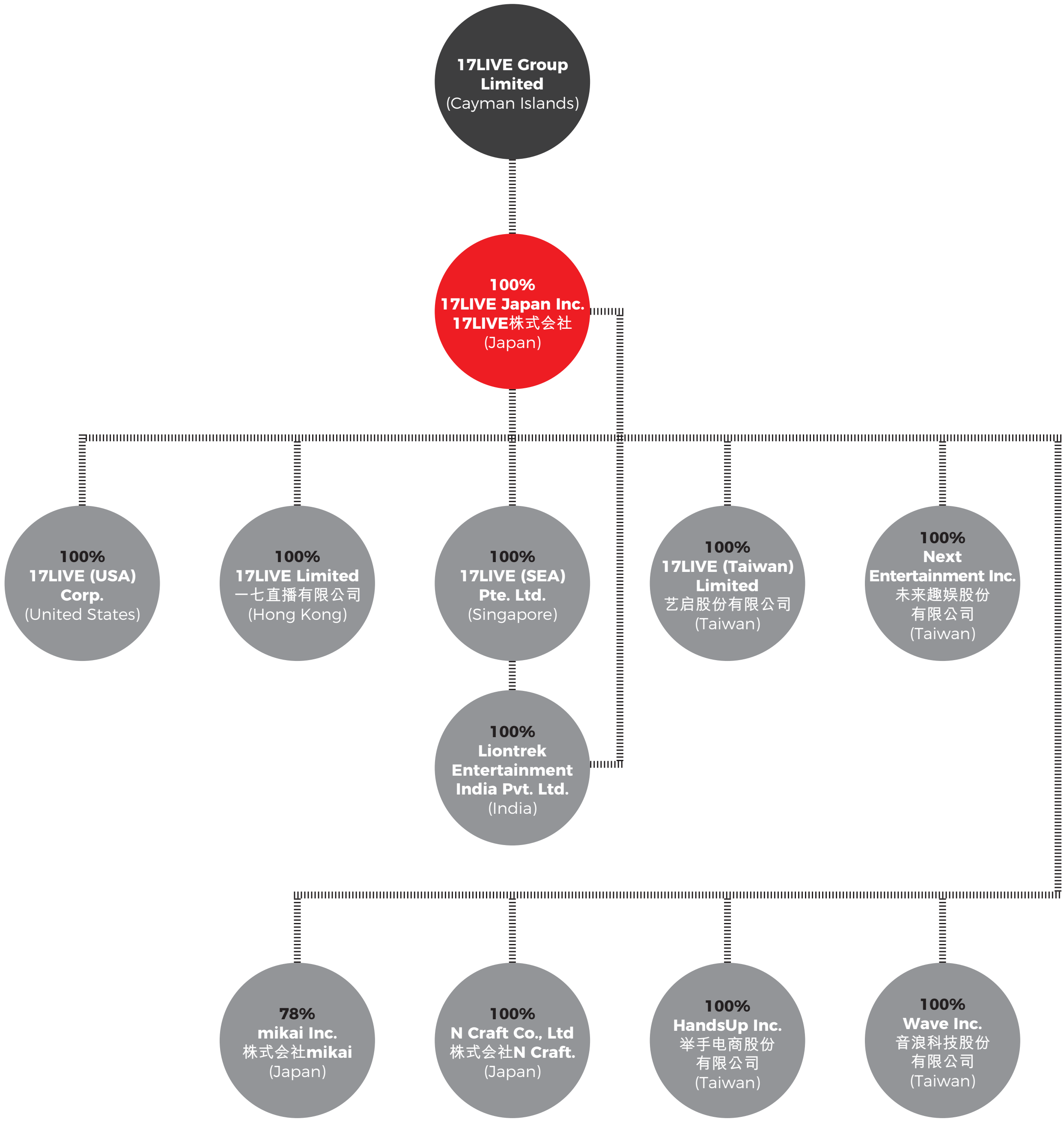
We would like to take this opportunity to express our deepest gratitude to our shareholders, partners, and the entire 17LIVE community for their unwavering support. Your trust and commitment have been instrumental in helping us reach this pivotal stage in our journey.

The successes we have achieved in the past year would not have been possible without the support of our shareholders, the dedication of our talented team, the loyalty of our streamers, and the engagement of our users. We are deeply appreciative of the continued belief in our vision, and we remain committed to delivering value to all our stakeholders.

Joseph Phua
Non-Executive Non-Independent Chairman

Jiang Honghui
Executive Director & Chief Executive Officer

Group Structure



Note: The group structure represents operating subsidiaries of 17LIVE Group Limited.

Board of Directors

Mr. Phua Jiexian, Joseph
Non-Executive Non-Independent Chairman

Year Appointed
2023

Age
41

Role description/Experience:
Mr. Phua Jiexian, Joseph ("**Mr. Phua**"), is the Co-Founder of 17LIVE Inc. and its subsidiaries and has been the Non-Executive Chairman of the Board of Directors of 17LIVE Inc. since July 2020.

Mr. Phua had previously served as 17LIVE Inc.'s CEO from September 2016 to June 2018 where he made major corporate decisions, managed overall operations and set the strategic directions of 17LIVE Inc. He was redesignated as Executive Chairman and Group CEO of 17LIVE Group Limited on 26 January 2024, before being reappointed as Non-Independent Non-Executive Chairman on 13 August 2024. With his current reappointment, he is responsible for the formulation of corporate and business strategies of the Company and leads the execution of the strategic growth plans for the Group.

Mr. Phua co-founded Paktor Pte. Ltd. in 2013 while completing his Master of Business Administration at the University of Chicago, and served as CEO of Paktor Pte. Ltd. from January 2013 to October 2017, up till Paktor Pte. Ltd. merged with 17LIVE Inc. He previously held positions at McKinsey & Company and Citigroup. He also spent a few years in luxury retail with Da Vinci Asia from May 2008 to April 2011, where he oversaw nationwide operations for the company's fine watch and jewellery businesses. In 2019, Mr. Phua was awarded the Generation T List by Tatler to recognise him as one of Asia's 300 most promising young leaders.

Academic and Professional Qualifications
- Bachelor of Science, New York University Stern School of Business
- Master of Business Administration, the University of Chicago Booth School of Business

Present Directorships/Principal Commitments
- Turn Capital Pte. Ltd.
- Turn Capital Special Opportunities Fund 1 LP
- Dragon Alexander Limited
- SoundOn Inc.

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years
- Pole Star Global Pte. Ltd.
- Seadom Pte. Ltd.

Mr. Jiang Honghui
Executive Director and Chief Executive Officer

Year Appointed
2024

Age
46

Role description/Experience:
Mr. Jiang Honghui ("**Mr. Jiang**") was appointed as the Executive Director and CEO of 17LIVE Group Limited on 13 August 2024.

Mr. Jiang previously served as CEO and Executive Director of Vertex Technology Acquisition Corporation Ltd, the first special purpose acquisition company listed on Singapore Stock Exchange, where he successfully led the business combination with 17LIVE Inc. in December 2023.

With over 12 years of experience in venture capital investment, Mr. Jiang has a strong track record in technology investment, particularly in Greater China, Japan and Southeast Asia, and has held leadership roles at Vertex Holdings, Vertex Growth Management, Temasek Life Sciences Accelerator and Whispir Limited.

A Temasek Holdings scholar, he graduated with a Master of Science in Mechanical Engineering from MIT and a Bachelor of Science in Mechanical Engineering from the University of Michigan.

Board of Directors

Academic and Professional Qualifications

- Master of Science in Mechanical Engineering, Massachusetts Institute of Technology
- Bachelor of Science in Mechanical Engineering, University of Michigan

Present Directorships/Principal Commitments

NIL

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years

- Vertex Technology Acquisition Corporation Ltd.

Mr. Tan Hup Foi

Lead Independent Director

Year Appointed

2022

Age

74

Role description/Experience:

Mr. Tan Hup Foi ("**Mr. Tan**"), was appointed as Independent Director of 17LIVE Group Limited on 6 January 2022. He is the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.

He has served as the Non-Executive Chairman of Caring Fleet Services Limited since January 2010.

Mr. Tan has over 30 years of experience in the transportation industry and was previously, among others, the CEO of Trans-Island Bus Services Ltd. (now known as SMRT Buses Ltd.) from December 2001 to October 2005 and the Deputy President of SMRT Corporation Ltd. from March 2003 to October 2005. Mr. Tan has also served as an Independent Director of Credit Bureau Asia Limited and Intraco Limited since November 2020 and April 2024 respectively. He also served in various capacities such as board member of the Institute of Technical Education Board of Governors, Chairman of the Ngee Ann Polytechnic Council, Chairman of the Industrial and Services Co-operative Society Limited and a member of the NTUC-U Care Fund Board of Trustees.

Mr. Tan was awarded the Public Service Medal (Pingat Bakti Masyarakat) in 1996 and the Public Service Star (Bintang Bakti Masyarakat) in 2008 by the President of the Republic of Singapore.

Mr. Tan was also a Colombo Plan scholar. He holds a Master of Science (Industrial Engineering) from the National University of Singapore and a Bachelor of Engineering (Hons) from Monash University.

Academic and Professional Qualifications

- Bachelor of Engineering (Hons), Monash University
- Master of Science (Industrial Engineering), the National University of Singapore

Present Directorships/Principal Commitments

- Credit Bureau Asia Limited
- Intraco Limited
- Caring Fleet Services Limited

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years

- Transit Link Pte Ltd
- CSC Holdings Limited
- Orita Sinclair School of Design and Music Pte. Ltd.

Mr. Akio Tanaka
Non-Executive Non-Independent Director

Year Appointed
2023

Age
55

Role description/Experience:
Mr. Akio Tanaka ("**Mr. Tanaka**"), has served as 17LIVE Inc.'s Director since March 2017.

Mr. Tanaka invests and co-founds early-stage ventures in Asia, specialising in internet companies. Mr. Tanaka was formerly the Director of Emerging Market Investments and Corporate Development for Adobe Systems Inc. and was responsible for the company's international investment programme with a focus on emerging markets in Asia covering digital media and entertainment sectors.

Mr. Tanaka has been the Co-Founder and Managing Partner of Headline Asia (formerly known as Infinity Venture Partners LLP) since 2008.

Academic and Professional Qualifications
- Bachelor of Arts, Urban Geography, The University of British Columbia, Canada
- Master of Arts, Urban Geography, The University of British Columbia, Canada

Present Directorships/Principal Commitments
- Growth Tree Ltd.
- IVP ADVISORY CO.LTD
- IVC II G.P
- IVP Fund II A (GP), Ltd.
- IVP Fund II B (GP), Ltd.
- LaunchPadFund K.K.
- LaunchPadFund 2 K.K.
- Headline Asia V (GP), Ltd
- IVC Advisory Co. Ltd.
- INFINITY VENTURES CRYPTO, G.P.
- IVC KARTAL, G.P.
- IVC TIMSAH, G.P.
- HEADLINE JAPAN CO., LTD.

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years
- Yeahka Ltd.
- IVP Fund B (GP), Ltd.
- IVP Fund A (GP), Ltd.

Dr. Steve Lai Mun Fook
Independent Non-Executive Director

Year Appointed
2022

Age
73

Role description/Experience:
Dr. Steve Lai Mun Fook ("**Dr. Lai**"), has served as 17LIVE Group Limited's Director since 6 January 2022. He also serves as Chairman of the Nominating and Remuneration Committees and is a member of the Audit Committee.

Dr. Lai was the Chief Executive Officer of PSB Academy Pte. Ltd. from November 2007 to August 2012, and was previously the Deputy Chief Executive Officer of TUV SUD PSB Corporation and PSB Corporation Pte. Ltd. from April 2006 to March 2007 and from April 2001 to March 2006, respectively. He was also the General Manager (Standards & Technology) of Singapore Productivity & Standards Board from April 1996 to March 1998.

For his contributions to eco-labelling and the environmental movement, Dr. Lai was given the Singapore Ministry of the Environment's Green Leaf Award (Individual), and he also received the Silver Public Service Award in 1997.

Board of Directors

Academic and Professional Qualifications
- Bachelor of Science (Honours) in Industrial Chemistry, Loughborough University, United Kingdom
- PhD, Loughborough University, United Kingdom

Present Directorships/Principal Commitments
- CSC Holdings Ltd

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years
- K.A. Building Construction Pte Ltd
- K.A. Fabric Shutters Pte. Ltd.
- K.A. Firelite Pte. Ltd.
- K.A. Group Holdings Pte. Ltd.
- K.A. Fireproofing Pte. Ltd.
- Yongmao Holdings Limited
- Intraco Limited

Mr. Hideto Mizuno
Independent Non-Executive Director

Year Appointed
2023

Age
52

Role description/Experience:
Mr. Hideto Mizuno ("**Mr. Mizuno**"), has served as 17LIVE Group Limited's Director and a member of the Nominating and Remuneration Committees since 2023.

Mr. Mizuno has served as an Independent Non-Executive Director of AEON Stores (Hong Kong) Co., Limited, Kowloon Hong Kong since August 2018 and has served as the Vice Chairman of Mizuno Sports Promotion Foundation, a non-profit organisation, since July 2016. He has also served as a Director of Waterfield KK, Well-pedia KK since April 2018, September 2020, and October 2024 respectively.

Mr. Mizuno served as a business consultant at Dr Martens Airwair Japan Ltd. till April 2024. Prior to that, Mr. Mizuno served as the Highway & Concession Division Zone Director of Compass Group Japan Co., Ltd.

From June 2017 to February 2018, he served as the Wholesale Director of Timberland brand of VF Japan Corporation. From June 2008 to June 2016, he served as the Director of Mizuno Corporation, where he led the U.S. branch's corporate planning, national chain sales, new business and global brand development.

Academic and Professional Qualifications
- Bachelor of Arts in Economics, Keio University
- Bachelor of Arts (Chemistry), Carthage College
- Master of Business Architect and IT Management, Kanazawa Institute of Technology

Present Directorships/Principal Commitments
- AEON Stores (Hong Kong) Co., Limited, Kowloon Hong Kong
- Waterfiled KK
- Well-pedia KK
- KK yoggy

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years
Nil

Ms. Chen Xiuling
Independent Non-Executive Director

Year Appointed
2023

Age
42

Role description/Experience:
Ms. Chen Xiuling ("**Ms. Chen**"), has served as 17LIVE Group Limited's Director and a member of the Nominating and Audit Committees since 2023.

Ms. Chen is serving as the nominee director of nine companies. She has served as the CFO of DW Capital Holdings Pte. Ltd. since July 2021, where she leads and manages 13X Single Family Office. Ms. Chen was the Head of Internal Audit at Neil Professional Services Pte. Ltd. from September 2019 to June 2021. From July 2013 to April 2017, Ms Chen served as Audit Manager at PricewaterhouseCoopers LLP, Singapore.

Academic and Professional Qualifications
- Bachelor of Science in Accounting and Finance, the University of London in association with The London School of Economics and Political Science, conducted through the Singapore Institute of Management
- Member of the Institute of Internal Auditors Singapore since October 2019
- Member of the Institute of Singapore Chartered Accountants since October 2015
- ASEAN Chartered Professional Accountants Coordinating Committee (ACPACC) ASEAN Chartered Professional Accountant since May 2018

Present Directorships/Principal Commitments
- DW Capital Holdings Pte. Ltd.
- Neil Professional Services Pte. Ltd.

Past Directorships or Chairmanship in Listed Companies & Major Appointments held over the preceding 3 years
- Coleman College Pte Ltd
- MBS Business Solutions Pte Ltd
- Huntsman Investments Pte. Ltd.
- Cub House Pte. Ltd.

Management Team

Mr. Jiang Honghui
Executive Director and Chief Executive Officer

Refer to the profile on page 11 and 12

Mr. Jing Shen Ng
Chief Technology Officer

Year Appointed
2023

Age
40

Role description/Experience
Mr. Jing Shen Ng ("**Mr. Ng**") is the Co-Founder of 17LIVE Inc. and its subsidiaries and has served as CTO since August 2022. He was previously 17LIVE Inc.'s Chief Operating Officer from August 2019 to August 2022.

Mr. Ng co-founded Paktor Pte. Ltd. ("**Paktor**"), a dating and social networking platform which merged with 17 Media to form 17LIVE Inc. (known as M17 Entertainment Limited) in 2017 and was subsequently sold by 17LIVE Inc. in 2020. He served as Paktor's CEO from November 2017 to August 2019 and CTO from August 2013 to August 2019.

Prior to that, Mr. Ng founded Restless, a platform for users to browse, search and book activities online in Singapore in February 2012.

From October 2009 to December 2011, Mr. Ng was a software engineer at Amazon.com Inc., where he was part of the team that re-architected the backbone of Amazon's first cloud computing service.

Academic and Professional Qualifications
- Bachelor of Science in Engineering (Computer Science), University of Michigan

Mr. Kenta Masuda
Chief Financial Officer

Year Appointed
2023

Age
38

Role description/Experience
Mr. Kenta Masuda ("**Mr. Masuda**") joined 17LIVE in September 2021 and has served as 17LIVE Inc.'s CFO since March 2023.

Prior to joining 17LIVE, he served as Director of Financial Reporting and Consolidation, Controllership at Walmart Japan, a subsidiary of a leading U.S. multinational retail corporation, and subsequently as its Senior Director of Financial Planning and Analysis (FP&A) and Treasury.

Earlier in his career, Mr. Masuda was an Audit Manager at Deloitte, working in both the Tokyo and Tampa, Florida offices, where he specialized in audit, due diligence, and advisory services primarily for global financial institutions.

Academic and Professional Qualifications
- Certified Public Accountant (Japan)
- Member of the Japanese Institute of Certified Public Accountants
- Bachelor of Economics, Doshisha University

Mr. Joji Koda
Chief Investment Officer

Year Appointed
2024

Age
45

Role description/Experience
Mr. Joji Koda ("**Mr. Koda**"), joined 17LIVE in November 2023 and has served as 17LIVE Group Limited's CIO since February 2024, where he is in charge of group investor relations, M&A and strategic partnerships.

Prior to joining 17LIVE, Mr. Koda was based in Silicon Valley where he oversaw the Japan and Korea markets at Ripple, a leading enterprise blockchain and crypto solutions provider headquartered in San Francisco, and also served as CFO/COO of HOMMA Group, a smart home technology startup.

Before moving to the United States, he was at EY TAS, Cool Japan Fund, GE Capital and MUFG Bank (formerly UFJ Bank) where he led various investment, finance, restructuring, and operational improvement projects on a global basis.

Academic and Professional Qualifications
- Bachelor of Arts, Hosei University
- Master of Business Administration, the University of Chicago Booth School of Business

A CONNECTED FUTURE

We believe the future is built on meaningful connection. At 17LIVE, we are creating a more dynamic, inclusive, and interactive digital world — where creators and users engage in real time, wherever they are. As we look ahead, we remain committed to building technology that brings people closer, one live moment at a time.

Operations Review

FY2024 was a year of strategic execution for 17LIVE, marked by significant operational enhancements, technological innovations, and strengthened financial discipline. Building upon the foundation laid in FY2023, this transformation was underpinned by innovation in V-Liver engagement, live commerce, and community-building initiatives, positioning 17LIVE for sustained long-term growth in an evolving digital landscape.

Operational Overview

Consumer behaviors have further evolved, with mobile-driven, highly personalized entertainment experiences becoming the norm. Online communities, fandoms, and virtual idols continue to gain traction, reinforcing the relevance of 17LIVE's core business. The creator economy has also matured, creating new monetization opportunities for content producers, including V-Livers and live commerce streamers.

The widespread digitization across Asia has further strengthened infrastructure for live streaming. Against this backdrop, 17LIVE aims to solidify its leadership as Asia's premier live streaming platform by fostering authentic human connections in real-time and ensuring a safe, engaging ecosystem for users.

Key Business Developments

As part of its strategic evolution, 17LIVE launched the 17LIVE Forward Strategy, focusing on three key pillars: Core Platform Enhancement, Revenue Diversification and Strategic Partnerships. The company introduced new interactive features, streamlined entry barriers for content creators, and expanded its intellectual property (IP) ecosystem. Key milestones included major acquisitions, such as N Craft and mikai, bolstering the V-Liver segment and expanding 17LIVE's virtual influencer and entertainment portfolio. The Group also launched HandsUP Crossborder, a new cross-border live commerce service matching 1,300 key opinion leaders (KOLs) across Asia. These initiatives demonstrate 17LIVE's commitment to innovation and sustainable business expansion.

The Group has made significant strides in executing its growth strategies:

- **Continued Organic Growth:** 17LIVE strengthened its Livers' engagement by actively supporting them through our dedicated operations team, leveraging a mix of online and offline interactions. Community-driven initiatives, localized engagement strategies, and large-scale offline events further deepened connections, fostering sustained organic growth across key markets.

- **Expansion of Live Commerce:** The launch of HandsUP Crossborder in August 2024 connected businesses with KOLs across Asia, driving significant sales and expanding 17LIVE's commerce ecosystem.

- **Community Engagement:** FY2024 continued to see the return of large-scale flagship offline events in Japan, including the Super Live Streaming Festival 2024, which celebrated 17LIVE's seven-year anniversary with over 1,000 attendees. The continued expansion of physical engagements played a crucial role in deepening user engagement.

- **AI-Powered Innovation:** The launch of the AI Co-Host feature improved audience engagement, while the introduction of the V-Create tool enabled aspiring content creators to develop virtual-streaming-ready avatars at zero cost, lowering barriers to entry.

- **V-Liver Growth and IP Development:** Acquisitions of N Craft and mikai expanded the Group's V-Liver segment and strengthened its position in virtual influencer content.

Significant Events

March 2024

Sengoku Jidai

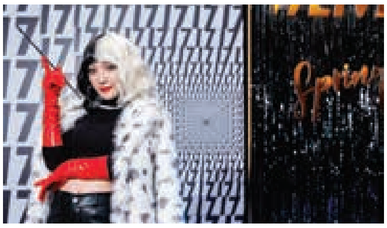
One of 17LIVE's most popular events, the 2024 Shin Sengoku Jidai was held in Osaka for the first time.

After more than a month of online event, 60 Livers, the largest number in Sengoku history, participated in the offline event, 17LIVE's annual event where teams are divided into three countries to compete against each other. About 60 Livers united with their country's Livers to challenge the occupation battle for the unification of the world.

The venue was decorated with a "Japanese" theme to reflect the Sengoku period, and the Livers participated in glamorous Japanese costumes, enjoying their gorgeous outfits in the costume contest.

Spring Banquet Taiwan

On 25 March 17LIVE Taiwan hosted its annual Spring Banquet at W Hotel, marking a return to pre-pandemic scale with 250 top livestreamers in attendance. Dressed as cultural and cinematic icons including Mazu, Guanyin, and characters from classic films, streamers showcased their creativity and engagement with the community. Highlights included a live costume auction, interactive performances with users, and the announcement of five "Best Costume" awardees—reinforcing 17LIVE's commitment to fostering strong bonds between streamers and their audiences.



May 2024

Liver Festival

Free admission outdoor festival held at Roppongi Hills Arena.

The main stage featured singing and dance performances by the top 17LIVE performers.

The venue also included an exhibition space showcasing works by creator-livers, official LIVER FESTIVAL merchandise sales, and a large billboard introducing active livers.

There were also many photo spots, creating a space that concentrated the charm of 17LIVE.

Otoko Matsuri Festival

The offline event was held at Zepp DiverCity (TOKYO), the largest venue ever, and was a great success!

Significant Events

In addition, this year, female Livers were able to participate from a sub venue on the day of the event as a support group.

In addition to entertainment such as a punching machine and a tug-of-war event, there was also a gorgeous prize, and a heated battle unfolded among the male performers.

June 2024

Shining Star

“Shining Star vol. 7,” a real event, was held at Hikarie Hall on 28 June, with ‘LeNa’ winning first place.

This year’s event, the seventh of its kind, brought together approximately 200 Livers who had won the in-app events held from May to June at the venue.

A major feature of “Shining Star” is that in the end, the top 35 performers form an impressive spectacle on a special pyramid-shaped stage.

V-Liver 6th Anniversary Event in Akihabara

On 7 September, 17LIVE commemorated the 6th anniversary of the Virtual genre, was held at Akihabara Entas, known as the “sacred ground” for VTubers. 17LIVE V-Livers and members of the VTuber agency Nanash-inc. were invited as guests to participate in a quiz battle. In addition, the first official theme song of 17LIVE V-Liver was performed.

August 2024

Summer Festival Exclusive

The offline event "Summer Festival 2024 – 17LIVE Night Stall Tour" was held at Kanda Myojin Hall on 14 August and "sara_sara_sara" won first place. This event, which has become a summer tradition at 17LIVE, features a festival hall lined with various food stalls, and is characterized by a circulation-type event in which the yukata-clad livers freely enjoy the venue and live-streaming. They were also enjoying all the stalls such as "shooting," "ring toss," "super ball scooping," "roulette," "smart ball," and "yo-yo scooping" challenge.

Exclusive Livestream with Olympic Champion

In August, 17LIVE hosted an exclusive livestream with Olympic badminton champion Wang Chi-Lin, attracting fans from across Taiwan. The event revealed his hidden vocal talent, endearing fans with both powerful vocals and candid conversations. Highlights included a surprise video call with teammate Lee Yang, lighthearted banter, and reflections on their Paris Olympics journey. Interactive games and fan call-ins deepened audience connection, demonstrating 17LIVE's strength in creating authentic, engaging moments that bring top personalities closer to their communities.

Comic Market summer

Comic Market 104 was held at Tokyo Big Sight on 11 and 12 August, and recorded approximately 260,000 visitors over the two days. In the South Halls 3 and 4, lined with corporate booths, "17LIVE" exhibited a special booth to commemorate the 6th anniversary of the V-Liver genre. Cosplayer "Shirayuki" enjoyed a meet and greet time with fans dressed in the cosplay of V-liver unit GanGun Girls "Ioda Em".

HandsUP Crossborder LAUNCH

On 19 August, HandsUP launched "HandsUP Crossborder", a cross-border live commerce service that provides a platform for matching clients who wish to conduct "cross-border live commerce" to introduce Japanese products to viewers in Taiwan and other East and Southeast Asian countries with over 1,300 East and Southeast Asian KOLs that 17LIVE has independently contracted. HandsUP Crossborder," a cross-border live commerce service that provides consulting and other services for implementing live commerce, has been launched.

Significant Events

August 2024

Seminar Partnership with Zig-Zag MOU

17LIVE has signed a business collaboration agreement with Zigzag Inc., a company that provides cross-border e-commerce support, regarding the acceleration of growth in the cross-border social commerce business.

By leveraging their expertise in cross-border e-commerce services, social commerce, and live commerce, the two companies intend to enhance the value of the services they provide to clients and expand their service offerings.

October 2024

Halloween Party

Halloween Party 2024 – 17LIVE Magic School and Secret Supper Party" was held at Otemachi Mitsui Hall on 31 October.

This was the seventh time the event was held, and 48 Livers who had won the in-app event gathered at the venue to show off their glamorous fancy dress outfits.

The event was delivered by dressing up as various characters such as a blood-soaked bride, a Chinese dress, a magic school idol, and waitress uniform.

The theme of this year's "Halloween Party" venue was a magic school, and visitors enjoyed the decorations that made them feel as if they had wandered into another world.

In addition to the costume contest, there were also team games divided into four teams, such as the eyeball-carrying game and the pumpkin-throwing game, which created a sense of unity as a real event.

November 2024

Super Live Streaming Festival 2024

17LIVE celebrated its 7th anniversary in Japan with the "Super Live Streaming Festival 2024 – Everyone has a Dream that Can Come True" at Shinjuku's Sumitomo Hall. The landmark event drew over 1,000 attendees, including popular Livers, devoted fans, and high-profile performers, creating a memorable gathering that showcased the platform's success and community.

The event, titled 'Super Live Streaming Festival 2024,' represents 17LIVE's commitment to creating spaces where dreams can come true, uniting Livers, fans, and high-profile artists for dynamic performances.

Highlighting top "Livers" who competed in 13 categories across a month-long contest from August to September, the event recognised outstanding Livers in areas including music, gaming, lifestyle, and more. 34 winners took the stage alongside celebrated guests including EXILE SHOKICHI, members of NMB48, Yuki Kashiwagi, Miku Tanaka, and others, who honoured the creators and performed for the crowd.

V-Liver M&A (N-Craft)

17LIVE Group Limited concluded the successful acquisition of 100% of the outstanding shares of N Craft Co., Ltd. This strategic acquisition bolsters 17LIVE's V-Liver business segment as it adds production and talent development capabilities in the V-Liver space within the Group. N Craft is a production company dedicated to developing and managing virtual talents, creating engaging content that connects with fans through live performances and interactive experiences. The acquisition includes the "V-iii" brand, which focuses on nurturing new V-Liver talent and expanding their unique digital presence.

This acquisition is in line with the Company's "17LIVE Forward Strategy," focusing on strengthening the platform, diversifying revenue streams, and forming strategic alliances to accelerate growth.

Significant Events

November 2024

With the integration of N Craft, 17LIVE effectively manages the existing V-Liver business and facilitate the transfer of approximately 140 V-Livers into the Group. The "V-iii" brand will complement the existing roster of V-Livers on the 17LIVE platform and those associated with NexuStella, another production company under the Group.

V-Tuber M&A (mikai)

17LIVE Group Limited executed the acquisition of mikai Inc., a leading Japanese entertainment startup company that owns Re:AcT, a prominent VTuber production company. This strategic acquisition strengthens 17LIVE's virtual IP business, enhancing its platform with mikai's well-established virtual influencer portfolio.

With this acquisition, 17LIVE will accelerate its V-Liver business by integrating mikai's strong brand and expanding its portfolio. The acquisition will also foster closer partnerships with existing V-Livers, providing them with guidance to build unique identities that are crucial for the success of IP development. mikai will continue to focus on discovering and nurturing new VTubers, leveraging 17LIVE's live-streaming platform to amplify their visibility and engagement.

December 2024

Christmas Party Japan

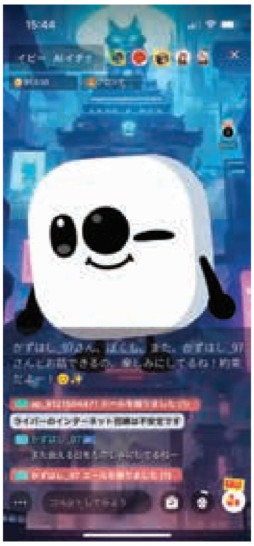
"17LIVE Christmas Party 2024" was held on 27 December, at the Hotel Chinzan-so Tokyo Ballroom, with the first place prize going to 'Rihoyan'.

The "17LIVE Christmas Party 2024" is an event in which the 48 finalists and 3 newcomers who won the online event participate in an offline event to compete for the grand prizes. This year's event was held at a luxury hotel under the theme of "Christmas in a Winter Forest". This year's event was the last one to be held at a luxurious hotel, and was filled with a variety of Christmas contents, such as a first-come, first-served present competition and a Christmas contest.

December 2024

AI Baby & AI Co-host

The AI Assistant function is an AI-based "topic suggestion" function released in mid November.



By making a request during livestraming, the AI assistant suggests topics suitable for streaming in real time.

This function helps to smoothly provide topics of conversation when a subscriber interacts with listeners, and helps to invigorate the community.

In late December, we introduced the second AI assistant function, a live-streaming support function designed to provide a smoother interaction with listeners and an environment in which the user can concentrate on delivering the service.

V-Create

17LIVE introduced a new feature called "V-Create Mode" (abbreviated as "V-Create"), which allows users to create an avatar in the application and live-stream as a V-Liver. This makes users easier and more comfortable to start virtual livestreaming without special preparation.

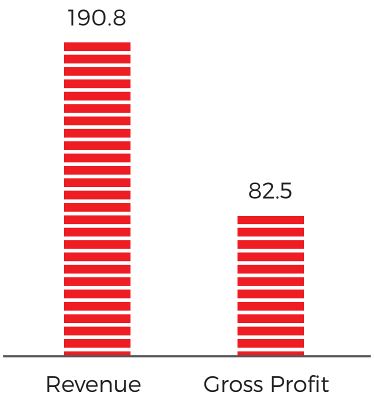
Christmas Party Taiwan

On 26 December, 17LIVE hosted a dazzling Christmas celebration in Taipei, bringing together top livestreamers from Taiwan and Hong Kong with VIP users for an evening of festive cheer and brand engagement. Thousands more participated virtually, showcasing the platform's robust hybrid event capabilities.

The celebration also marked the official launch of the 2025 Golden Feather Awards, reinforcing 17LIVE's commitment to content excellence and creator development. The evening embodied 17LIVE's mission: empowering creators and delivering impactful, memorable experiences both online and offline.

Financial Highlights

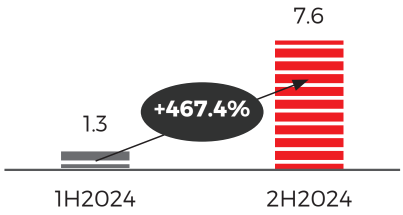
FY2024
Operating Revenue & Gross Profit
(in USD million)



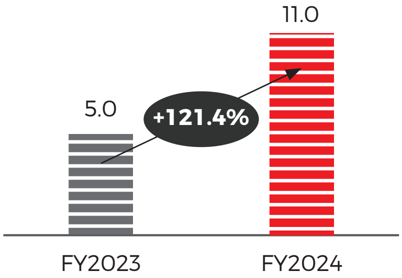
Gross Profit Margin: 43.3%

(FY2023 Gross Profit Margin: 41.2%)

2H2024 v 1H2024
Operating Income
(in USD million)



V-Liver
Generated Revenue
(in USD million)



- 17LIVE took a strategic decision to maintain profitability while inevitably sacrificed some market share since 2023. As a result, a robust gross profit margin of 43.3% on the back of US$190.8 million operating revenue was recorded in FY2024.
- Operating Income for 2H2024 improved significantly on both year-on-year basis, and compared to prior period.
- 2H2024 narrowed operating revenue decline by 9.5 percentage points (1H2024 decline by 20.9%; 2H2024 decline by 11.4%), and recorded operating revenue of US$89.7 million in 2H2024.
- V-Liver generated revenue improved more than double in FY2024, reflecting growing popularity of virtual livestreaming among content creators and users.

Financial Review

Financial Overview

In FY2024, the Group executed a transformative strategy designed to enhance profitability, optimise operational efficiency, and solidify its market leadership in live streaming and digital entertainment. 17LIVE continued its strategic foothold on higher-margin revenue streams, driving profitable organic growth and expanding through acquisitions. The company focused on leveraging the normalisation of entertainment consumption trends post-pandemic to enhance its operational efficiency and long-term growth trajectory.

Financial Performance

The Group reported an operating revenue of US$190.8 million for FY2024, compared to US$278.9 million in FY2023. This reflects the Group's strategic shift towards prioritising high-margin revenue streams and optimising return on investment.

Gross profit for FY2024 stood at US$82.5 million, with an improved gross profit margin of 43.3% (compared to 41.2% in FY2023). This improvement was driven primarily by the optimised use of server and bandwidth resources.

The Group continues in its efforts to optimise costs to drive operational efficiency, including optimisation in the areas of IT infrastructure, marketing and payment channels. As a result, the Group recorded a 27.3% decrease in operating expenses from US$101.2 million to US$73.6 million.

The Group delivered an operating income of US$9.0 million in FY2024. In particular, operating income generated in 2H2024 grew by 467.4% and reached US$7.6 million compared to the US$1.3 million in 1H2024.

The Group recorded other losses of US$9.9 million in FY2024, an improvement of US$248.8 million from US$258.7 million in FY2023, primarily due to the absence of revaluation gain/loss on preference shares in FY2024.

Consequently, loss attributable to owners of the Company was narrowed to US$3.3 million for FY2024, an improvement of US$244.6 million from a loss of US$247.9 million in FY2023.

Segmental Income Streams

Revenue from Real Liver live streaming and V-Liver live streaming continued to form the main revenue contributors, recording US$171.7 million and US$11.0 million, respectively. In particular, V-Liver live streaming increased by more than double from US$5.0 million recorded in FY2023.

Revenue from other segments, including live commerce and voice-only live streaming, reached US$8.1 million, forming approximately 4.2% of the revenue.

Expenditure Management

Operating expenses declined by 27.3% to US$73.6 million from US$101.2 million in FY2023, reflecting continued cost containment efforts and operational efficiencies. The Group remains committed to streamlining expenditures while investing in strategic growth areas.

Financial Position

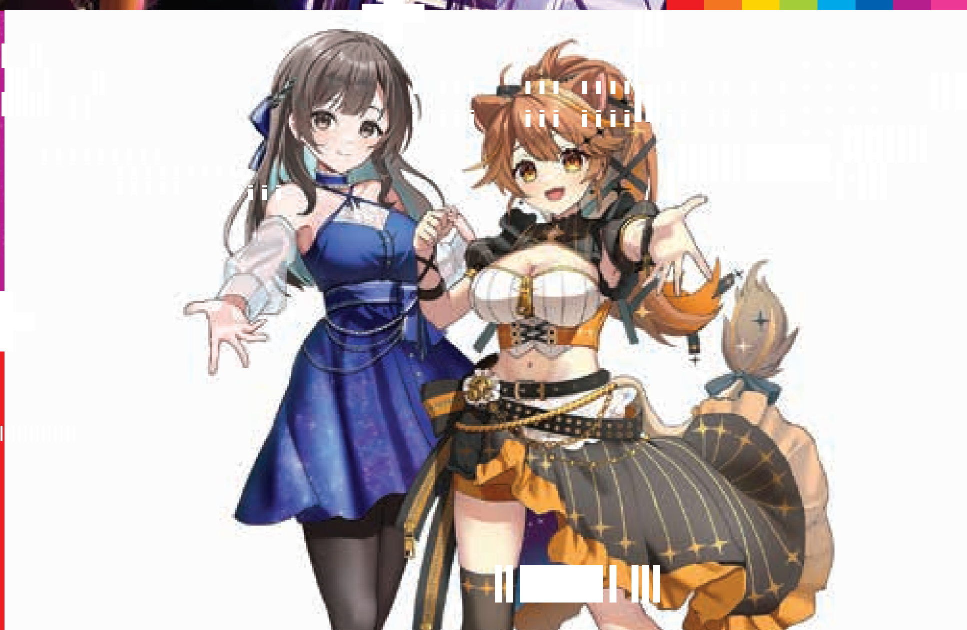
As of 31 December 2024, the Group's balance sheet remains robust, with cash and cash equivalents of US$79.2 million. This positions 17LIVE favorably to pursue both organic and inorganic growth opportunities.

Total assets stood at US$133.2 million as of 31 December 2024, a decrease of US$30.9 million from 31 December 2023. Although the Group made a one-off settlement payment with a music copyright organisation, the Group maintained positive operating cash flows before changes in working capital of US$1.3 million. However, primarily due to one-off payments related to the Group's De-SPAC in FY2023, cash flows used in operations in FY2024 were US$16.7 million.

The Group had also acquired 78% shareholding of mikai Inc., a leading Japanese entertainment startup company that owns Re:AcT, a prominent VTuber production company, for a consideration of US$1.3 million, less cash and cash equivalents of the subsidiary acquired, resulting in a net cash outflow of US$0.9 million.

EXPAND HORIZONS

At 17LIVE, we're opening new doors for growth, discovery, and creativity. From empowering creators to reach global audiences to enabling users to explore inspiring, real-time content, we're building a platform without boundaries. As we expand our own portfolio of original IP, we're also shaping the future of entertainment — where ideas come to life, communities grow, and creators thrive across every screen.



Corporate Information

BOARD OF DIRECTORS

Phua Jiexian, Joseph
Non-Executive
Non-Independent Chairman

Jiang Honghui
Executive Director and Chief Executive Officer

Tan Hup Foi
Lead Independent Director

Akio Tanaka
Non-Executive
Non-Independent Director

Steve Lai Mun Fook
Independent Non-Executive Director

Hideto Mizuno
Independent Non-Executive Director

Chen Xiuling
Independent Non-Executive Director

AUDIT COMMITTEE

Tan Hup Foi *(Chairman)*
Steve Lai Mun Fook
Chen Xiuling

NOMINATING COMMITTEE

Steve Lai Mun Fook *(Chairman)*
Tan Hup Foi
Hideto Mizuno
Chen Xiuling

REMUNERATION COMMITTEE

Steve Lai Mun Fook *(Chairman)*
Tan Hup Foi
Hideto Mizuno

COMPANY SECRETARY

Eunice Hooi Lai Fann

REGISTERED OFFICE

P.O. Box 309 Ugland House
Grand Cayman KY1-1104
Cayman Islands

SHARE REGISTRAR

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

AUDITOR

Ernst & Young LLP
One Raffles Quay
Level 18 North Tower
Singapore 048583

Partner-in-charge: Sharon Peh
(Appointed since financial year ended 31 December 2023)

INVESTOR RELATIONS

E Space Tower
12th Floor
3-6 Maruyamacho, Shibuya City,
Tokyo 150-0044, Japan

CONTACT POINTS

Japan
17LIVE Headquarters
E Space Tower
12th Floor
3-6 Maruyamacho,
Shibuya City, Tokyo
150-0044, Japan

Taiwan
No. 168, Section 3,
Nanjing E Road
Zhongshan District, Taipei City,
Taiwan 10491

Hong Kong
28, 909 Cheung Sha Wan Road,
Cheung Sha Wan, Hong Kong

USA
9854 National Blvd #1262
Los Angeles CA 90034
USA

Sustainability Report

Sustainability Report

About 17LIVE

17LIVE Group Limited ("17LIVE" or the "Company," together with its subsidiaries referred to as "the Group") operates 17LIVE, one of Asia's top live streaming platforms. The Group's main business lines include Liver live streaming and V-Liver live streaming, and has introduced innovative business initiatives complements its core live streaming business.

The 17LIVE platform is accessible globally, 17LIVE's key markets of operations include Japan, Taiwan, and Hong Kong, with a presence in other Asian markets. The platform fosters a diverse live streaming ecosystem with a loyal and engaged user community, as well as a deep pool of live streamers.

Operating at the intersection of entertainment, technology, and community, 17LIVE has cultivated a dynamic live-streaming environment that drives engagement, creativity, and sustainability.

About This Report

17LIVE Group Limited ("17LIVE" or the "Company" and together with its subsidiaries referred to as "the Group") is proud to present its inaugural Sustainability Report (("SR2024" or this "Report"), marking a significant milestone in its journey toward fostering sustainable growth and positive social impact. This report reflects the Group's commitment to consider sustainability principles across its business strategies, operations and value chain.

By integrating sustainability considerations into its business strategies and operations, 17LIVE aims to cultivate a dynamic and inclusive ecosystem that promotes environmental responsibility, social well-being and ethical governance for its diverse community of users and live streamers.

This report has been reviewed and approved by the Board of Directors and is part of 17LIVE's Annual Report for the year ended 31 December 2024 ("AR2024"). The AR2024 offers a detailed account of the Company's financial performance and highlights key activities undertaken during the past year.

Reporting Scope and Period

This report presents an overview of 17LIVE's Environmental, Social, and Governance ("ESG") performance for the financial year from 1 January 2024 to 31 December 2024 ("FY2024"). The scope covers the Company's operations and entities under its operational control in Japan, Taiwan, and Hong Kong.

To ensure the comprehensiveness of its sustainability disclosures, the Group engaged BDO Consultants, a third-party consultant, to support the identification of material topics and alignment with the GRI Standards and Task Force on Climate-related Financial Disclosures ("TCFD") Recommendations. While the management has ensured that the ESG disclosures made in SR2024 are as accurate as possible to the best of their ability, the ESG disclosures presented have not undergone internal review or external assurance, given that it is the Group's first ever sustainability publication.

Moving forward, 17LIVE is committed to strengthening the rigour and reliability of its sustainability reporting and intends to seek assurance in the future as its reporting processes and frameworks evolve.

Reporting Framework and Standards

This report has been prepared with reference to the Global Reporting Initiative ("GRI") Universal Standards

2021 and in compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Rules 711A and 711B.

The GRI Standards were selected given their global recognition and comprehensive framework for sustainability reporting, enabling transparent and effective ESG disclosures for 17LIVE.

17LIVE also aligns with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD") in reporting its climate-related disclosures.

Moving forward, the Group will transition to reference the International Financial Reporting Standards ("IFRS") S1 and S2 standards, which is in accordance with the Singapore Exchange's updated listing rules.

Feedback
17LIVE is dedicated to enhancing both its sustainability performance and the transparency of our reporting practices. The Group values the insights of its stakeholders and encourages them to share any feedback or comments via email to Investor@17.live.

Board Statement

At 17LIVE, we recognise that sustainability is not just a responsibility but a strategic imperative. As one of Asia's leading live-streaming platforms, we are committed to creating long-term value for our stakeholders while ensuring our operations contribute positively to the ESG landscape.

FY2024 marks a pivotal moment for 17LIVE as we publish our inaugural Sustainability Report. This report underscores our commitment to transparency, accountability, and continuous improvement in ESG performance.

We have formalised a sustainability governance structure to ensure that ESG considerations are embedded across all functions and decision-making processes. In addition, we have conducted a comprehensive materiality assessment and engaged stakeholders to identify and prioritise the ESG topics that are most relevant to our business and industry. Management has ensured that all disclosures made in SR2024 are as accurate as possible to the best of our ability, reflecting our dedication to responsible corporate citizenship.

As we continue to expand our presence across Asia and beyond, we remain steadfast in our ESG commitments. Sustainability is a journey, and we are grateful for the support of our stakeholders in driving positive change. We look forward to working together to create a more responsible, sustainable, and inclusive digital ecosystem.

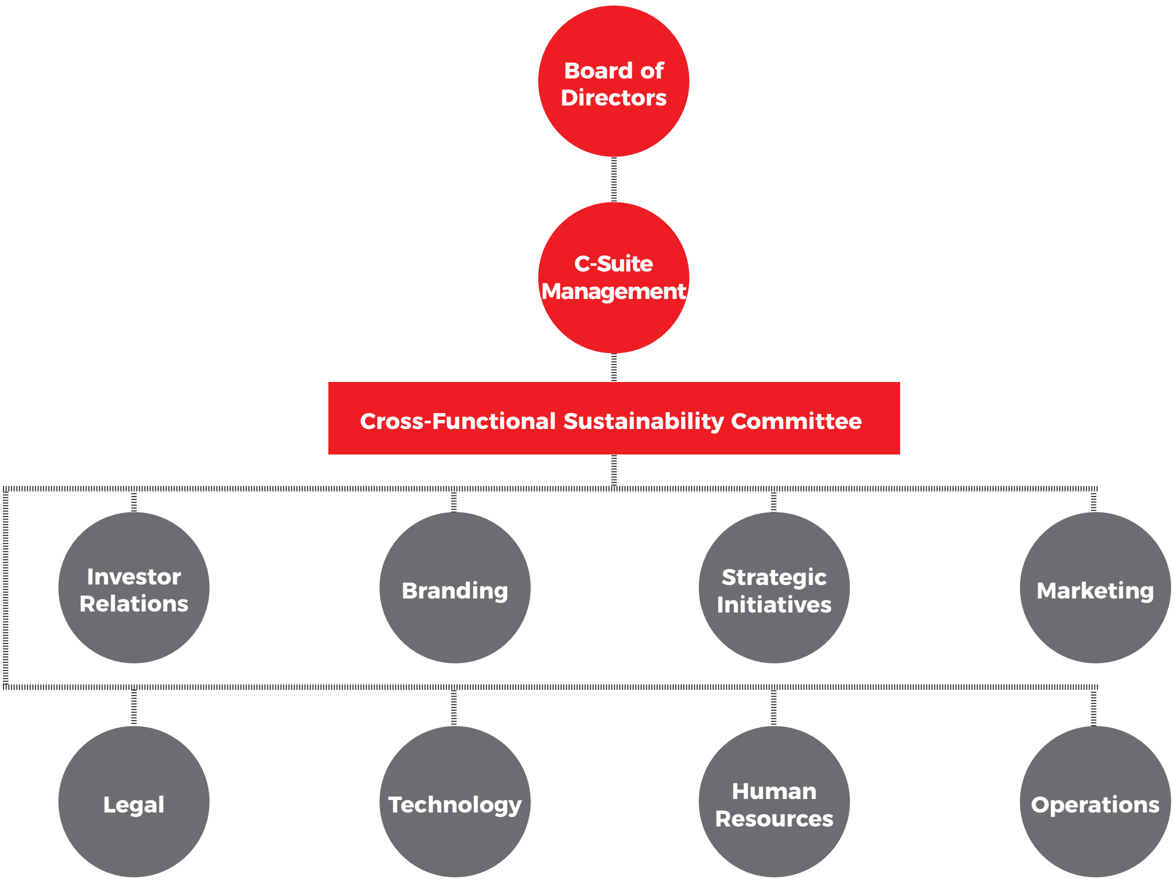
Sustainability Report

Our Sustainability Approach

Sustainability is integral to 17LIVE's business strategies. The Group is committed to fostering sustainable growth while delivering long-term value to its key stakeholders-streamers, employees, investors, and the broader digital ecosystem.

By embedding sustainable practices across its operations, 17LIVE aims to create a positive social and environmental impact while ensuring the resilience and ethical governance of its platform.

Sustainability Governance Structure
In FY2024, 17LIVE formalised its sustainability governance structure to ensure strategic oversight and ensure that sustainability considerations are embedded across all functions and departments.



Stakeholder Engagement
17LIVE values stakeholder insights and maintains transparent engagement through regular communication. The Group recognises that stakeholder collaboration is crucial in shaping effective and meaningful sustainability initiatives.

This year, 17LIVE conducted a comprehensive stakeholder engagement survey among its internal stakeholders, which includes Directors, Senior Management and Employees of 17LIVE, to identify key ESG material topics that are most relevant and significant to them. This initiative reflects the Group's commitment to integrating stakeholder perspectives into its sustainability strategy.

Stakeholder Engagement Overview

Stakeholder Category	Key Areas of Interest/ Concerns	Mode of Engagement	17LIVE's Response
Shareholders/ Investors	• Financial performance and dividend policy • Risk management • Transparent disclosures • Governance	• Corporate website • Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) • Earnings calls • NDR (Non-Deal Roadshow) • One-on-one meetings	• Implement mid/long-term shareholder return policy • Enhance risk management • Disclose financial performance transparently • Conduct investor meetings
Users	• Service reliability and satisfaction • Data privacy and protection • Digital accessibility • Marketing campaigns	• Corporate website • Direct discussions • In-app feedback mechanisms • Customer service centre	• Reinforce user data protection system • Launch digital safety initiatives • Operate a content moderation framework • Enhance digital literacy efforts
Livestreamers	• Fair monetisation opportunities • Digital safety and well-being • Platform support and transparency • Exposure	• Community forums • Regular engagement sessions • Performance analytics and feedback • Dedicated support channels • Events	• Enhance streamer monetisation policies • Strengthen digital well-being resources • Provide transparent algorithmic insights • Improve support and training for streamers • Livestreamers Events
Employees	• Workplace well-being • Fair career growth opportunities • Work-life balance • Human rights protection	• Internal communication portal • Open Talk forums • Grievance handling platforms • Annual health & safety assessments	• Extend employee satisfaction surveys • Enhance grievance resolution process • Offer leadership and career development programmes • Improve benefits & compensation framework
Partners	• Fair trade practices • Growth opportunities • Local economic impact • IT innovation and corporate social responsibility (CSR)	• Partner networking events • Supplier engagement programs • Online partner education • Ethical trade compliance	• Ensure fair trade compliance • Support SME digital transformation • Develop co-funded innovation initiatives • Strengthen supplier ESG monitoring

By actively engaging with stakeholders, 17LIVE ensures that sustainability initiatives are responsive, relevant, and impactful, fostering a more responsible and transparent business ecosystem.

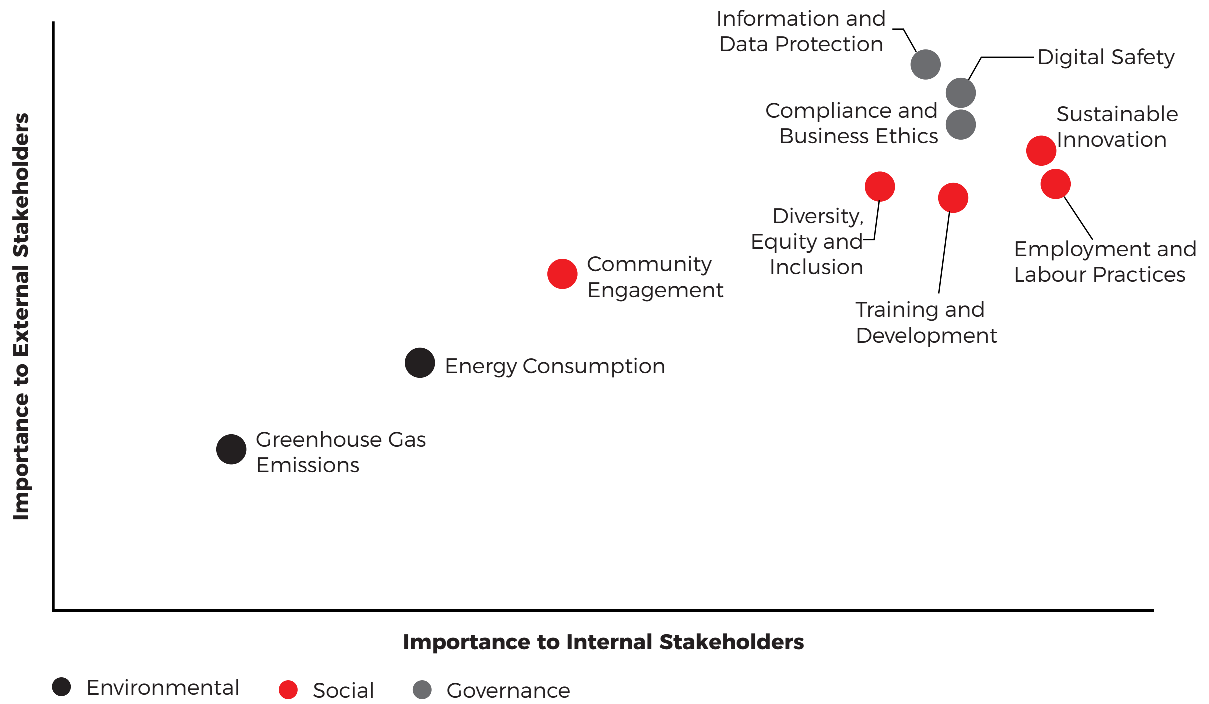
Sustainability Report

Materiality Assessment
To determine the material ESG topics most significant to 17LIVE and its stakeholders, the Group conducted a comprehensive materiality assessment. This assessment followed a structured three-step approach and incorporated the concept of double materiality.

Under this framework, 17LIVE evaluated both impact materiality, which is the external effects of ESG topics on the environment and society, and financial materiality, which is the influence of ESG topics on 17LIVE's business performance and resilience. This dual perspective ensures a balanced approach to identify and address ESG issues that matter most to the Company and its stakeholders.

Step 1: Identify	17LIVE identified a comprehensive list of ESG topics pertinent to the livestreaming industry through an in-depth desktop research study complemented by a peer benchmarking exercise. This approach enabled the Company to gain valuable insights into industry-specific sustainability priorities and best practices.
Step 2: Prioritise	The long list of ESG topics was prioritised and ranked through an internal stakeholder engagement process. This approach ensured that the perspectives and insights of key stakeholders were incorporated, allowing 17LIVE to focus on the ESG issues most relevant to its operations and strategic objectives.
Step 3: Validate	The final ESG topics were validated and approved by the Board and Management.

Based on the materiality assessment, ten material topics have been identified as relevant and significant to 17LIVE's business. These topics are presented in the materiality matrix below.



Environment

The World Economic Forum's Global Risk Report 2024 highlighted climate-related risks as the most significant risk confronting the global community over the next decade.

Acknowledging the critical urgency to align with international efforts in mitigating climate impacts and enhancing climate resilience, 17LIVE is committed to alleviate its environmental impact. Through the adoption of responsible and sustainable environmental practices, the Group strives to drive meaningful change and contribute to a more sustainable future.

Greenhouse Gas Emissions

17LIVE remains steadfast in its commitment to reducing its carbon footprint by continuously driving innovation and embedding green and low-carbon considerations into its operations. To strengthen its efforts in managing emissions, 17LIVE took steps to develop its Scope 1 and Scope 2 carbon inventory[1].

Due to the nature of its operations and business model, 17LIVE does not have any business activities contributing to Scope 1 emissions. During FY2024, 17LIVE reported a total of 180.75 tCO_2e arising from Scope 2 emissions.

Emission Scope	Emission Source	Total Emissions
Scope 2[2]	• Electricity consumption	180.75 tCO_2e

To minimise Scope 2 emissions and reduce electricity consumption, employees are encouraged to practise energy-saving habits, including switching off restroom lights or the main power switch at the end of the workday. This initiative reinforces our commitment to environmental responsibility and operational efficiency.

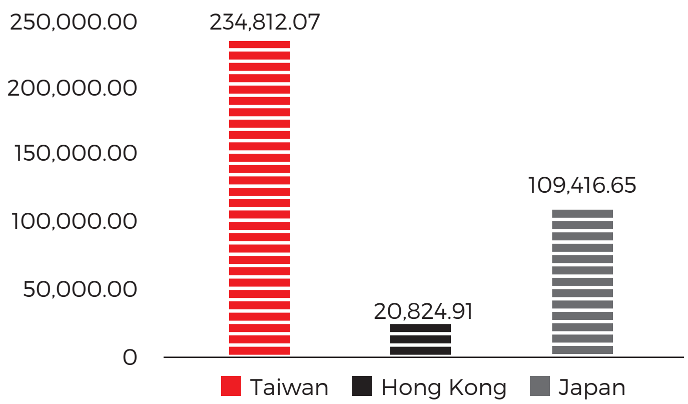
Recognising the importance of addressing emissions across its upstream and downstream value chain, 17LIVE is planning to undertake a Scope 3 screening assessment in the near future. This initiative will enable the Group to gain deeper insights into its indirect emissions, thereby enhancing its ability to develop targeted strategies for comprehensive emissions reduction.

Energy Consumption

The primary source of energy consumption for 17LIVE is attributed to purchased electricity. In FY2024, the Group reported a total electricity consumption of 365,053.63 kWh, reflecting its operational energy demands.

The majority of 17LIVE's electricity consumption originates from its operations in Taiwan, where a higher concentration of offices is located.

Breakdown of Electricity Consumption (kWh) per Region



1 In developing its Scope 1 and 2 carbon inventory, 17LIVE is guided by the Greenhouse Gas Protocol and adopts the operational control approach.

2 17LIVE references emission factors from Taiwan's Ministry of Economic and Energy Institute – Statistical Review of World Energy (2024) for Scope 2 emissions calculations.

Sustainability Report

Climate Resilience

In recent years, climate risk considerations have become a critical component of ensuring business continuity and resilience. By proactively addressing these risks, 17LIVE seeks to establish itself as a market leader by driving operational efficiencies and adopting sustainable resource management practices, thereby gaining a competitive advantage in the live streaming industry.

This strategic and forward-thinking approach reflects the Group's commitment to sustainability and the creation of long-term value for its stakeholders.

17LIVE aligns its climate-related disclosures with the recommendations of the TCFD. These disclosures are structured around the TCFD's four pillars: Governance, Strategy, Risk Management, and Metrics and Targets.

TCFD Pillar	17LIVE's Current Status	Next Steps
Governance *17LIVE's governance around climate-related risks and opportunities.*	• Established a sustainability governance structure to guide 17LIVE's strategic efforts. • The Board provides oversight of 17LIVE's sustainability strategies and initiatives, including the management of climate-related risks and opportunities.	• Strengthen 17LIVE's sustainability governance framework and enhance the Board's oversight of climate-related risks and opportunities. • Facilitate climate-related training for the Board and Management to ensure they stay informed of the latest developments and trends in climate issues. • Review and refine 17LIVE's remuneration policy to incorporate ESG metrics where relevant, aligning compensation with sustainability objectives.
Strategy *The actual and potential impacts of climate-related risks and opportunities on 17LIVE's businesses, strategy, and financial planning where such information is material.*	• Acknowledge the critical importance of incorporating key climate-related risks and opportunities into 17LIVE's business strategy planning to ensure long-term sustainability and resilience.	• Identify climate-related risks and opportunities that are directly relevant to 17LIVE's business operations. • Engage with internal and external stakeholders to gain a comprehensive understanding of climate risks and opportunities across the value chain. • Perform qualitative scenario analyses under various climate scenarios and time horizons to assess the potential impacts of identified climate-related risks and opportunities on the business.
Risk Management *How 17LIVE identifies, assesses, and manages climate-related risks.*	• 17LIVE has established an Enterprise Risk Management (ERM) framework, conducting group-wide risk assessments annually and reviews on a semi-annual basis	• Review and enhance 17LIVE's ERM framework to integrate climate-related risks. • Conduct a qualitative scenario analysis.
Metrics and Targets *The metrics and targets 17LIVE used to assess and manage relevant climate-related risks and opportunities where such information is material.*	• Disclose climate-related metrics, including energy consumption and Scope 1 and 2 emissions.	• Establish qualitative and/or quantitative targets for material ESG topics to drive measurable progress and accountability. • Develop a Scope 3 carbon inventory to assess 17LIVE's environmental impact across its value chain.

Social

17LIVE is committed to making a meaningful social impact by cultivating a safe, inclusive, and empowering ecosystem for both users and employees. By championing workforce well-being, diversity, and growth while fostering responsible and meaningful interactions on its platform, 17LIVE reinforces its mission to empower human connections and building a stronger and more engaged community.

Employment and Labour Practices

Fair and equitable employment practices are essential for supporting employees' emotional and physical well-being, resilience, and personal development. These practices play a critical role in influencing employee retention, satisfaction, and overall Company's success.

As at 31 December 2024, 17LIVE had a total of 620 employees across our offices in Taiwan, Hong Kong and Japan. The Company is committed to building a diverse workforce with the mission to connect people and enrich lives through technology. 17LIVE's approach to employment and labour practices is rooted in the core values of "respecting everyone" and "breaking the norm". These values drive 17LIVE's ongoing efforts to create a workplace that empowers and inspires its employees.

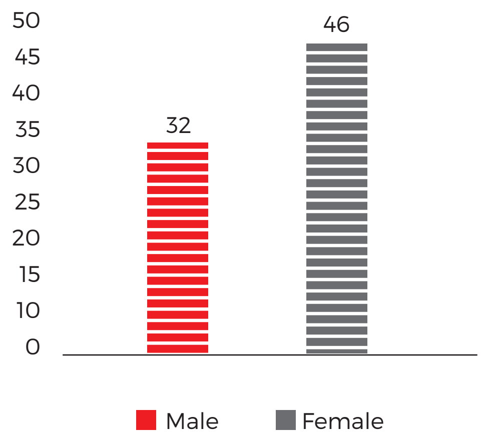
Targets for Employment and Labour Practices in FY2025

- Implement retention strategies and mentorship programs with the goal of reducing employee turnover by 10% within the next 12 months
- Review and enhance employee benefits packages, to increase at least 10% employee eNPS satisfaction score within the next quarter
- Establish clear pathways for career advancement, with a target of increasing the promotion rate for internal hires by 10%
- Employee recognition programs to reward outstanding performance, with a target of recognising at least 2% of employees annually

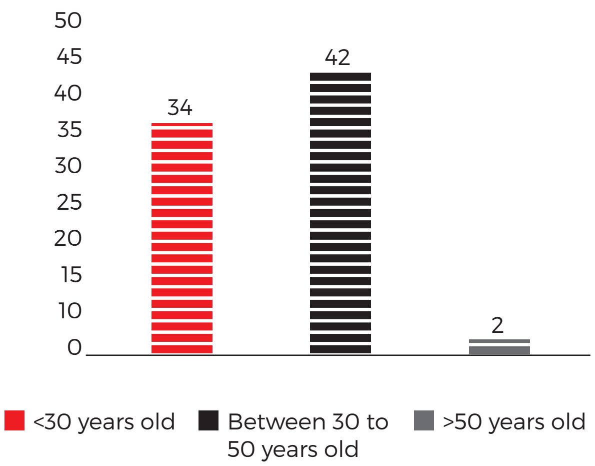
New Hires

In FY2024, the Company hired 78 new employees, resulting in a new hire rate[3] of 13%.

Breakdown of Number of New Hires by Gender



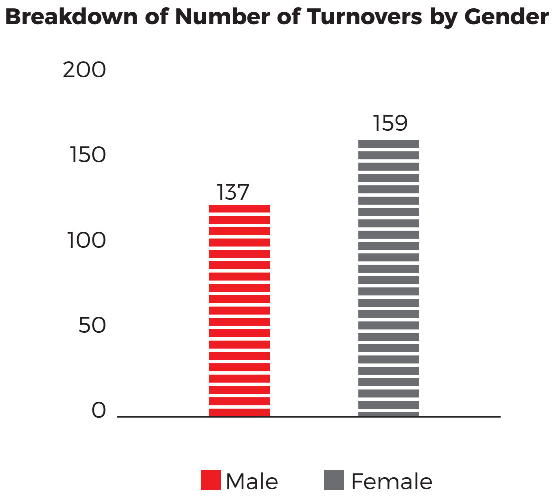
Breakdown of Number of New Hires Age Group

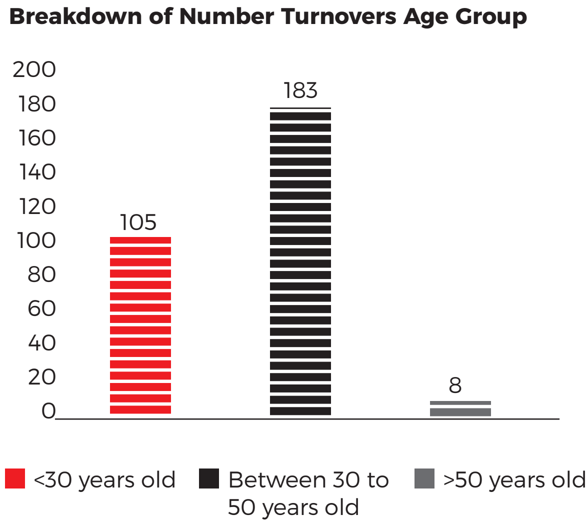


3 New hire rate = Number of new hires / number of employees as at 31 December 2024

Sustainability Report

Turnovers
As for turnovers, 296 employees left the Company, resulting in a turnover[4] rate of 48%. The relatively high turnover rate in FY2024 was attributed to the Group's business units reorganisation in early 2024 to focus on developing its core businesses.





Employee Welfare and Benefits
17LIVE acknowledges that employee welfare is essential for talent retention and overall workplace satisfaction. To support this commitment, the Group provides a comprehensive suite of benefits designed to enhance employee well-being and work-life balance. These benefits include:

- Health and pension fund coverage to help employees manage healthcare and personal life
- Above-market Paid Time Off (PTO)
- Group insurance to provide financial protection to employees' beneficiaries in case of death
- Labour short-term and long-term disability coverage to support employees in the event of illness or injury
- Wellness programmes, including gym memberships and health screenings
- Confidential counselling for some specific divisions and support services to assist employees with personal or work-related challenges
- Subsidies, discounts, or on-site childcare facilities introduction to support employees with children
- Options for 2-day a week remoting or telecommuting, and flexitime to promote work-life balance
- Paid parental leave in accordance with government labour standard acts and relevant guidelines and recommendations
- Employee discounts on baby coins, as well as partnerships with external vendors
- Flexibility in workplace attire to create a more relaxed and comfortable environment
- Distribution of company profits among employees based on performance or predetermined criteria
- Annual events, team-building, and company town hall to foster camaraderie;
- Employee referral programmes
- Support for remote work, including equipment, technology, and stipends for home office setup

4 Turnover rate = Number of turnovers/number of employees as at 31 December 2024

All employees are entitled to parental leave. In FY2024, six male and eight female employees utilised this benefit. Of these, five male and five female employees returned to work upon the completion of their parental leave.

Employee Engagement
Recognising our employees as vital to our success, 17LIVE actively engages them in open dialogue, valuing their insights and feedback to foster an inclusive and supportive workplace. Every year, 17LIVE conducts an Employee Net Promoter Score survey.

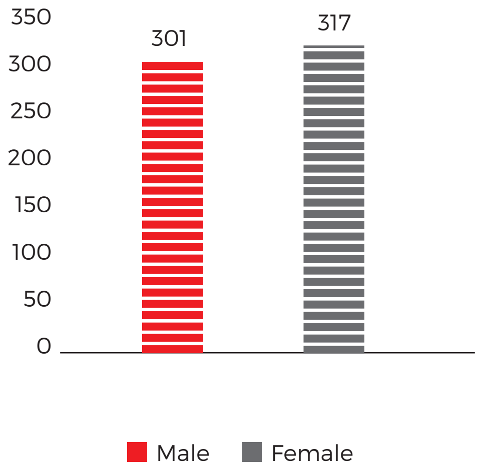
Diversity, Equity and Inclusion

17LIVE respects human rights within the Company, ensuring equal opportunities for all employees regardless of gender, ethnicity, age or background.

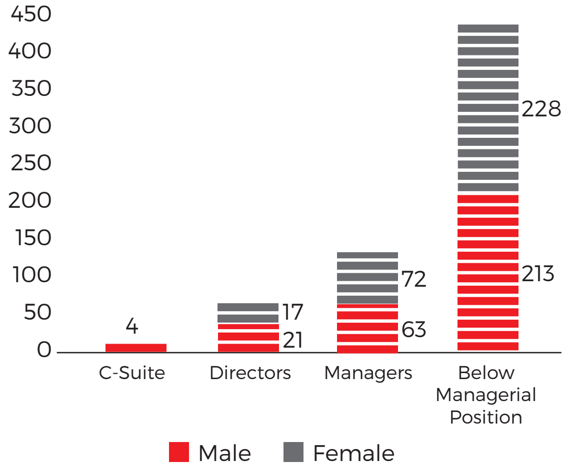
17LIVE upholds a zero-tolerance policy towards all forms of discrimination and is pleased to report that no incidents of employee discrimination were recorded in FY2024.

Gender Equality
In FY2024, 17LIVE maintained a well-balanced workforce, with female employees representing 51.3% of the total employee population, reflecting our commitment to diversity and inclusion. The following graphs shows a breakdown of our employees by gender.

Breakdown of Number of Employees by Gender



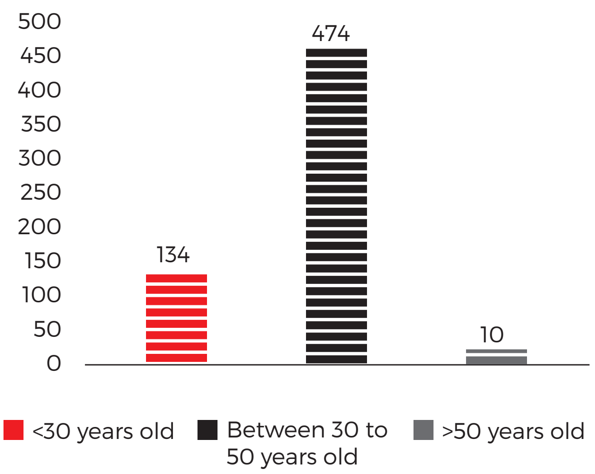
Breakdown of Number of Employees by Gender and Employee Category



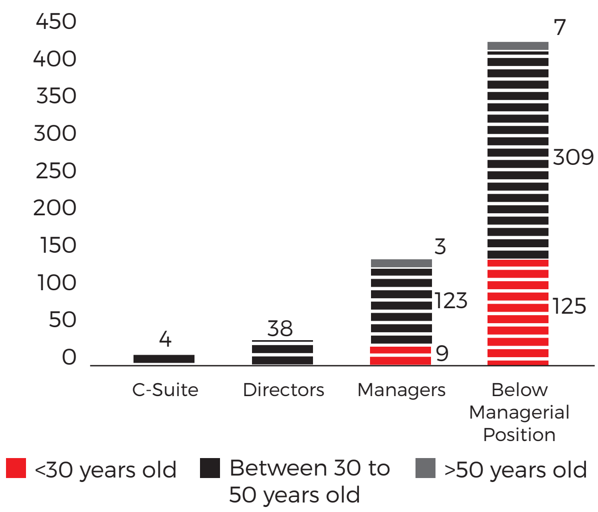
Sustainability Report

Age Equality
The majority of our employees (76.7%) fall within the 30 to 50 age group. This distribution reflects the Company's emphasis on attracting and retaining experienced professionals who bring industry expertise, leadership capabilities, and a strong skill set to support 17LIVE's growth and operational excellence. The following graphs shows a breakdown of our employees by age group.

Breakdown of Number of Employees by Age Group



Breakdown of Number of Employees by Age Group and Employee Category



Board Diversity
17LIVE's Board Diversity Policy ensures an optimal Board composition by recognising the importance of diverse skills, industry expertise, gender perspectives, and independent viewpoints. The Company remains committed to applying this policy in future Board appointments to strengthen core competencies and enhance governance effectiveness.

In FY2024, 17LIVE's Board comprised seven members, including one female and six male directors.

Training and Development
To empower its employees and remain aligned with the rapidly evolving live streaming industry, 17LIVE invests in training workshops and skills enhancement courses. These initiatives equip the team with the latest skills and knowledge, enabling employees to excel in their roles and make meaningful contributions to the Company's mission.

While the Group has yet to formalise a structured training and development curriculum, it is committed to establishing a comprehensive programme that will support the continuous professional growth of existing employees.

The Group has implemented a structured onboarding and orientation programme to ensure a seamless integration for new employees. In FY2024, 100% of new hires successfully completed their onboarding and orientation programmes, reinforcing the Company's commitment to effective employee assimilation.

Targets for Training and Development in FY2025
• Ensure 100% completion of onboarding programmes and orientations for new hires within their first 30 days

All Board members have completed mandatory training courses organised by the Singapore Institute of Directors ("SID") as required by SGX-ST. To support continuous professional development and enhance Board performance, 17LIVE encourages Directors to pursue further training at the Company's expense. Directors are also encouraged to maintain SID membership and stay informed on financial, legal, and regulatory developments through SID updates and training.

Apart from training, 17LIVE also supports the professional growth of all employees. In FY2024, 100% of employees received regular performance and career development reviews.

Sustainable Innovation

By embedding sustainability into its innovation processes, 17LIVE seeks to develop solutions that address global challenges and align with stakeholder expectations. This approach ensures that innovation not only supports the Company's growth but also contributes to a more sustainable and equitable future.

In FY2024, 17LIVE undertook a comprehensive audit of its server and bandwidth usage. This audit led to a reduction in both server capacity and bandwidth consumption, resulting in significant cost savings. Additionally, this optimisation has contributed to a reduction in the Company's overall energy footprint, aligning with 17LIVE's commitment to sustainability and operational efficiency.

Community Engagement

17LIVE aims to build meaningful relationships with stakeholders to address societal needs and create shared value. Through targeted programmes, partnerships, and campaigns, 17LIVE seeks to foster collaboration, inclusivity, and social well-being.

As part of our commitment to creating positive social impact, 17LIVE actively engages with communities through meaningful partnerships and educational initiatives.

In 2024, we collaborated with Taiwan's Criminal Investigation Bureau (CIB) to launch an anti-fraud awareness campaign on our platform. Through live-streaming sessions, we shared practical tips and reminders on fraud prevention, leveraging real-time engagement to raise public awareness and promote safer digital habits.

In Japan, we partnered with a professional baseball team to produce a short documentary that offered the community a deeper look into the lives of the players. By capturing their daily routines, challenges, and personal stories, the project highlighted the values of perseverance, teamwork, and resilience — using storytelling as a way to strengthen community connection.

Sustainability Report

Governance

Governance is built on a foundation of transparency, accountability and ethical practices. 17LIVE adheres to strict corporate governance standards, ensuring compliance with relevant laws and regulations while safeguarding user data and privacy. These governance practices strengthen trust among stakeholders and reinforce the Group's commitment to ethical business conduct and long-term stability.

Business Ethics and Compliance

Business ethics and compliance are vital to building trust, maintaining integrity, and ensuring long-term sustainability. At 17LIVE, adherence to ethical principles and regulatory standards is integral to its operations. The Company is committed to transparency, accountability, and fairness across all practices. Through various policies and Code of Conduct, 17LIVE fosters a culture of ethical decision-making and compliance, mitigating risks while strengthening stakeholder confidence and reinforcing its commitment to responsible business conduct. The key policies that the Company keep include:

- Code of Conduct
- Anti-corruption Policy
- Basic Policy on Eliminating Relationships with Anti-Social Forces
- Whistle-blowing Policy
- Terms of Services
- Advertising Platform Usage Guidelines

17LIVE conducts an annual assessment of its operations for corruption risks. In FY2024, 15% of its operations were assessed, focusing specifically on 17LIVE's entities in Japan and Taiwan. During this assessment, significant corruption-related risks were identified, including employee misconduct. It was further determined that there is a risk of employees engaging in intentional acts or omissions that result in non-compliance with the Company's policies, Code of Conduct and Business Ethics, or contractual obligations – such as the theft of confidential data.

To mitigate the risk of corruption issues within the Company, 17LIVE has communicated its anti-corruption policies and procedures to all employees. Furthermore, these policies are also conveyed to streamers through the Terms of Service and streaming contracts, ensuring comprehensive adherence across the Group.

In FY2024, 17LIVE maintained full compliance with all applicable laws and regulations and reported no instances of corruption or confirmed incidents of corrupt activities. This underscores the Group's steadfast commitment to ethical business practices, robust internal controls, and adherence to regulatory requirements.

Digital Safety

To foster a safe and trustworthy online environment, 17LIVE prioritises the protection of users, content, and systems from digital threats through the implementation of rigorous security measures. These efforts are underpinned by a suite of comprehensive policies aimed at addressing harmful behaviours, safeguarding user data, and ensuring the integrity of the platform. By prioritising digital safety, 17LIVE creates a space where users can connect, interact, and engage with confidence.

As part of its commitment to safety, 17LIVE has enacted a range of initiatives and policies across its platform. One key initiative is the "Child Safety Standards Policy", which prohibits content that could potentially cause psychological, physical, or developmental harm to children. In alignment with this policy, the Company has revised its user age limit, setting it at 18 years and older, effective from 16 January 2025.

Additionally, 17LIVE has implemented clear terms and conditions under the section "Content Violations and Prohibitions", which explicitly define prohibited content, ensuring a safe and respectful environment for all users.

To further promote a secure community, the Company has also provided detailed instructions for users on how to report inappropriate content and resolve instances of harassment on the platform, reinforcing its commitment to maintaining a safe and supportive space for all.

Information and Data Protection

Information and data protection are fundamental to maintaining trust, safeguarding privacy, and ensuring the secure operation of digital platforms. At 17LIVE, the protection of user data and the safeguarding of the confidentiality, integrity, and availability of information are paramount. By continuously enhancing its security framework, the Company reaffirms its commitment to protecting sensitive information and maintaining the trust of its users and stakeholders. As part of this commitment, 17LIVE has attained privacy-related certifications, including ISO 27001.

17LIVE has an "App Terms of Use" available on its website, which outlines the terms and conditions governing user interactions with the platform. This includes provisions related to the download, installation, registration, login, and use of 17LIVE Services, as well as the Company's Privacy Policy and Intellectual Property Policy.

In addition, 17LIVE regularly conducts vulnerability scans on its systems, audits employee permissions, and reviews firewall configurations, as well as cloud operations and database audit logs. Employees from the engineering team also participate in ongoing cloud training and testing to ensure that security practices remain robust and up-to-date.

To safeguard customer data and protect the Company from potential data breaches, 17LIVE has implemented a comprehensive Incident Response Plan, which includes the following measures:

- **Internal Reporting Mechanism:** Promptly notify the security team and management upon detection of a data breach to ensure swift response and containment.

- **Block Affected Accounts, IPs, or Network Access:** Restrict access to compromised accounts, IP addresses, or networks to mitigate further threats.

- **Root Cause Analysis ("RCA"):** Conduct a thorough investigation to determine the source of the breach, such as unauthorised access, API vulnerabilities, or internal errors.

- **Regular Database Password Updates:** Periodically rotate database passwords to bolster security and reduce the risk of unauthorised access.

- **Database Data Encryption:** Implement advanced encryption protocols (e.g. AES-256, TDE) to protect sensitive data from unauthorised access and ensure its confidentiality.

This year, 17LIVE successfully maintained a strong commitment to safeguarding customer privacy and data security, with zero substantiated complaints reported regarding breaches of customer privacy or loss of customer data. This achievement reflects the Company's robust data protection practices and its ongoing efforts to ensure the highest standards of security and confidentiality for its users.

Sustainability Report

GRI Content Index

Statement of Use	17LIVE has reported with reference to the GRI Standards for the period 1 January 2024 to 31 December 2024.
GRI 1 used	GRI 1: Foundation 2021

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
General Disclosures			
GRI 2 (2021): General Disclosures	2-1	Organisational details	Pages 4 & 34
	2-2	Entities included in the organisation's sustainability reporting	Page 34
	2-3	Reporting period, frequency and contact point	Pages 34 & 35
	2-4	Restatements of information	This is 17LIVE's first SR. Hence, there is no restatements of information.
	2-5	External assurance	External assurance was not sought in the preparation of this SR.
	2-6	Activities, value chain and other business relationships	Pages 4 & 34
	2-7	Employees	Page 42
	2-8	Workers who are not employees	17LIVE does not engage with any workers who are not employees.
	2-9	Governance structure and composition	Pages 11-15 & 36
	2-10	Nomination and selection of the highest governance body	Page 62
	2-11	Chair of the highest governance body	Pages 11-15
	2-12	Role of the highest governance body in overseeing the management of impacts	Page 36
	2-13	Delegation of responsibility for managing impacts	Page 36
	2-14	Role of the highest governance body in sustainability reporting	Page 36
	2-15	Conflicts of interest	Pages 56, 71 & 72
	2-16	Communication of critical concerns	Page 74
	2-17	Collective knowledge of the highest governance body	Pages 54 & 55
	2-18	Evaluation of the performance of the highest governance body	Page 63
	2-19	Remuneration policies	Pages 64 & 65
	2-20	Process to determine remuneration	Pages 64 & 65
	2-21	Annual total compensation ratio	Confidential Information
	2-22	Statement on sustainable development strategy	Page 35
	2-23	Policy commitments	Pages 45, 47, 48, 57, 58, 64 & 74

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
	2-24	Embedding policy commitments	Pages 45, 47, 48, 57, 58, 64 & 74
	2-25	Processes to remediate negative impacts	Pages 40-48
	2-26	Mechanisms for seeking advice and raising concerns	Page 74
	2-27	Compliance with laws and regulations	Pages 47 & 48
	2-28	Membership associations	17LIVE is not part of any membership associations.
	2-29	Approach to stakeholder engagement	Pages 36 & 37
	2-30	Collective bargaining agreements	There is no collective bargaining agreements in place.
Greenhouse Gas Emissions			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 41
GRI 305 (2016): Emissions	305-2	Energy indirect (Scope 2) GHG emissions	Page 41
Energy Consumption			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 40
GRI 302 (2016): Energy	302-1	Energy consumption within the organisation	Page 40
Employment and Labour Practices			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 41
	3-2	List of material topics	Page 41
	3-3	Management of material topics	Page 42
GRI 401 (2016): Employment	401-1	New employee hires and employee turnover	Page 42
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	Page 43
Diversity and Inclusion			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Pages 44 & 45
GRI 405 (2016): Diversity and Equal Opportunity	405-1	Diversity of governance bodies and employees	Pages 44 & 45
	406-1	Incidents of discrimination and corrective actions taken	Page 44

Sustainability Report

GRI Standards	Disclosure Number	Disclosure Title	Page Reference and/or Remark
Training and Development			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 45
GRI 404 (2016): Training and Education	404-2	Programmes for upgrading employee skills and transition assistance programmes	Page 46
	404-3	Percentage of employees receiving regular performance and career development reviews	Page 46
Sustainable Innovation			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 46
Community Engagement			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 46
GRI 413 (2016): Local Communities	413-1	Operations with local community engagement, impact assessments, and development programs	Page 46
Business Ethics and Compliance			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 47
GRI 205 (2016): Anti-corruption	205-1	Operations assessed for risks related to corruption	Page 47
	205-2	Communication and training about anti-corruption policies and procedures	Page 47
	205-3	Confirmed incidents of corruption and actions taken	Page 47
Digital Safety			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 47
Information and Data Protection			
GRI 3 (2021): Material Topics	3-1	Process to determine material topics	Page 40
	3-2	List of material topics	Page 40
	3-3	Management of material topics	Page 48
GRI 418 (2016): Customer Privacy	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Page 48

Corporate Governance Report

Vertex Technology Acquisition Corporation Ltd (**"VTAC**") was a special purpose acquisition company ("**SPAC**") incorporated to consummate an initial acquisition of an operating business or assets under Rule 210(11)(m)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST Listing Manual**") for the purpose of effecting an initial business combination. The Company was listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 7 March 2022.

On 23 October 2023, VTAC announced that it has entered into a Sale and Purchase Agreement with 17Live Holding Limited and certain other parties set forth in the Circular to Shareholders dated 9 November 2023 in relation to a proposed business combination between VTAC and 17LIVE Inc. by way of acquisition by VTAC of the entire issued and paid-up share capital of 17LIVE Inc. (the "**Business Combination**").

VTAC had on 1 December 2023 received shareholders' approval for the Business Combination with 17LIVE Inc. that led to VTAC being the first SPAC in Singapore to successfully undergone the Proposed Business Combination and was subsequently renamed as 17LIVE Group Limited (the "**Company**" or "**17LIVE**") on 7 December 2023, after trading hours (the "**Completion Date of the Business Combination**").

The Company is committed to maintaining high standards of corporate governance through transparency and effective disclosures.

This report sets out the Company's corporate governance practices for the financial year ended 31 December 2024 ("**FY2024**"), with specific reference to the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore on 6 August 2018 (the "**CG Code**"). The Board is pleased to inform that the Company is substantially in compliance with the principles and provisions of the CG and reasons for any deviation are explained below.

BOARD MATTERS

Principle 1: The Board's Conduct of Affairs

The Board of 17LIVE sets the strategic direction of the Company and its subsidiaries (the "**Group**") and is primarily responsible for the protection and enhancement of long-term shareholder value and returns. The Board also sets the tone for the Group in respect of ethics, values and organisational culture. The Board, supported by Management, establishes and maintains a sound risk management framework to effectively monitor and manage key risks and ensures necessary resources are in place to meet the Group's strategic objectives. It also oversees Management to ensure transparency and accountability to key stakeholder groups.

Board Approval

In addition to its statutory responsibilities, matters which specifically require the Boards approval are:

(a) appointments/re-appointments of the Board of Directors, taking into consideration succession planning;

(b) corporate strategies and business plans;

(c) annual budgets, major funding proposal and investment or divestment plans;

(d) material acquisition and disposal of assets;

(e) appointment of key management personnel ("**KMP**");

(f) the Group's financial results announcements;

(g) adequacy of internal controls, risk management, financial reporting and compliance;

Corporate Governance Report

(h) the assumption of corporate governance responsibilities;

(i) shares issuances, dividends and any other returns to shareholders; and

(j) matters involving a conflict of interest or the Directors and substantial shareholders.

Board and Board Committees

The Board has delegated to Management the authority to approve transactions in the ordinary course of business within a set of approval matrix. Transactions falling outside this set of approval matrix would then be approved by the Board.

The Board discharges its responsibilities either directly or indirectly through various committees comprising members of the Board. Following the Business Combination, the Board has established three committees: (i) Audit Committee ("**AC**"); (ii) Nominating Committee ("**NC**"); and (iii) Remuneration Committee ("**RC**") each of which operates under delegated authority from the Board, to assist the Board in discharging its oversight function. The duties, authorities and accountabilities of each Board Committee are set out in their respective terms of reference. The various Board Committees report their activities regularly to the Board. The effectiveness of each Board Committee is also constantly monitored to ensure their continued relevance. Further information on the roles and responsibilities as well as a summary of the activities of each of the AC, NC and RC are set out in this Corporate Governance Report.

As at the date of this report, the Board and the various Board Committees comprise the following members:

Name	Date of Appointment	Board	Audit Committee	Nominating Committee	Remuneration Committee
Phua Jiexian, Joseph	7 December 2023	Non-Executive Non-Independent Chairman*	–	–	–
Akio Tanaka	7 December 2023	Non-Executive Non-Independent Director	–	–	–
Tan Hup Foi	6 January 2022	Lead Independent Director	Chairman	Member	Member
Steve Lai Mun Fook	6 January 2022	Independent Director	Member	Chairman	Chairman
Hideto Mizuno	7 December 2023	Independent Director	–	Member	Member
Chen Xiuling	7 December 2023	Independent Director	Member	Member	–
Jiang Honghui	13 August 2024	Executive Director and CEO	–	–	–

Note:

* Mr. Phua Jiexian, Joseph was redesignated from Non-Executive Chairman to Executive Chairman and Chief Executive Officer ("**CEO**") with effect from 26 January 2024. He was later redesignated as Non-Executive Non-Independent Chairman on 13 August 2024.

Board Meetings

The Company is not required to release unaudited financial statements on a quarterly basis pursuant to SGX-ST Listing Rule 705(2). Notwithstanding this, the Board meets regularly on a quarterly basis to review and approve the information to be released, as well as receive other updates on the business activities of the Group. In addition to the quarterly scheduled meetings, ad-hoc meetings may also be convened as and when warranted by matters requiring the Board's attention.

The Board and Board Committees meetings are scheduled and notified to the Directors in advance to allow Directors to plan ahead and attend such meetings. As the Directors reside in different countries, they may participate in Board or Board Committees meetings by way of audio or video conferencing where necessary, and as permitted under the Company's Memorandum and Articles of Association ("**M&AA**").

The Directors' attendance at Board, Board Committees and general meetings during FY2024 is set out in the following table.

	Board Meeting		AC Meeting		NC Meeting		RC Meeting		General Meetings[3]	
	Number of Meetings									
Name	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Phua Jiexian, Joseph[1]	7	7	8	2*	–	–	–	–	2	2
Akio Tananka	7	7	8	1*	–	–	–	–	2	2
Tan Hup Foi	7	7	8	8	2	2	5	5	2	2
Hideto Mizuno	7	7	8	3*	2	2	5	5	2	2
Steve Lai Mun Fook	7	7	8	8	2	2	5	5	2	2
Chen Xiuling	7	7	8	8	2	2	–	–	2	2
Jiang Honghui[2]	2	2	2	2*	–	–	1	1*	1	1
Lien Chien-Lin[4]	1	1	–	–	–	–	1	1**	–	–

Notes:

* Attended via invitation.

(1) Mr. Phua was redesignated as Executive Chairman and CEO with effect from 26 January 2024. He was later redesignated as Non-Executive Non-Independent Chairman on 13 August 2024.

(2) Mr. Jiang was appointed as Executive Director and CEO with effect from 13 August 2024.

(3) Annual General Meeting ("**AGM**") held on 26 April 2024 and Extraordinary General Meeting held on 28 November 2024.

(4) Mr. Lien Chien-Lin resigned as Executive Director and CEO with effect from 26 January 2024.

Directors' Induction, Training and Development

A formal letter of appointment, which sets out the Director's duties and obligations under the relevant laws and regulations governing the Company, is provided to each Director upon appointment. The Company also has in place an orientation programme to brief new Directors on the Company's strategic directions, risk management policies and governance practices.

For newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore, they will attend the mandatory training courses organised by the Singapore Institute of Directors ("**SID**") as prescribed by SGX-ST by the end of the first year of the Completion Date of the Business Combination.

Corporate Governance Report

First time Directors of the Company namely, Mr. Phua Jiexian, Joseph, Mr. Akio Tanaka and Ms. Chen Xiuling have completed the mandatory training courses prescribed by SGX-ST within one-year of their appointment.

The Company had applied and the Singapore Exchange had granted an extension of time from 7 December 2024 till 31 October 2025 for Mr. Hideto Mizuno to complete his mandatory director training pursuant to Rule 210(5)(a) read with paragraph 1.2 of Practice Note 2.3. As at the date of this report, Mr. Hideto Mizuno has completed the mandatory training courses as prescribed by SGX-ST.

All the Directors had attended the mandatory one-time sustainability training required under Rule 720 (7) of the Listing Manual.

To ensure that Directors have the opportunities to develop their skills and knowledge and to continually improve performance of the Board, all Directors are encouraged by the Company to undergo continual professional development at the Company's expense, during the term of their appointment. Directors are also encouraged to be members of the SID and to receive updates and training from SID in order to stay abreast of relevant developments in financial, legal and regulatory requirements.

Directors are regularly updated on the Group's businesses and the regulatory and industry-specific environments in which the entities of the Group operate. Updates on relevant legal, regulatory and technical developments and good corporate governance may be in writing or disseminated by way of briefings, presentations and/or handouts.

Access to Information

Management has an on-going obligation to provide the Board with complete, adequate information in a timely manner. The Board is informed of all material events and transactions as and when they occur. The information that is provided by Management to the Board includes background or explanatory information relating to matters such as budgets, forecasts and financial statements to be brought before the Board. In respect of budgets, any material variances between the projections and actual results are also disclosed and explained. In addition, the Board has separate and independent access to the Company's Management at all times. Requests for information from the Board are dealt with promptly by Management.

As a general rule, Board papers are sent to Board members at least five working days before the Board meeting to afford the Directors sufficient time to review the Board papers prior to the meetings. For matters which require the Board's decision outside such meetings, Board papers will be circulated for the Board's consideration, with discussions and clarifications taking place between members of the Board and Management directly, before approval is granted.

Directors have separate and independent access to the senior management, Company Secretary and external advisors (where necessary) at the Company's expense. The Company Secretary (or her authorised nominee) attends all Board and Board Committee meetings and is responsible for ensuring that established procedures and all relevant statutes and regulations that are applicable to the Company are complied with. The Company Secretary assists the Chairman of the Board and the Chairman of each of the Board Committees and Management in the development of agendas for the various Board and Board Committee meetings. The appointment and removal of the Company Secretary are subject to the Board's approval.

Should Directors, whether as a group or individually, need independent professional advice to fulfil their duties, such advice may be obtained from external advisers and the cost of which will be borne by the Company.

Principle 2: Board Composition and Guidance

As at the date of this report, the Board comprises seven (7) Directors of whom four (4) are Independent Directors, two (2) Non-Executive Non-Independent Directors and one (1) Executive Director. The Board has an appropriate level of independence and diversity of thought which is appropriate for the nature and scope of the Group's current operations. The Board is already made up of majority Non-Executive Independent Directors, serves to reinforce Management accountability. Matters requiring the Board's approval are discussed robustly with participation from each member of the Board and decisions are made collectively without any individual or select group of individuals dominating the decision-making process. Directors are required to take the necessary actions to resolve any conflict of interest they might have, including recusing themselves from meetings or discussions or abstaining from voting on matters in which they are interested or conflicted There were no alternate Directors appointed during the year.

As at the date of this report, the members of the 17LIVE Board are as follows:

Non-Executive Non-Independent Directors:
Mr. Phua Jiexian, Joseph – Board Chairman
Mr. Akio Tanaka

Independent Directors:
Mr. Tan Hup Foi
Dr. Steve Lai Mun Fook
Mr. Hideto Mizuno
Ms. Chen Xiuling

Executive Director:
Mr. Jiang Honghui – CEO

Board Independence

The NC has assessed the independence of the Board members and took into consideration the relevant provisions of the CG Code and SGX-ST Listing Rule 210(5)(d)(i) (ii) and (iv) and the individual Directors' declaration. Currently, there are no directors who have served for a continuous period of nine years on the Board.

The Board, through the NC, has assessed the independence of each of the Directors for the financial year under review. Based on the declarations of independence provided by each of the Independent Directors and taking into account the guidance under Provision 2.1 of the CG Code, Mr. Akio Tanaka was determined as non-independent as he served as 17LIVE Inc.'s director from March 2017 to November 2024 and by virtue of his substantial shareholdings in the Company.

Mr. Phua Jiexian, Joseph was initially appointed as Non-Executive Non-Independent Chairman following the Completion of the Business Combination. Following the cessation of Mr Lien Chien-Lin as the CEO on 26 January 2024, Mr. Phua Jiexian, Joseph assumed executive responsibility for the management of the Company and was redesignated as the Executive Chairman and CEO with effect from 26 January 2024. Mr. Phua Jiexian, Joseph was later redesignated as Non-Executive Non-Independent Chairman with effect from 13 August 2024 following the appointment of Mr. Jiang Honghui as Executive Director and CEO on the same date. Mr. Phua Jiexian, Joseph is determined as non-independent by virtue of his substantial shareholdings in the Company.

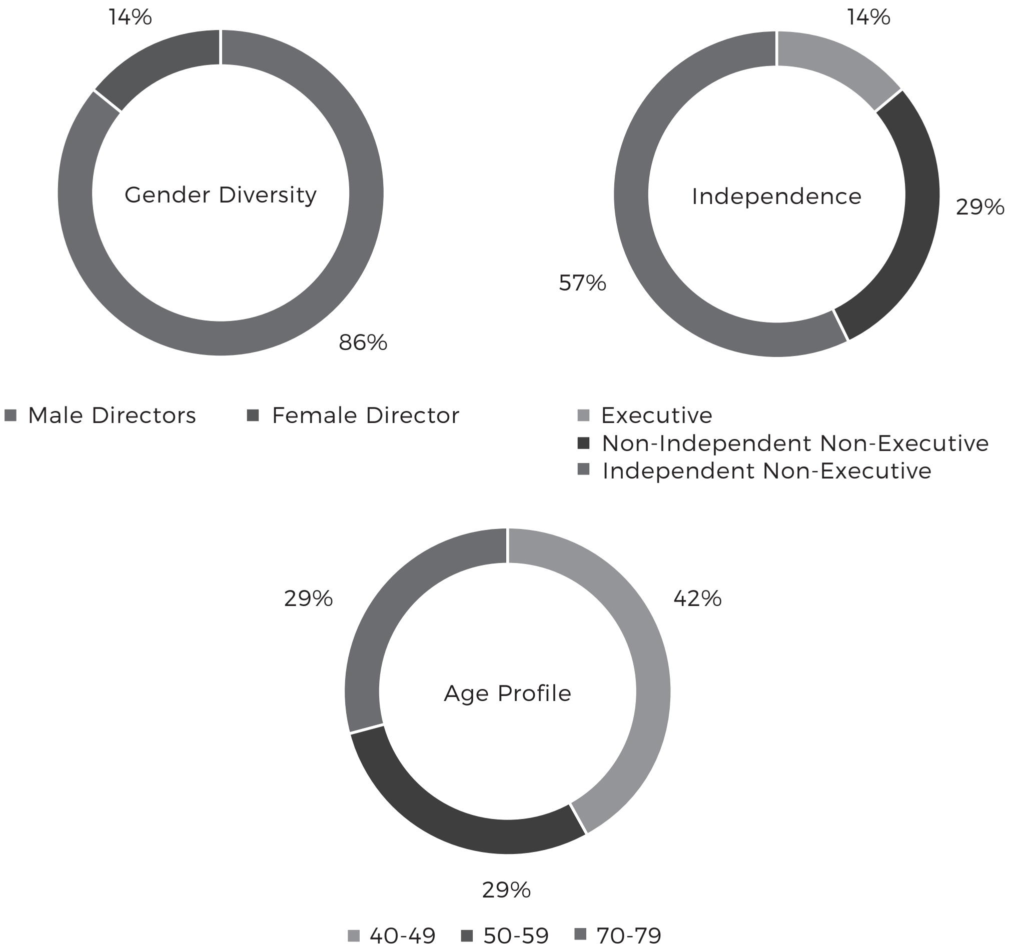
The NC has assessed the independence of Mr. Tan Hup Foi, Dr. Steve Lai Mun Fook, Mr. Hideto Mizuno and Ms. Chen Xiuling and is of the view that they do not have any relationships and are not faced with any of the circumstances identified in the CG Code and SGX-ST Listing Rule 210(5)(d)(i), (ii) and (iv) which may affect their independent judgement and accordingly, they are deemed independent. Each member of the NC and the Board has recused himself or herself from the NC's and the Board's deliberations respectively on his or her own independence.

Corporate Governance Report

In accordance with Provision 2.2 of the CG Code, the Independent Directors make up a majority of the Board as the Chairman of the Board is not independent. In addition, Mr. Tan Hup Foi was appointed as the Lead Independent Director of the Company with effect from 28 February 2024.

Board Diversity

The Board of 17LIVE has put in place a Board Diversity Policy which sets out the approach in determining the optimal composition of the Board to avoid groupthink and foster constructive debate. The Board Diversity Policy recognises that a diverse Board would be beneficial to the Company as it would allow for the harnessing of a variety of skills, industry and business experiences, gender, independence and other distinguishing qualities of members of the Board. The Company is committed to implementing the Board Diversity Policy for any future board composition changes and the Board is of the view that any new appointments would provide further diversity to core competencies and skill sets of the Board.



In reviewing the Board composition, the NC will consider whether there is adequate diversity amongst the Board members so as to achieve the objectives of the Board Diversity Policy. In this regard, the NC will consider the benefits of all aspects of diversity, including skills, experience, background, gender, age, nationality as well as other required attributes of Directors such as independence, integrity, expertise or professional qualifications.

In terms of gender diversity, the current Board comprises one female director, a 14% representation. The NC has noted the recommendation of the Council for Board Diversity ("**CBD**") for top 100 listed companies to have 25% female representation on their boards by 2025 and 30% by 2030.

The NC has taken a review of the size and composition of the Board (and Board Committees) to ensure alignment with the needs of the Group and the objectives set out in the Board Diversity Policy. The NC opined that the current Board size of seven (7) members is optimal for the Group. The NC will constantly review the Board Diversity Policy and may expand the Board size in future if it deems fit. While the NC and the Board aim to have 30% female representation by 2030, the NC will consider gender diversity in the below scenario with the current Board size of seven (7) members:

(a) If an existing female Board member resigns or retires, the replacement Board member must also be a female;

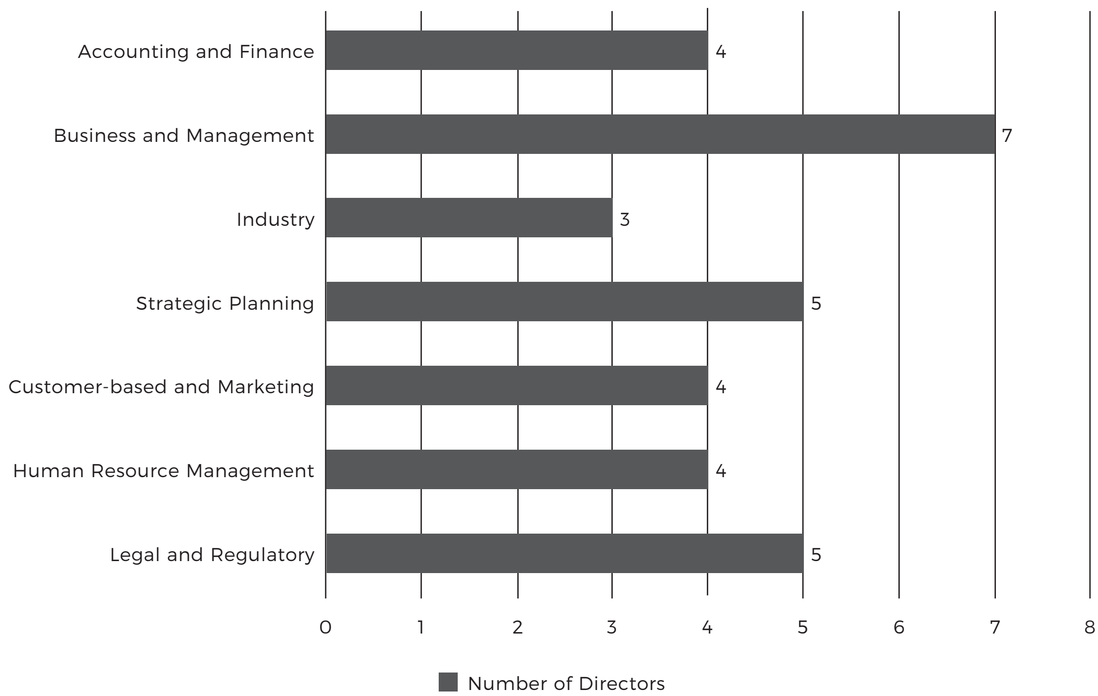
(b) Any search firm engaged to assist the Board or the NC in identifying candidates for appointment to the Board will be specifically directed to include female candidates; and

(c) When seeking to identify a new Director for appointment to the Board, the NC will request female candidates to be fielded for consideration.

Female representation on the Board be continually increased over time in line with CBD's recommendation.

A core competency matrix is used to help identify the gaps to be filled for the Board. The core competency matrix classifies the skills, knowledge and professional experience of existing Directors into several broad categories such as industry knowledge; financial markets; regulation, compliance and/or government relations; leadership; cybersecurity and technology; environmental, social and governance. The current Board comprises members with the following core competencies:

Expertise and Experience Matrix



Corporate Governance Report

The current composition of the 17LIVE Board was reconstituted upon the completion of the Business Combination. In order to maintain or enhance its balance and diversity, the Board would continue to take the following steps:

- annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and relevant to the Group's risk profile, business operations and future business strategies in order to enhance the efficacy of the Board; and

- annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understanding the range of expertise which may be lacking by the Board.

The NC would consider the results of these exercises whilst ensuring that diversity is a key criterion before putting forth its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

In review of skills and expertise, the NC and the Board agreed that in identifying new board appointment, attention placed on suitable candidates with legal and regulatory qualification and experience would enhance the skills set of the Board.

Board Guidance

The Non-Executive and Independent Directors contribute to the board process by monitoring and reviewing Management's performance. For the financial year under review, the Non-Executive and Independent Directors have constructively challenged Management's proposals and decisions and reviewed Management's performance. They have unrestricted access to Management for any information that they may require to discharge their oversight function effectively. As Non-Executive and Independent Directors constitute a majority of the Board, objectivity on such deliberations is assured.

Principle 3: Chairman and Chief Executive Officer

Mr. Phua Jiexian, Joseph was re-designated as Non-Executive Non-Independent Board Chairman on 13 August 2024 following the appointment of Mr. Jiang Honghui as Executive Director and CEO on the same date.

The Independent Directors have demonstrated a high commitment in their roles as Independent Directors and have ensured that there is a good balance of power and authority within the Board even though the role of the then Chairman and CEO was held by the same individual (i.e Mr. Phua Jiexian, Joseph) for the period from 26 January 2024 to 12 August 2024.

The Chairman, Mr. Phua Jiexian, Joseph, helps ensure that there is mentorship, unity of purpose within the Board and that the Board engages in productive discussions on strategic, business, financial and planning issues. To promote a culture of openness and debate at the Board, he ensures that adequate time is available for discussion of all agenda items, in particular, strategic issues, and also facilitates the effective contribution of all Directors. He also exercises control over the quality, quantity and timeliness of information flow between the Board and Management to encourage constructive relations within the Board and between the Board and Management, as well effective communication with shareholders.

The Executive Director and CEO, Mr. Jiang Honghui, is responsible for implementing the Group's strategies and policies, conducting the Group's business through key executive officers of the Company responsible for the day-to-day operations of the Company.

The Board has appointed Mr. Tan Hup Foi as the Lead Independent Director, who is also a member of the NC. The Lead Independent Director is available to shareholders at ac@17.media where they have concerns and for which contact with the Chairman or Management is inappropriate or inadequate.

Principle 4: Board Membership

The NC comprises Dr. Steve Lai Mun Fook as Chairman, Mr. Hideto Mizuno, Ms. Chen Xiuling and Mr. Tan Hup Foi. All four (4) members are Independent Directors. The NC met twice (2) during the financial year under review.

The NC is guided by its terms of reference which sets out its responsibilities and is in line with the CG Code. These include:

(a) making recommendations to the Board on relevant matters relating to (i) the review of board succession plans for directors, in particular, the Executive Director and CEO, and KMP; (ii) the reviewing of training and professional development programmes for the Board, the board committees and the Directors; and (iii) the appointment and re-appointment of the Directors (including alternate Directors, if applicable), including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates;

(b) reviewing and determining annually, and as and when circumstances require, if a Director is independent, in accordance with the SGX-ST Listing Manual, the CG Code and any other salient factors;

(c) reviewing the composition of the Board annually to ensure that the Board and the Board Committees (i) comprise Directors who as a group provide an appropriate balance and diversity of skills, expertise, gender and knowledge of the Group and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge; (ii) are of an appropriate size; and (iii) are of an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company;

(d) ensuring that the Directors disclose their relationships with the Company, its related corporations, the Substantial Shareholders or the officers of the Company, if any, which may affect their independence and reviewing such disclosures from the Directors and highlighting these to the Board as required;

(e) reviewing and determining whether the Director is able to and has been adequately carrying out his duties as Director, taking into consideration the Director's number of listed company board representations and other principal commitments. Where a Director has multiple board representations and principal commitments which involve a significant time commitment, providing a reasoned assessment of the ability of the Director to diligently discharge his duties;

(f) setting the objectives for achieving board diversity and reviewing the progress towards achieving these objectives;

(g) taking into consideration all factors as may be specified in the CG Code and the accompanying Practice Guidance (as each may, from time to time, be amended, modified or supplemented) in carrying out its duties;

(h) recommending to the Board performance criteria for the purpose of evaluating the Board, the Board Committees and each individual Director's performance;

(i) reviewing the Board's performance as a whole, each Board Committee's performance as a whole and also each Director's contribution and performance, taking into account his/her attendance, preparedness, participation and candour;

Corporate Governance Report

(j) identifying candidates and reviewing and approving nominations for the positions of Director or alternate Director (whether in relation to the appointment or re-appointment of such Directors), reviewing and approving the membership of the Board committees (including the AC, the RC and the NC) as well as appraising the qualifications and experience of any proposed new appointments to the Board and making recommendations to the Board on whether the appointments should be approved;

(k) reviewing and approving any new employment of any officer occupying a managerial position and above who is a relative of any Director and the proposed terms of their employment;

(l) determining and recommending to the Board the maximum number of listed company board representations which any Director may hold and disclosing this in the Group's annual report;

(m) reviewing the NC's terms of reference annually and recommending any proposed changes to the Board for approval; and

(n) assuming such other duties (if any) that may be required by law or the Listing Manual and/or the CG Code (as each may be, from time to time, amended, modified or supplemented).

Continuous Board Renewal and Succession Planning

The Board adheres to the principle of progressive renewal and seeks to ensure that its composition provides for appropriate level of independence and diversity of thought and background. When considering new appointments, the Board, through the NC, will prioritise the needs of the Group and take into account the industry and business experience, skills, expertise and background of the candidate.

When considering new appointments, the Board, through the NC, considers core competencies such as legal, accounting, business acumen, industry knowledge, executive remuneration expertise, familiarity with regulatory requirements and knowledge of risk management, audit and internal controls, while taking into account the Board Diversity Policy.

All Directors are required to submit themselves for re-election at regular intervals and at least once every three years. In recommending a Director for re-election to the Board, the NC will consider, amongst other things, the individual's competencies, commitment and contribution to the Board. After assessing the performance of the retiring Directors, the NC has recommended the re-election of Mr. Akio Tanaka and Mr. Hideto Mizuno who are due to retire pursuant to the Article 28.2 of the Company's M&AA at the forthcoming AGM. The Board has accepted these recommendations.

The NC will seek to refresh the Board membership progressively and in an orderly manner, for long-term continuity and stability, taking into account the nine-year rule as set out in the SGX-ST Listing Rule 210(5)(d)(iv).

Succession Planning of Chairman and CEO and KMP

The NC has reviewed the above, particularly identifying the suitable candidates for the key positions. Plans will be put in place to develop them for their identified next leadership role.

Nomination and Selection of Directors

The NC is responsible for identifying candidates and reviewing all nominations for the appointment and re-appointment of Directors and Board committee members. When the need for a new Director arises, either to replace a retiring Director or to enhance the Board's strength, the NC will source for new candidates with the desired competencies. External help may be engaged to source for potential candidates if considered necessary. Where required, the NC may also tap on its networking contacts to assist with identifying and shortlisting candidates. Directors and Management may also make recommendations. The NC will meet shortlisted candidates for an interview before making its recommendation to the Board for consideration and approval.

When reviewing a nomination for a proposed Board appointment, the NC will consider the following criteria:

(a) a determination of the candidate's independence;

(b) the qualifications and expertise required or expected of a new Board member taking into account the current size, structure, composition, skills and competencies of the Board;

(c) gender (bearing in mind the targets) and age diversity;

(d) whether the candidate would have adequate time to discharge his or her duties having regard to his or her other board appointments and principal commitments; and

(e) other prescribed factors under the Board Diversity Policy.

Review of Directors' Independence

The NC conducts an annual review of each Director's independence and takes into consideration the relevant provisions in the CG Code and SGX-ST Listing Rules. The NC has ascertained that, save for Mr. Phua Jiexian, Joseph, Mr. Akio Tanaka and Mr. Jiang Honghui, all Directors are considered independent according to these criteria. Directors must also immediately report any changes in their external appointments which may affect their independence.

Directors' Time Commitment

The NC believes that setting a maximum number of listed company board representations would not be meaningful as the contributions of the Directors should be best assessed through qualitative factors such as their attendance and time commitment to the affairs of the Company. The NC would continue to review from time to time the board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

Taking into account the meeting attendance records of the Directors in FY2024 as well as the contribution of each individual Director at these meetings, the NC was of the view that each Director has given sufficient time an attention to the affairs of the Company and has been able to discharge his or her duties as Director effectively. The NC is satisfied that all the Directors have been able to and had adequately carried out their duties notwithstanding their other principal commitments and multiple directorships, where applicable.

Key Information on Directors

Profiles and key information of individual Directors, including their directorships in other listed companies and principal commitments, both present and those held over the preceding three years, are disclosed under the "Board of Directors" section of this Annual Report. In addition, additional information on Directors seeking re-election is also included in this Annual Report.

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Principle 5: Board Performance

Board Evaluation

The NC undertakes a process to assess the effectiveness of the Board, its Board Committees as well as the contributions of each Director. Directors are requested to complete Board and Board Committee Evaluation Questionnaires to assess the overall effectiveness of the Board and Board Committees.

During the financial year under review, the NC has recommended to the Board the adoption of self-assessment forms at the Board, Board Committees and on individual levels on an annual basis, applying the following criteria:

- Adequacy of Board composition and processes
- Internal controls and risk management
- Access to information, accountability
- Succession planning
- Communication between Directors and Management
- Attendance at Board meeting and Board Committees' meetings
- Consideration of ESG factors
- Understanding of the respective Terms of Reference of the Board Committees
- Understanding of areas of expertise relevant to the respective Board Committees
- Each individual Director's knowledge, skills set, contribution and participation at the meetings

The performance assessment of the Board, the Board Committees and individual Director is administered by the corporate secretarial agent, Boardroom Corporate & Advisory Services Pte. Ltd.. The questionnaires were completed by each Director online. The results and data collected from the Directors are consolidated and shared with the NC Chairman by the Company Secretary, prior to the results being tabulated for review and discussion at the NC meeting. The results of the evaluation exercise are considered by the NC which then makes recommendations to the Board aimed at helping the Board and Board Committees to discharge their duties more effectively.

For FY2024, the outcomes of the performance evaluation were satisfactory and positive ratings were recorded across the evaluation criteria except for the ESG related questions. The NC attributed the low average ratings to the Company's first year of preparing its Sustainability Report. The NC noted that an external consultant has been engaged to lead Management on this aspect.

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

The RC comprises Dr. Steve Lai Mun Fook as Chairman, Mr. Tan Hup Foi and Mr. Hideto Mizuno as members, whom are all, including the Chairman, are independent. The RC of 17LIVE met five (5) times during the financial year under review.

The RC is guided by its terms of reference which sets out its responsibilities and is in line with the CG Code. These include:

(a) reviewing and recommending to the Board, in consultation with the Non-Executive Chairman of the Board, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of the Directors and KMP (i.e. other persons having authority and responsibility for planning, directing and controlling the activities of the Group);

(b) reviewing and recommending to the Board, for endorsement, the specific remuneration packages for each of the Directors and KMP;

(c) reviewing and approving the design of all share option plans, performance share plans and/or other equity based plans;

(d) considering all aspects of remuneration (including but not limited to, Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments) and termination terms, to ensure they are fair and that the level and structure of remuneration are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account strategic objectives;

(e) in the case of service contracts, reviewing the Group's obligations arising in the event of termination of the Executive Director's or KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with a view to being fair and avoiding the reward of poor performance;

(f) approving performance targets for assessing the performance of the Executive Director and Executive Officers and recommend such targets as well as employee specific remuneration packages for each of them, for endorsement by the Board;

(g) reviewing the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation and the statements in the annual report of the Company with a view to achieving clear disclosure of the same;

(h) approving the remuneration proposals with reference to the Board's corporate goals and objectives;

(i) ensuring compliance with any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the M&AA or imposed by relevant applicable legislation and regulations;

(j) reviewing the RC's terms of reference annually and recommending any proposed changes to the Board for approval; and

(k) assuming such other duties (if any) that may be required by law or the Listing Manual and/or the CG Code (as each may be, from time to time, amended, modified or supplemented).

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The RC also periodically considers and reviews remuneration packages in order to maintain their attractiveness, to retain and motivate the Directors to provide good stewardship of the Group and key executives to successfully manage the Group, and to align the level and structure of remuneration with the long-term interests and risk policies of the Group.

The RC, when required, has access to expert advice both within and outside the Company, on remuneration of directors.

At the start of 2024, the RC engaged Aon Plc. ("**Aon**") to advise on Directors and KMP's remuneration matters. Save for Aon's appointment as the consultant to advise on remuneration matters, Aon does not have any other existing relationship with the Group.

Principle 7: Level and Mix of Remuneration

Principle 8: Disclosure on Remuneration

Non-Executive Directors' Remuneration

As approved by the shareholders at the Annual General Meeting in April 2024, the Non-Executive Directors' fees for FY2024 amounted to S$473,926.

The framework for determining Non-Executive Directors' fees was based on the following rates:

(a) a single base fee of S$40,000 for serving as Non-Executive Director;

(b) additional fee of S$50,000 for serving as Non-Executive Chairman of the Board;

(c) additional fee of S$18,500 for serving as Lead Independent Director;

(d) additional fee for serving as Chairman/Member on the following Board Committees:

Type of Committee	Chairman's Fee (S$)	Member's Fee (S$)
Audit Committee	31,000	17,500
Nominating Committee	18,500	9,000
Remuneration Committee	18,500	9,000

(e) attendance fees for board and board committees meetings of S$1,750 and S$1,000 respectively for each Non-Executive Director; and

(f) attendance fees for general meeting(s) of S$1,750 for each Non-Executive Director.

The Directors' fees are paid wholly in cash. In determining the quantum of Directors' fees, factors such as frequency of meetings, effort and time spent, responsibilities of Directors and the need to pay competitive fees to retain, attract and motivate the Directors, are taken into account. The Non-Executive Directors are not overcompensated to the extent that their independence is compromised. No Director is involved in deciding his or her own remuneration.

During the year under review, the RC had discussed and recommended the adjustment of the additional fee for Non-Executive Chairman of the Board from S$25,000 to S$50,000. The adjustment was made to align the Non-Executive Non-Independent Chairman's fee with market benchmark of comparable position. The Board has accepted the RC's recommendation to adjust the Non-Executive Chairman's fee for an additional S$25,000 ("**Additional Board Chairman Fee**").

Further, there were additional unscheduled Board Committee meetings held during FY2024. The number of meetings exceeded the anticipated number of meetings for FY2024 as disclosed in the last annual report of the Company for the financial year ended 31 December 2023. There were additional two AC meetings, two RC meetings, one NC meeting and one EGM held in FY2024 (see page 53 on the Directors' Attendance Table).

The redesignation of Mr. Phua Jiexian Joseph to Non-Executive Non-Independent Chairman on 13 August 2024 also gave rise to the adjustment of the FY2024 Directors' fees. Based on the existing Directors' fees framework, Mr. Phua Jiexian Joseph in his Non-Executive Non-Independent Chairman role, is entitled to the pro-rated base fees of a Non-Executive Director, Non-Executive Board Chairman (including Additional Board Chairman fee) as well as attendance fees at meetings, which totaling S$46,070 for FY2024.

Taking into account the above, shareholders' approval will be obtained for the additional Director's Fees for FY2024 which amounted to S$58,952.

Shareholders' approval will also be obtained for the proposed Directors' Fees for the financial year ending 31 December 2025 ("**FY2025**"), which amounted to S$544,500. The FY2025 Directors' Fees is based on the assumption of one AGM, five Board meetings, five AC meetings, two RC meetings, one NC meeting. Attendance fees for the expected meetings have also been taken into account.

The following table shows the Directors' fees recommended by the Board for (i) FY2024; and (ii) FY2025, to be paid quarterly in arrears, which will be tabled for shareholders' approval at the forthcoming AGM:

Name	(A) Total Directors' Fees for FY2024 as approved at last AGM held on 26 April 2024 (S$)	(B) Additional Directors' Fees for FY2024 (S$)	Total Directors' Fees Entitled for FY2024 (A+B) (S$)	Total Directors' Fees Proposed for FY2025(4) (S$)
Phua Jiexian, Joseph(1)	6,118	39,952	46,070	100,500
Akio Tanaka(2)	54,000	–	54,000	50,500
Tan Hup Foi(2)	128,808	5,750	134,558	126,000
Steve Lai Mun Fook(2)	119,500	5,750	125,250	113,000
Hideto Mizuno(2)	77,000	3,750	80,750	71,500
Chen Xiuling(2)	88,500	3,750	92,250	83,000
Jiang Honghui(3)	–	–	–	–
Total	**473,926**	**58,952**	**532,878**	**544,500**

Total Remuneration[1] of CEO for FY2024

	Fixed Salaries and allowances* (S$)	Variable Bonus (S$)	Benefits-in-kind (S$)	Total (S$)	Share based incentive, number of RSUs granted
Jiang Honghui(3)	100%	0%**	0%	310,824	1,780,978
Phua Jiexian, Joseph(1)	100%	0%	0%	572,940	0
Lien Chien-Lin(5)	100%	0%	0%	531,545	0

1. Refers to actual paid-out in FY2024.
* Include monthly base salary, relocation and housing allowance.
** The variable bonus will be determined and pay out in FY2025.

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Notes:

(1) Director's fee to be paid for his services as Non-Executive Non-Independent Chairman from his date of appointment of 8 December 2023 to 25 January 2024. Mr. Phua Jiexian, Joseph was redesignated as the Executive Chairman and CEO on 26 January 2024. An additional fee of S$25,000 (annualised) for his Non-Executive Non-Independent Chairman role for FY2024 will be tabled for shareholders' approval at the forthcoming AGM.

(2) Directors' fees to be paid to these Directors are for their services for FY2024 and FY2025.

(3) Mr. Jiang Honghui was appointed as Director and CEO of the Company with effect from 13 August 2024. The CEO's compensation is set pursuant to a service agreement with the Company.

(4) The calculation for FY2025 Directors' Fees is based on the assumption of one AGM, five Board meetings, five AC meetings, two RC meetings, one NC meeting. Attendance fees for the expected meetings have also been taken into account.

(5) Mr. Lien Chien-Lin resigned as Executive Director and CEO with effect from 26 January 2024.

In setting remuneration packages, the RC takes into consideration the prevailing market conditions as well as the relevant comparative remuneration and employment conditions within the industry. The remuneration packages for the CEO and KMP consist of both fixed and variable components.

Fixed Components

The fixed components comprise the base salary and fixed allowances.

Variable Component:

The variable component in the form of bonus is determined based on the performance of the individual employee and the Group's performance in the relevant financial year. This is to align their interests with those of the shareholders and link rewards to corporate and individual performance. For the purpose of assessing the performance of the KMP (including C-level grade staff), key performance indicators comprising both quantitative and qualitative factors are set out at the beginning of each year and reviewed at the end of the financial year.

The evaluation criteria is based as follows:

- Quantitative metrics based on 17LIVE's performance metrics
- Qualitative metrics based on 17LIVE's core values focusing on Goals, Break the Norm and Respect.

Performance evaluation is done holistically taking into account 17LIVE's performance, team and individual's achievements.

The variable component for KMP in respect of FY2024 performance will be delivered in the form of restricted stock units ("**RSUs**") equivalent to two (2) times the calculated bonus amount. The RSU granted as bonuses will vest over four (4) years whereby 25% will vest on the grant date (by end March after the financial year) with the remaining 75% vesting over four (4) years with no cliff.

For the CEO, he has entered into a service agreement with the Company and his incentive scheme is tied to achieving the performance targets of the Group. The performance targets are determined by the RC and are set at realistic yet stretched levels each year to motivate performance with quantifiable targets. The CEO also has share based incentive which further aligns his interest with shareholders. The CEO's variable bonus for FY2024 will be determined and paid out in FY2025.

The Company does not have any contractual provisions which allow it to reclaim incentive components of remuneration from KMP as such provisions may have a negative impact on attracting and retaining talent in the Company.

<u>Executive Incentive Scheme ("EIS") and Employee Share Option Plan ("ESOP"):</u>

The Company has in place the Executive Incentive Scheme ("**17LIVE EIS**") and Employee Share Option Plan ("**17LIVE ESOP**"), details of which are disclosed in the Directors' Statement. The 17LIVE EIS and 17LIVE ESOP are administrated by the RC.

The purpose of 17LIVE EIS is to incentivise the key executives to achieve certain key performance targets by providing them with an opportunity to participate in the equity of the Group, which the Company believes that it will be a better incentive than pure cash bonuses. The 17LIVE EIS also serves to give recognition to their contributions and services.

The purpose of adopting the 17LIVE ESOP was to provide the Company's employees and Directors of the Company with an opportunity to participate in the equity of the Group and to provide the Group with a means to reward, retain and motivate the participants, whose services are vital to the well-being and success of the Group. 17LIVE ESOP allows awards of options, stock appreciation rights, restricted shares, RSUs, other share-based award and cash awards to be granted to the participants under the 17LIVE ESOP. As at the date of this report, the Company has only granted Awards of RSUs under the 17LIVE ESOP.

During the financial year under review, there were share awards granted as RSUs under the 17LIVE ESOP and the 17LIVE EIS. Please refer to the details in the Directors' Statement. RSUs were granted to the KMPs as part of their bonus in lieu of cash for FY2024.

The following table shows the remuneration of the top three KMPs (who are not Directors or CEO of 17LIVE) in respect of FY2024:

	Fixed Salary	**Variable Cash Bonus**	**Share based incentive, number of *RSUs entitled**	**Remuneration Band (S$)**
Executive A	**100%**	N/A	151,500	250,000-500,000
Executive B	**100%**	N/A	134,500	250,000-500,000
Executive C	**100%**	N/A	188,600	Under 250,000

* The RSU to be granted (by end March after the financial year end) as bonuses will vest over four (4) years whereby 25% will vest on the grant date (by end March after the financial year) with the remaining 75% vesting over four (4) years with no cliff. The number of RSUs entitled includes those to be granted as part of bonuses, salary adjustments, and top-up grants.

The total remuneration of the top three KMP (who are not Directors or CEO of the Company) paid in respect of FY2024 amounted to S$913,233.

The Company believes that it may not be in the best interest of the Company to disclose the remuneration of KMP on an individually named basis as recommended by the CG Code, as such disclosure may affect its ability to motivate, retain and nurture employees. The Company would like to elaborate on the reasons for not disclosing the names of the individual KMP as follows:

(a) Given the competitive business environment which the Group operates in, the Company faces significant competition for talent in this industry and it had not disclosed the names of the KMP in order to minimise potential staff movement and undue disruptions to its senior management team and business operations, which would not be in the best interests of shareholders.

(b) It is imperative for the Company to ensure the stability and continuity of its business led by a competent and experienced senior management team and disclosure of the remuneration of KMP on an individually named basis would make it difficult to retain and attract talented management staff on a long term basis.

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Other than this, the Company has complied with the rest of the disclosure requirements under Provision 8.1 of the CG Code.

An amount of S$480,944 severance payment was made to Mr. Lien Chien-Lin when he resigned as Executive Director and CEO of the Company.

The RC was satisfied that the service contracts with the key executives do not contain termination clauses that are overly generous.

Remuneration of Employees who are Immediate Family Members of a Director, CEO or Substantial Shareholder

The Company does not have any employees who is an immediate family member of a Director, CEO or substantial shareholder and whose remuneration exceeded S$100,000 during the financial year.

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

The Board adopts the principle that a sound system of internal controls and risk management is necessary to safeguard shareholders' interests.

The AC assists the Board in overseeing the risk governance of the Group to ensure that there is a sound system of risk management and internal controls to manage risks in a way that is aligned with the Group's risk tolerance. The Company has established an Enterprise Risk Management ("**ERM**") framework to ensure adequate and effective management of risks and facilitate the Board's assessment on the adequacy and effectiveness of the Group's risk management system. The framework sets out governing policies, processes and systems pertaining to each of the key risk areas to which the Group are exposed. The framework also facilitates the assessment by the Board in the effectiveness of the Group in managing each of the key risks. The Board, through the AC's reviews, monitors the adequacy of the Company's internal controls including financial, operational, compliance and information technology controls and risk management policies and systems established by Management.

As part of the ERM, there is an internal committee known as the Risk & Compliance Committee ("**RCC**") which oversees the risks evaluation and identification of the Group. The RCC comprises the Chief Technology Officer as Chairman of the RCC and core members from Legal, Intellectual Property, Customer Success, Internal Audit, Japan Product Operations and Human Resources. The RCC meets quarterly to review the risk matrix and invitation will be extended to other Division Heads when required. The RCC evaluates the top risks and puts in place the mitigating measures.

The internal auditor also conducts independent reviews of the adequacy and effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls and risk management, at least annually and reports these findings to the AC. The AC also reviews the effectiveness of the actions taken by Management on the recommendations made by the internal auditor in this respect. During the financial year, the external auditors have also performed a review of the internal financial systems and operating controls for the financial statements attestation purpose. Such reviews had been reported to the AC.

The Company has appointed PricewaterhouseCoopers Risk Services Pte. Ltd. to perform internal controls audit on an annual basis until the AC is satisfied that the Company's internal controls are robust and effective enough to mitigate the Company's internal control weaknesses. The AC has reviewed the audit plan and the audit report on the findings subsequent to financial year end.

Such internal controls audit may be initiated by the AC as and when it deems fit to satisfy itself that the Company's internal controls remain robust and effective.

In the course of the annual audit, the Company's external auditors, Ernst & Young LLP ("**EY**"), will highlight any material internal control weaknesses which have come to their attention in the course of carrying out their audit procedures, which are designed primarily to enable them to express their opinion on the financial statements. Such material internal control weaknesses noted during their audit, and recommendations, if any, by the external auditors are reported to the AC.

The Board has received assurance from the CEO and CFO that the financial records have been properly maintained and the financial statements for FY2024 give a true and fair view of the Company's operating results and financial position.

The Board has also received assurance from the CEO and other KMP that the risk management system and internal controls (including operational, financial, compliance and information technology controls) of the Company were adequate and effective for FY2024.

Based on the internal controls established and maintained by the Company, work performed by the internal and external auditors and reviews performed by Management, as well as the assurances set out above, the Board, with the concurrence of the AC, is of the view that the Company's system of risk management and internal controls (including financial operational, compliance and information technology controls) were adequate and effective for the year ended 31 December 2024 to address risks which the Company considers relevant and material.

The system of risk management and internal controls provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of risk management and internal controls could provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud or other irregularities. The process of reviewing and strengthening the Company's control environment is an evolving process. When controls should be enhanced, the Board and Management will take action to rectify and strengthen the internal controls and risk management systems. The Board and Management will continue to devote resources and expertise towards improving its internal policies and procedures to maintain a high level of governance and internal controls.

Principle 10: Audit Committee

The AC comprises Mr. Tan Hup Foi as Chairman, Dr. Steve Lai Mun Fook and Ms. Chen Xiuling as members, whom are all including the Chairman, are independent. The AC met eight (8) times during the financial year under review.

The majority of the AC, including the Chairman, has accounting or related financial management expertise or experience. The Board is of the view that the members of the AC are appropriately qualified to discharge their responsibilities. None of the AC members were previous partners or directors of the Company's external auditor, EY within the last two years or hold any financial interest in the external auditor.

The AC is guided by its terms of reference which sets out its responsibilities and is in line with the CG Code. These include:

(a) assisting the Board in discharging its statutory responsibilities on finance and accounting matters;

Corporate Governance Report

(b) reviewing significant financial reporting issues and judgments to ensure the integrity of the financial statements and any formal announcements relating to financial performance;

(c) reviewing the scope and results of the external audit and its cost effectiveness, and the independence and objectivity of the external auditor;

(d) reviewing the external auditor's audit plan and audit report, and the external auditor's evaluation of the system of internal accounting controls as well as monitoring and reviewing the Group's implementation of any recommendations to address any internal control weaknesses highlighted by the external auditor;

(e) reviewing the key financial risk areas, including overseeing the implementation of the transfer pricing policy;

(f) reviewing the risk management structure and any oversight of the risk management process and activities to mitigate and manage risk at acceptable levels determined by the Board;

(g) reviewing and reporting to the Board the suitability of the auditing firms appointed for the significant foreign-incorporated subsidiaries and associated companies (if any) of the Group;

(h) reviewing and reporting to the Board at least annually (i) the adequacy and effectiveness of the risk management and internal controls systems of the Group, including financial, operational, compliance and information technology controls; and (ii) the implementation of risk management plans in relation to the foregoing;

(i) reviewing the statements to be included in the annual report concerning the adequacy and effectiveness of the risk management and internal controls systems of the Group, including financial, operational, compliance and information technology controls, with a view to achieving clear disclosure of the same and including any material issues arising from the internal auditor's review of our internal control policies and procedures and how these material issues have been addressed with the implementation of mitigating measures;

(j) reviewing regulatory compliance matters, at least on a half-yearly basis, with a view to ensuring that adequate rectification measures are taken for past breaches as well as new initiatives implemented to mitigate and reduce the risks of future breaches;

(k) reviewing any Interested Person Transactions (including transactions under any general mandate approved by Shareholders pursuant to Chapter 9 of the Listing Manual) and monitoring the procedures established to regulate Interested Person Transactions, including ensuring compliance with the Group's internal control system and the relevant provisions of the Listing Manual, as well as all conflicts of interests to ensure that proper measures to mitigate such conflicts of interests have been put in place;

(l) ensuring that the internal audit function is adequately resourced and has appropriate standing within the Group;

(m) commissioning an independent audit on internal controls and risk management systems for the AC's assurance where necessary or where the AC is not satisfied with the systems of internal controls or risk management of the Group;

(n) commissioning and reviewing the findings of internal investigations into matters where there is any suspected fraud or irregularity, failure of internal controls or infringement of any law, rule or regulation which has, or is likely to have, a material impact on the Company's operating results and/or financial position and ensuring that appropriate follow-up actions are taken;

(o) monitoring and reviewing the implementation of any recommendations by the Group to satisfactorily address any internal control weaknesses highlighted by the external auditor and/or internal auditor;

(p) monitoring and reviewing the rectification of the outstanding internal control weaknesses, including assessing the effectiveness of the measures implemented to rectify the internal control weaknesses which have been resolved prior to Completion Date of the Business Combination;

(q) reviewing the scope and results of the internal audit procedures, and at least annually, the adequacy and effectiveness of the internal audit function of the Group;

(r) approving the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting/auditing firm or corporation to which the internal audit function is outsourced (if any);

(s) appraising and reporting to the Board on the audits undertaken by the external auditors and internal auditors and the adequacy of disclosure of information;

(t) making recommendations to the Board on the proposals to Shareholders on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;

(u) reviewing the adequacy and effectiveness, independence, scope and results of the external audit and internal audit function;

(v) reviewing the adequacy of and approving procedures put in place related to any hedging policies to be adopted by the Group;

(w) ensuring that the Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns;

(x) assessing the performance of the CFO, financial director and/or the financial controller (as the case may be), for the relevant period, on an annual basis to determine his or her suitability for the position;

(y) meeting with the external auditor, and with the internal auditor, in each case without the presence of Management, at least annually and reviewing the co-operation extended to the internal auditor and the external auditor;

(z) approving the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation to which the internal audit function is outsourced (if any);

(aa) reviewing the nature, extent and costs of non-audit services performed by the external auditor, to ensure their independence and objectivity;

(bb) undertaking such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(cc) taking into consideration all factors as may be specified in the CG Code and the accompanying Practice Guidance (as each may, from time to time, be amended, modified or supplemented) in carrying out all its duties;

(dd) reviewing the half-yearly and full-yearly financial statements before submitting the same to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Mainboard Rules and any other relevant statutory or regulatory requirements;

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(ee) reviewing the assurance from the CEO and the CFO on the financial records and financial statements of the Group;

(ff) reviewing the risk profile of the Group and the appropriate steps to be taken to mitigate and manage risks at acceptable levels determined by the Board;

(gg) reviewing the adequacy and effectiveness of the Group's risk management function, ensuring that a clear reporting structure is in place between the AC and the internal auditors, and reviewing the adequacy, effectiveness, independence, scope and results of the internal audit function and procedures and the Management's response and follow-up actions;

(hh) reviewing any actual or potential conflicts of interest, including those referred to the AC or which may involve the Directors as disclosed by them to the Board and which may affect the exercise of their fiduciary duties;

(ii) reviewing transactions falling within the scope of Chapter 10 of the Mainboard Rules, if any;

(jj) periodically reviewing the Group's intellectual property protection policies to ensure that the policies and/or procedures are complied with, and are adequate and effective for the Group's operations;

(kk) reviewing and establishing procedures for receipt, retention and treatment of complaints received in relation to the Group, including criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that may negatively impact the Group and ensuring that arrangements are in place for independent investigations of such matters and for appropriate follow-up actions to be taken;

(ll) reviewing the AC's terms of reference annually and recommending any proposed changes to the Board for approval; and

(mm) undertaking generally such other functions and duties as may be required by law or the Mainboard Rules, including any amendments made thereto from time to time.

Apart from the duties listed above, the AC will ensure that arrangements are in place for employees and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters for appropriate follow-up action. The AC will also commission and review the findings of internal investigations into such matters or matters where there is any suspected fraud or irregularity, or failure of internal controls, or infringement of any law, rule or regulation which has or is likely to have a material impact on the Group's operating results and financial position.

During the financial year, the AC has carried out most of the above duties as provided in their terms of reference.

Each member of the AC shall abstain from voting on any resolution in respect of matters in which he or she is interested.

The AC keeps abreast of the changes to accounting standards and issues that may have a direct impact on the financial statements by referring to the best practices and guidance in the Guidebook for Audit Committee in Singapore and the reports issued from time to time in relation to the Financial Reporting Surveillance Programme administered by the Accounting and Corporate Regulatory Authority. During the year under review, the AC was also briefed on the changes in accounting standards that would impact the Group's financial statements by the external auditors at the Audit Committee meetings.

In the review of the financial statements, the AC has considered and reviewed the significant financial reporting issues and judgements relating to financial statements. The following key audit matter impacting the financial statements were discussed with Management and the external auditor and were reviewed by the AC:

Key audit matter	How the AC reviewed this matter and what decision was made
Impairment assessment of goodwill	EY reviewed the issue and concurred with Management's view that there was no impairment of goodwill, which AC found satisfactory.

Following the review, the AC recommended to the Board to approve the financial statements for FY2024.

The AC has full access to and co-operation of Management. The AC also has full discretion to invite any Director or executive officer to attend its meetings and has been given adequate resources to discharge its functions. During the year, the AC met with the external and internal auditors without the presence of Management.

In line with the SGX-ST Listing Rule 1207(6), the AC has undertaken a review of the nature and extent of all non-audit services provided by the external auditors during the financial year and is satisfied that such services have not, in the AC's opinion, compromised the independence of the external auditors. It was noted that the fees for non-audit services did not exceed 50% of the aggregate amount of audit fees paid/payable to EY in 2024. The aggregate amount and breakdown of the audit and non-audit fees paid/payable to the external auditors is as follows:

Audit Services (US$'000)	Non-Audit Services (US$'000)
725	20

In reviewing the performance of the external auditors and formulating its recommendation on the re-appointment of EY for FY2025, the AC had considered the overall adequacy and quality of the firm's resources, the experience and expertise of the audit partners and other senior members of the engagement team, and the efficiency and effectiveness of the engagement team in carrying out its work. The AC had also considered the quality of audit services rendered, scope of audit plan and audit findings presented during the year, as well as the information provided by EY under the Audit Quality Indicators Disclosure Framework. On this basis, the AC recommended the re-appointment of EY at the upcoming AGM.

The Company is in compliance with SGX-ST Listing Manual Rule 712 on the appointment of the same auditing firm in Singapore to audit its accounts and Rule 715(2) of the SGX-ST Listing on the appointment of a suitable auditing firm for its significant foreign incorporated subsidiaries. The Company does not have any Singapore incorporated subsidiaries or associated companies.

Whistle-Blowing Policy

The Company has put in place a whistle-blowing policy endorsed by the AC, which provides for a mechanism by which employees and any other external parties of the Company may, in confidence, raise concerns about possible unethical conduct and improprieties in financial reporting or other matters. The objective of this policy is to encourage the reporting of such matters in good faith, with the confidence that employees and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal. All information received is treated with confidentiality and anonymous reporting is accepted for protecting the identity and interest of all whistle-blowers. The AC is responsible for the oversight and monitoring of the whistle-blowing policy and ensuring that it is properly administered with the assistance of the Head of Internal Audit (the "**Reporting Officer**").

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The Company does not tolerate nor condone any actions taken against any employee or other person in retaliation for raising a compliance or integrity issue, and may institute disciplinary action against any party found to have taken such retaliatory action against whistle-blowers.

All whistle-blowing reports are received by the (i) Reporting Officer; and (ii) AC Chairman, on behalf of the AC. The Reporting Officer would consult the AC Chairman on appropriate investigative(s) action to be taken upon the receipt of a complaint. The AC shall, through the Reporting Officer, maintain or cause to maintain a complaints register for the purposes of recording all complaints received, the date of such complaint and nature of such complaint.

The AC ensures that independent investigations and appropriate follow-up actions are carried out, where applicable. Details of the Group's whistle-blowing policy, including the different modes of reporting via post and email address, have been disseminated and made available to all employees.

Internal Audit

The Company has established an in-house Internal Audit ("**IA**") function that is independent of the activities that it audits. The Head of IA reports directly to the AC and administratively to the CEO. The Head of IA has more than 20 years of working experience in internal audit, internal controls, risk management, accounting and finance.

The IA function adopts the International Standards for the Professional Practice of Internal Auditing (the IIA Standards) issued by the Institute of Internal Auditors.

To ensure that audits are performed effectively, the Company employs suitably qualified professional staff with the relevant experience. The AC is satisfied that the in-house IA function is adequately resourced and has the appropriate standing within the Company. On an annual basis, the AC has also reviewed and is satisfied with the adequacy and effectiveness of the IA function and that the IA function has maintained its independence from the activities that they audit.

The IA function adopts a risk-based approach in formulating the annual audit plan which aligns its activities to the key risks across the Group's business. The reviews performed by the internal auditors are aimed at assisting the Board in evaluating the adequacy and effectiveness of risk management, internal controls and governance processes.

The IA function would submit a report to the AC on its findings and actions to be taken by Management. Key findings would also be highlighted at AC meetings for discussion and follow-up actions. The AC monitors the timely and proper implementation of the required corrective, preventive or improvement measures to be undertaken by Management.

The IA function has unrestricted access to the AC as well as the documents, records, properties and personnel of the Company and the Group, where relevant to their work. The IA reports functionally to the AC and administratively to Management. The AC also reviews and approves the annual internal audit plans and resources prepared by the IA to ensure that there are adequate resources to perform the IA functions. The AC approves the hiring, removal and evaluation of the Head of IA.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

Principle 12: Engagement with Shareholders

Principle 13: Engagement with Stakeholders

Disclosure of Information on a Timely Basis

The Company is committed to treat all shareholders fairly and equitably, through open and non-discriminatory communication. The Company keeps its shareholders adequately informed of the changes in its business performance and prospects which may materially affect the price or value of the Company's shares.

The Company ensures that all material and price sensitive information which may affect the price or value of the Company's shares is disseminated to the public on a comprehensive, accurate and timely basis via SGXNet and not selectively disclosed.

The Company also announces its financial statements on a half year and full year basis in compliance with Rule 705 of the SGX-ST Listing Manual.

The Board provides shareholders with a comprehensive and balanced assessment of the Company's performance, position and prospects on a half year and full year basis when it releases its results through the SGXNet and the Company's website.

Financial results for the first half of the year are released no later than 45 days from the end of the period. Full year financial results are released within 60 days from the financial year-end.

Other price-sensitive information is disseminated to shareholders through announcements via SGXNet, press releases and the Company's website, whenever necessary.

The Company also observes obligations of continuing disclosure under the SGX-ST Listing Manual. The Company has received signed undertakings from all its Directors and Executive Officer pursuant to Rule 720(1) of the SGX-ST Listing Manual.

Conduct of General Meetings

General meetings will be convened at least once a year. Shareholders are given the opportunity to submit questions and concerns to the Directors, Management and external auditors in advance of the general meetings. The Company will address all substantial and relevant questions received from shareholders prior to the general meetings via SGXNet and on the Company's website or during the general meetings.

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In accordance with the Company's M&AA, unless CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP's proxies, each of the Depositors who are individuals and whose names are shown in the records of CDP, as at a time not earlier than 48 hours prior to the time of the relevant general meeting, supplied by CDP to the Company. Therefore, Depositors who are individuals can attend and vote at the general meetings of the Company without the lodgement of any proxy form. Depositors who cannot attend a meeting personally may enable their nominees to attend as CDP's proxies by completing and returning appropriate proxy forms. Depositors who are not individuals can only be represented at a general meeting of the Company if their nominees are appointed by CDP as CDP's proxies. Proxy forms appointing nominees of Depositors as proxies of CDP would need to be executed by CDP as member and must be deposited at the place and within the time frame specified by the Company to enable the nominees to attend and vote at the relevant general meeting of the Company.

To foster deeper engagement with shareholders, the CEO presents an overview of the key strategies of the Group and other related matters at the start of general meetings. This enables shareholders to develop more informed views or matters affecting the Group. The presentation materials will be made available to shareholders on the SGXNet and the Company's website. Shareholders are given the opportunity to raise questions at the meetings. Shareholders are also informed of the voting procedures in advance.

To safeguard shareholders' interests and rights, each distinct issue is proposed as a separate resolution at the general meetings unless the issues are interdependent and linked, in which case, Management shall explain the reason and material implications of such bundling of issues in the notice of general meetings.

All votes on the resolutions tabled at the general meetings will be voted by proxy on a one share, one vote basis. All resolutions tabled at the general meetings will be voted by poll and counted based on the proxy forms that were submitted to the Company at least 48 hours before the general meetings, either by post or via email. An independent scrutineer firm is also appointed to validate the votes for each general meeting. The results of all votes for and against each resolution are tallied and instantaneously displayed at the meeting. The voting results will be announced via SGXNet following each general meeting.

Absentia Voting

Voting in absentia by email, mail or fax is not implemented currently, which constitutes a variation from Provision 11.4 of the CG Code. Having considered that the shareholders who are unable to attend in person may vote by proxy, or in the case of a corporation, by a representative, the Company has decided, for the time being, to refrain from implementing in absentia voting until security, integrity and other pertinent issues are satisfactorily resolved.

The Company Secretary prepares minutes of general meetings which include the Company's responses to the questions received from shareholders. These minutes are made available to shareholders via SGXNet and on the Company's website, within one month from the date of the meetings.

Stakeholders Engagement

The Company has a dedicated Investor Relations ("**IR**") team which focuses on maintaining frequent interactions with the investment community in the form of meetings, investor roadshows, conference calls and results briefings. During the financial year under review, the IR team engaged more than 200 Singapore and foreign investors via conference calls, meetings and/or webinars.

In addition, the IR team attends to queries or concerns from the investment community in a timely manner. Feedback and views received from them are also conveyed to Management by the IR team. The IR team is contactable at Investor@17.live.

Apart from the SGXNet, the investment community can also access announcements, half-yearly financial reports, annual reports, investor presentations, operational and financial updates and other corporate information on the dedicated Investor Relations section of the Company's website at https://about.17.live/investor-relations/. Our announcements are also disseminated by electronic mail to our subscribers in the form of news alerts, allowing investors to keep abreast of our latest performance and developments.

Sustainability

Pursuant to Paragraph 6.3 of Practice Note 7.6 of the SGX-ST Listing Manual, the Company may issue its sustainability report within 12 months from the Completion of the Business Combination.

The Company's first sustainability report for FY2024 is published together with this Annual Report. Please refer to pages 34 of this Annual Report.

Dividend Policy

The Company does not have a fixed dividend policy.

No dividends have been paid to shareholders to date. The Company is currently a growth company in the technological space. Whilst the Group constantly optimises and pushes its margins, the Group advocates utilisation of capital towards reinvestment and potentially in the future, the Group may consider a dividend policy.

ADDITIONAL INFORMATION

Dealing in Securities

The Company has adopted and issued an internal compliance code on securities transactions, which provides guidance and internal regulations pertaining to dealings in the Company's securities by the Company, its Directors and officers.

According to the Company's internal compliance code, the Company, its Directors and officers of the Company are prohibited from dealing in the Company's securities during the "closed period", which is defined as follows:

- the period commencing two weeks before the announcement of the Company's financial and business updates for the first and third quarters of its financial year; and

- the period commencing one month before the announcement of the Company's financial statements for its half year and full financial year.

Directors and officers are also advised to adhere to the following at all times:

(a) observe insider trading laws and not to deal in the Company's securities while in possession of any unpublished material price-sensitive information; and

(b) not to deal in the Company's securities on short-term considerations.

In addition, Directors are required to report to the Company Secretary within two business days whenever they deal in the Company's securities and the latter will make the necessary announcements in accordance with the requirements of the SGX-ST Listing Manual.

The Company has complied with its internal guidelines in relation to dealings in the Company's securities in FY2024.

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Interested Person Transactions

All transactions with interested persons were monitored closely and reported in a timely manner to the AC for its review.

The Group does not have any general mandate from shareholders of the Company for Interested Person Transactions.

Below is the aggregate value of transactions (not conducted under shareholders' mandate) for the financial year under review:

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)
Vertex Venture Management Pte Ltd Consultant secondment	Associate of the Controlling Shareholder	S$175,000	Not applicable

Material Contracts

Save as disclosed in the Annual Report, there are no other material contracts entered into by the Company involving the interests of the CEO, any Director or controlling shareholder, which are either subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year ended 31 December 2023.

Update on Utilisation of Proceeds

The Company refers to the proceeds raised by the Company from its initial public offering and PIPE financing pursuant to the business combination (including any interests and income derived from such proceeds in the Company's escrow account).

The below is an update of the Utilisation of Proceeds as of 31 December 2024:

The Company had paid an aggregate of approximately S$8,198,000 mainly for fees incurred by the Company arising from the Business Combination and general working capital expenses. Also, in April 2024, the Company had made a short term investment of S$450,000 in mm2 Asia Limited's movie project.

In July 2024, the Company utilised its proceeds to acquire 100% of the outstanding shares of N Craft Co., Ltd, a production company dedicated to developing and managing virtual talents, creating engaging content that connects with fans through live performances and interactive experiences, for a consideration of S$294,000. Further, in November 2024, the Company utilised its proceeds to acquire 78% of the outstanding shares of mikai Inc., a leading Japanese entertainment startup company that owns Re:AcT, a prominent VTuber production company, for a consideration of S$1,735,000.

The Company intends to utilise the remaining proceeds of approximately S$77,856,000 (equivalent to US$57,302,000) for general working capital expenses and for such other uses as disclosed in the shareholders' circular of VTAC dated 9 November 2023.

Additional Information on Directors seeking re-election

The following additional information on Mr. Akio Tanaka and Mr. Hideto Mizuno, all of whom are seeking re-election as Directors at the forthcoming Annual General Meeting, is to be read in conjunction with their respective profiles in the FY2024 Annual Report:

	Akio Tanaka	**Hideto Mizuno**
Date of Appointment	7 December 2023	7 December 2023
Date of last re-appointment (if applicable)	Not applicable	Not applicable
Age	55	52
Country of principal residence	Taiwan	Japan
The Board's comments on this re-appointment	The Board has considered the Nominating Committee's recommendation and assessment of Mr. Tanaka's expertise, experience, skillset and his commitment in discharging his duties as a Non-Executive Non-Independent Director and is satisfied that he will continue to contribute relevant knowledge, skills and experience to the Board.	The Board has considered the Nominating Committee's recommendation and assessment of Mr. Mizuno's expertise, experience, skillset, independence and his commitment in discharging his duties as an Independent Director and a member of the Nominating Committee and is satisfied that he will continue to contribute relevant knowledge, skills and experience to the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Non-Independent Director	Independent Director and a member of the Nominating and Remuneration Committees
Professional qualifications	Please refer to Mr. Tanaka's profile in the "Board of Directors" section in this Annual Report	Please refer to Mr. Mizuno's profile in the "Board of Directors" section in this Annual Report
Working experience and occupation(s) during the past 10 years	Please refer to Mr. Tanaka's profile in the "Board of Directors" section in this Annual Report	Please refer to Mr. Mizuno's profile in the "Board of Directors" section in this Annual Report
Shareholding interest in the listed issuer and its subsidiaries	19,453,132 ordinary shares in the Company	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	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

Additional Information on Directors seeking re-election

	Akio Tanaka	**Hideto Mizuno**
Other **Principal Commitments Including** Directorships Past (for the last 5 years) Present	Please refer to Mr. Tanaka's profile in the "Board of Directors" section in this Annual Report	Please refer to Mr. Mizuno's profile in the "Board of Directors" section in this Annual Report

* "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.	
(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?
(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?
(c)	Whether there is any unsatisfied judgment against him?
(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?
(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?
(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?
(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?
(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?
(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?

(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (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?

Mr. Akio Tanaka and Mr. Hideto Mizuno have individually given a negative confirmation disclosure on each of the above items (a) to (k).

Directors' Statement

The Directors hereby present their statement to the members together with the audited consolidated financial statements of 17LIVE Group Limited (the "Company") and its subsidiary companies (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2024.

Opinion of the Directors

In the opinion of the Directors,

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

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

Directors

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

Phua Jiexian, Joseph
Jiang Honghui (Appointed on 13 August 2024)
Akio Tanaka
Tan Hup Foi
Steve Lai Mun Fook
Hideto Mizuno
Chen Xiuling

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' interests in shares and debentures

The following Directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings kept by the Company, an interest in shares of the Company as stated below:

	Direct interest		Deemed interest	
Name of Director	**At beginning of the financial year or date of appointment, if later**	**At end of the financial year**	**At beginning of the financial year or date of appointment, if later**	**At end of the financial year**
Ordinary shares of the Company				
Phua Jiexian, Joseph	–	30,000	16,055,627[1]	16,055,627[1]
Akio Tanaka	–	–	19,453,132[2]	19,453,132[2]

Directors' interests in shares and debentures (continued)

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2025.

Notes:

(1) Phua Jiexian, Joseph holds 100% shareholding in Dragon Alexander Limited. Accordingly, he is deemed to be interested in the shares of the Company held by Dragon Alexander Limited by virtue of Section 4 of the Securities and Futures Act 2001 of Singapore.

(2) Akio Tanaka holds 100% shareholding in Growth Tree Ltd, which holds 100% shareholding in Infinity e ventures Asia III (GP), Ltd.

Infinity e ventures Asia III (GP), Ltd. is the general partner of Infinity e Ventures Asia III L.P. and has the authority to exercise control of the disposal over the shares held by Infinity e Ventures Asia III L.P. pursuant to the limited partnership agreement.

Accordingly, Akio Tanaka is deemed to be interested in the shares of the Company held by Infinity e Ventures Asia III L.P. by virtue of Section 4 of the Securities and Futures Act 2001 of Singapore.

Except as disclosed in this report, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Share options

The Company has in place an Employee Share Option Plan and an Executive Incentive Scheme (collectively known as the "Schemes"). The two Schemes are administered by the Remuneration Committee ("RC"), comprising Messrs Steve Lai Mun Fook, Tan Hup Foi and Hideto Mizuno. Salient details of the ESOP and EIS are as follows:

(a) Employee Share Option Plan

(i) The Employee Share Option Plan ("17LIVE ESOP") was approved by shareholders on 1 December 2023 and was effective on 8 December 2023. At the Extraordinary General Meeting held on 28 November 2024, shareholders approved the below main amendments to the Rules of the 17LIVE ESOP:

(a) to increase the total number of Shares authorised to be issued pursuant to Awards[3] from 2,114,891 Shares to 7,314,891 Shares; and

(b) to allow all Unvested Shares (whether pursuant to Awards of Restricted Stock Units ("RSUs") or Awards of Options, Stock Appreciation Rights ("SARs"), Restricted Shares, share-based awards or cash awards) to vest in the relevant Participants in accordance with the Rules of the Amended 17LIVE ESOP in the event of a take-over offer being made for the Shares or a winding-up of the Company.

While the Rules of the 17LIVE ESOP allow awards of options, SARs, restricted shares, RSUs, other share-based awards and cash awards to be granted to Participants under the 17LIVE ESOP, as at the date of this statement, the Company has only granted Awards of RSUs under the 17LIVE ESOP.

The 17LIVE ESOP shall continue to be in force for a maximum period of 10 years from 28 November 2024 and may be terminated automatically on the ten-year anniversary and may be terminated on any earlier date as provided in the Rules of the 17LIVE ESOP.

The following persons are eligible to participate in the 17LIVE ESOP, at the absolute discretion of the RC:

1) Highly qualified employees of the Company and/or its Affiliates[4] who hold such rank as may be designated by the RC from time to time;

2) Non-Employee Directors; and

3) Controlling Shareholders and their associates, who satisfy the eligibility criteria in 1) and 2) above.

Directors' Statement

Share options (continued)

(a) Employee Share Option Plan (continued)

(ii) The total number of new shares authorised to be issued pursuant to the awards awarded under the 17LIVE ESOP shall not exceed 7,314,891 shares or such other number of shares as may be authorised by the Board or the RC, which shall not, in any event, exceed 15.0% of the total number of issued shares (excluding shares held by the Company as treasury shares, if any) when aggregated with (a) the total number of shares issued and/or to be issued pursuant to Awards[3] already awarded under the 17LIVE ESOP; and (b) the aggregate number of shares over which options or awards are granted under any other share option scheme or share schemes of the Company. Shares issued under the 17LIVE ESOP shall consist in whole or in part of authorised but unissued shares, treasury shares, or shares purchased on the open market or otherwise, all as determined by the Company from time to time.

(iii) The aggregate number of shares which may be issued pursuant to Awards[3] awarded under the 17LIVE ESOP to Grantees who are Controlling Shareholders and Associates[2] of Controlling Shareholders[1] shall not exceed 25.0% of the total number of shares available under the 17LIVE ESOP.

The aggregate number of shares which may be issued pursuant to Awards[3] awarded under the 17LIVE ESOP to each Grantee who is a Controlling Shareholder of an Associate[2] of a Controlling Shareholder[1] shall not exceed 10.0% of the total number of shares available under the 17LIVE ESOP.

(iv) Awards[3] may be granted either alone or in addition to, in tandem with, or in substitution or exchange for, any other Award[3] or any award granted under another plan of the Company, any Affiliate[4], or any business entity to be acquired by the Company or an Affiliate[4], or any other right of a Grantee to receive payment from the Company or any Affiliate[4]. Such additional, tandem, substitute or exchange Awards[3] may be granted at any time. If an Award[3] is granted in substitution or exchange for another Award[3], the Board shall have the right to require the surrender of such other Award[3] in consideration for the grant of the new Award[3].

(v) Each option shall become exercisable at such times and under such terms and conditions (including, without limitation, performance requirements) as may be determined by the Board and stated in the Award Agreement, provided that the options may be exercisable only after one year from the date of grant. No option may be exercised for a fraction of a share. An option that is granted at a discount is exercisable only after two years from the date of the grant.

(vi) Each option shall terminate, and all rights to purchase shares thereunder shall cease, upon the expiration of the Option term determined by the Board and stated in the Award Agreement not to exceed ten years from the Grant Date, or under such circumstances and on any date before ten years from the Grant Date as may be set forth in the 17LIVE ESOP or as may be fixed by the Board and stated in the related Award Agreement; provided, however, that in the event that the Grantee is a Ten Percent Shareholder, an Option granted to such Grantee that is intended to be an Incentive Stock Option at the Grant Date shall not be exercisable after the expiration of five years from its Grant Date.

(vii) Since the commencement of the 17LIVE ESOP till the end of the financial year ended 31 December 2024, and during the financial year ended 31 December 2024, no Awards have been granted under the 17LIVE ESOP to any (1) Controlling Shareholder[1] of the Company or their Associates[2], nor (2) participant who receives an Award under the ESOP at any discount.

Share options (continued)

(a) Employee Share Option Plan (continued)

(viii) Details of the Awards of RSUs under the 17LIVE ESOP are as follows:

	Number of RSUs ('000)
RSUs outstanding at 1 January 2024	1,948
– RSUs Granted	2,201
– RSUs Exercised	(766)
– RSUs Forfeited	(551)
RSUs outstanding at 31 December 2024	2,832

Since the commencement of the 17LIVE ESOP to the end of the financial year ended 31 December 2024, a total of 4,148,963 Awards of RSUs have been granted to directors and employees of the Company and its subsidiaries.

(ix) Information on Director of the Company who was granted RSUs under the 17LIVE ESOP, who received 5% or more of the total number of Awards under the 17LIVE ESOP and the aggregate number of RSUs granted under the 17LIVE ESOP to directors and employees of the Company's subsidiaries, during the financial year ended 31 December 2024:

Name of participant	Title of participant	RSUs granted during the financial year	Aggregate RSUs granted since commencement of the 17LIVE ESOP to end of financial year	Aggregate RSUs issued since commencement of the 17LIVE ESOP to end of financial year	Aggregate RSUs forfeited since commencement of the 17LIVE ESOP to end of financial year	Aggregate RSUs which have not been vested or exercised as at end of financial year
Jiang Honghui*	Executive Director and Chief Executive Officer	1,780,978	1,780,978	–	–	1,780,978

*(*Note: The RSUs will vest over four years with a one-year cliff, subject to the CEO's continued employment with the Company.)*

Notes:

1 Controlling Shareholder refers to a person who (a) holds directly or indirectly 15.0% or more of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the Company (unless the SGX-ST determines otherwise); or (b) in fact exercises control over the Company, as defined under the Listing Manual.

2 Associate in relation to:

(a) any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more;

(b) a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one of the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more.

3 Award means a grant, under the 17LIVE ESOP, of an Option, Stock Appreciation Rights ("SARs"), Restricted Shares, Restricted Stock Units ("RSUs"), Other Stock-based Award (Awards consisting of share units, or other awards, valued in whole or in part by reference to, or otherwise based on, shares, other than Options, SARs, Restricted Stock and RSUs) or cash award.

4 Affiliate means an entity in which the Company has a controlling interest, directly or indirectly through one or more intermediaries.

Directors' Statement

Share options (continued)

(a) Employee Share Option Plan (continued)

Other information relating to the Restricted Stock and RSUs are set out below:

(i) The Board may, in its sole discretion, establish a period of time (a "Restricted Period") and any additional restrictions including the satisfaction of corporate or individual performance objectives applicable to an Award of Restricted Stock of RSUs. Each Award of Restricted Stock or RSUs may be subject to a different Restricted Period and additional restrictions. Neither the Restricted Stock or RSUs may be sold, transferred, assigned, pledged or otherwise encumbered or disposed of during the Restricted Period or prior to the satisfaction of any other applicable restrictions.

(ii) The RSUs may be settled in cash or Shares, as determined by the Board and set forth in the Award Agreement. Any RSU that is settled in cash shall not be available for grant again under the 17LIVE ESOP.

(iii) The Company will release and deliver shares fully paid, to participants upon the vesting of the RSUs granted to them. Each RSU shall entitle the Grantee one Share, at such future date or dates and subject to such terms and conditions set forth in the Award Agreement.

(iv) The grant of Awards under the 17LIVE ESOP is subject to the Company's clawback policy ("Clawback Policy") if any or any applicable law related to such actions.

(b) Executive Incentive Scheme

(i) The Executive Incentive Scheme ("17LIVE EIS") was approved by shareholders on 1 December 2023 and was effective on 8 December 2023. At the absolute discretion of the RC, the Key Executives who are members of the management team of the Company as confirmed by the RC, are eligible to participate in the 17LIVE EIS (the "Grantees").

(ii) The total number of Shares authorised to be issued pursuant to Awards awarded under the Scheme shall not exceed 2,550,000 shares, which shall not, in any event, exceed 15.0% of the total number of issued shares (excluding shares held by the Company as treasury shares, if any) when aggregated with (a) the total number of Shares issued and/or to be issued pursuant to Awards[1] already awarded under the Scheme; and (b) the aggregate number of shares over which RSUs are granted under any other share option scheme or share schemes of the Company. Shares issued under the 17LIVE EIS shall consist in whole or in part of authorised but unissued shares, treasury shares, or shares purchased on the open market or otherwise, all as determined by the Company from time to time.

(iii) Awards[1] may be granted either alone or in addition to, in tandem with, or in substitution or exchange for, any other Award[1] or any award granted under another plan of the Company, any Affiliate[2], or any business entity to be acquired by the Company or an Affiliate[2], or any other right of a Grantee to receive payment from the Company or any Affiliate[2]. Such additional, tandem, substitute or exchange Awards[1] may be granted at any time. If an Award[1] is granted in substitution or exchange for another Award[1], the Board shall have the right to require the surrender of such other Award[1] in consideration for the grant of the new Award[1].

(iv) The 17LIVE EIS shall be terminated automatically on the third-year anniversary of 8 December 2023.

Share options (continued)

(b) Executive Incentive Scheme (continued)

(v) The Awards[1] were granted to the Grantees on 8 December 2023, having satisfied or achieved certain key performance indicators. No Awards have been granted under the 17LIVE EIS at a discount. The following Grantees were granted 5% or more of the total number of Awards[1] under the 17LIVE EIS:

Name of participant	Title of participant	RSUs granted during the financial year	Aggregate RSUs granted since commencement of the 17LIVE EIS to end of financial year	Aggregate RSUs issued since commencement of the 17LIVE EIS to end of financial year	Aggregate RSUs forfeited since commencement of the 17LIVE EIS to end of financial year	Aggregate RSUs which have not been vested or exercised as at end of financial year
Phua Jiexian, Joseph[3]	Non-Executive Non-Independent Board Chairman	–	250,000	(10,000)	(140,000)	100,000
Ng Jing Shen	Chief Technology Officer	–	320,000	(12,800)	(179,200)	128,000
Kenta Masuda	Chief Financial Officer	–	225,000	(9,000)	(126,000)	90,000

Notes:

1 Award means a grant, under the 17LIVE EIS, of an RSU.

2 Affiliate means an entity in which the Company has a controlling interest, directly or indirectly through one or more intermediaries.

3 On 13 August 2024, Mr. Phua Jiexian, Joseph stepped down as Chief Executive Officer and was re-designated as Non-Executive Non-Independent Chairman of the Company to continue to guide the Group in its overall strategic direction. He will continue to be eligible to receive the grant at the respective vesting date, subject to satisfaction of certain key performance indicators.

Other information relating to the 17LIVE EIS are set out below:

(i) The Board may, in its sole discretion, establish a period of time (a "Restricted Period") and any additional restrictions including the satisfaction of corporate or individual performance objectives applicable to an Award of Restricted Stock of RSUs. Each Award of Restricted Stock or RSUs may be subject to a different Restricted Period and additional restrictions. Neither the Restricted Stock or RSUs may be sold, transferred, assigned, pledged or otherwise encumbered or disposed of during the Restricted Period or prior to the satisfaction of any other applicable restrictions.

(ii) The RSUs shall be settled in Shares, and the allotment and issuance of Shares shall be completed within fourteen (14) trading days after the applicable vesting date.

(iii) The Company will release and deliver shares fully paid, to participants upon the vesting of the RSUs granted to them. Each RSU shall entitle the Grantee one Share, at such future date or dates and subject to such terms and conditions set forth in the Award Agreement.

(iv) The grant of Awards under the 17LIVE EIS is subject to the Company's clawback policy ("Clawback Policy") if any or any applicable law related to such actions.

Directors' Statement

Audit Committee

The Audit Committee is tasked with performing the functions specified in the Cayman Companies Act in respect of audit committees. The Corporate Governance Report contains information relating to the responsibilities of the Audit Committee.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Phua Jiexian, Joseph
Non-Executive Non-Independent Chairman

Jiang Honghui
Executive Director and CEO

28 March 2025

Independent Auditor's Report

For the financial year ended 31 December 2024

Report on the audit of the financial statements

Opinion

We have audited the financial statements of 17LIVE Group Limited (the "Company") and its subsidiary companies (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2024, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with International Financial Reporting Standards ("IFRS") 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 Matter

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 the 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 the matter. 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 matter below, provide the basis for our audit opinion on the accompanying financial statements.

Independent Auditor's Report

For the financial year ended 31 December 2024

Key Audit Matter (continued)

Impairment assessment of goodwill

As at 31 December 2024, the Group has net carrying value of goodwill amounting to US$25.4 million. The goodwill arose from the acquisitions of 17LIVE Japan Inc. and mikai Inc. We considered the audit of management's impairment assessment of goodwill to be a key audit matter because the assessment process involves management exercising significant judgement and making assumptions of future market and economic conditions.

We evaluated the appropriateness of the cash-generating units ("CGUs") identified by management based on our knowledge of the business acquisitions giving rise to the goodwill and our understanding of the current business of the Group.

As part of our audit procedures, we assessed the valuation methodology and the reasonableness of key assumptions used to estimate the recoverable amounts of the CGUs by comparing them to historical performance of the CGUs, industry outlook and analyst reports. The key assumptions include revenue growth rates, discount rate and terminal growth rate. We considered the robustness of management's budgeting process by comparing the actual financial performance against previously forecasted results and evaluated the revenue growth rates by comparing them to recent and actual performance and market data. Our internal valuation specialists assisted us in reviewing the reasonableness of the discount rate and terminal growth rate. We performed sensitivity analysis, focusing on how reasonable changes in the key assumptions could impact the estimation of the recoverable amounts of the CGUs.

We also assessed the adequacy of the disclosures set out in Note 14 to the financial statements.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

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

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

Independent Auditor's Report

For the financial year ended 31 December 2024

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Companies Act 1967 to be kept by the subsidiary company incorporated in Singapore of which we are the auditor 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 Sharon Peh.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

28 March 2025

Consolidated Statement of Comprehensive Income

For the financial year ended 31 December 2024

(Expressed in United States Dollars)

	Note	Group 2024 US$'000	Group 2023 US$'000
Operating revenue	4	**190,835**	278,927
Cost of revenue	5	**(108,296)**	(163,978)
Gross profit		**82,539**	114,949
Operating expenses			
Selling expenses		**(40,070)**	(52,980)
General and administrative expenses		**(19,317)**	(24,030)
Research and development expenses		**(14,169)**	(24,189)
Total operating expenses	6	**(73,556)**	(101,199)
Operating income		**8,983**	13,750
Non-operating income and expenses			
Other gains and losses			
– Revaluation gain/(loss) on financial liabilities	8	**355**	(245,681)
– Others	8	**(10,189)**	(12,951)
		(9,834)	(258,632)
Finance costs	9	**(107)**	(110)
Total non-operating income and expenses		**(9,941)**	(258,742)
Loss before income tax		**(958)**	(244,992)
Income tax expense	10	**(2,310)**	(2,923)
Loss for the year		**(3,268)**	(247,915)
Other comprehensive income:			
Item that may be reclassified to profit or loss			
Foreign currency translation		**(3,374)**	711
Item that will not be reclassified to profit or loss			
Change in credit risk of financial liabilities at fair value through profit or loss		**–**	(21)
Other comprehensive income for the year, net of tax		**(3,374)**	690
Total comprehensive income for the year, attributable to owners of the Company		**(6,642)**	(247,225)
Loss attributable to:			
– Owners of the Company		**(3,252)**	(247,915)
– Non-controlling interests		**(16)**	–
		(3,268)	(247,915)
Total comprehensive income attributable to:			
– Owners of the Company		**(6,628)**	(247,225)
– Non-controlling interests		**(14)**	–
		(6,642)	(247,225)
Earnings per share attributable to owners of the Company (US$)			
Basic and diluted	11	**(0.02)**	(6.14)

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

Balance Sheets

As at 31 December 2024

(Expressed in United States Dollars)

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	**878**	1,048	**–**	–
Right-of-use assets	13	**3,184**	5,328	**–**	–
Intangible assets	14	**25,944**	24,425	**–**	–
Deferred tax assets	15	**2,936**	3,513	**–**	–
Investment in subsidiary	16	**–**	–	**457,378**	471,360
Security deposits	17	**3,885**	4,261	**–**	–
Total non-current assets		**36,827**	38,575	**457,378**	471,360
Current assets					
Financial assets at fair value through profit or loss	18	**328**	–	**328**	–
Prepaid operating expenses		**1,491**	2,701	**4**	–
Other current assets	19	**771**	862	**–**	–
Trade and other receivables	20	**14,520**	19,317	**1,162**	–
Cash and cash equivalents	21	**79,221**	102,688	**58,568**	67,154
Total current assets		**96,331**	125,568	**60,062**	67,154
Total assets		**133,158**	164,143	**517,440**	538,514
LIABILITIES					
Current liabilities					
Trade and other payables	22	**35,524**	56,749	**366**	5,102
Contract liabilities	4	**5,763**	6,034	**–**	–
Financial liabilities at fair value through profit or loss	23	**698**	1,079	**698**	1,079
Income tax payable		**292**	2,466	**149**	481
Lease liabilities	13	**1,643**	2,092	**–**	–
Loans and borrowings	24	**76**	–	**–**	
Provisions		**1,502**	1,412	**–**	–
Other current liabilities		**120**	233	**–**	–
Total current liabilities		**45,618**	70,065	**1,213**	6,662
Net current assets		**50,713**	55,503	**58,849**	60,492
Non-current liabilities					
Deferred tax liabilities	15	**–**	1	**–**	–
Lease liabilities	13	**1,309**	2,593	**–**	–
Loans and borrowings	24	**566**	–	**–**	–
Provisions		**884**	913	**–**	–
Total non-current liabilities		**2,759**	3,507	**–**	–
Total liabilities		**48,377**	73,572	**1,213**	6,662
Net assets		**84,781**	90,571	**516,227**	531,852
Equity					
Share capital	26	**14**	13	**14**	13
Share premium	27	**558,051**	557,045	**524,192**	523,177
Treasury shares	28	**(87)**	–	**(87)**	–
Other reserves	29	**(14,863)**	(11,756)	**(6,686)**	9,080
Accumulated deficit		**(458,270)**	(454,731)	**(1,206)**	(418)
		84,845	90,571	**516,227**	531,852
Non-controlling interests		**(64)**	–	**–**	–
Total equity		**84,781**	90,571	**516,227**	531,852
Total liabilities and equity		**133,158**	164,143	**517,440**	538,514

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

Statements of Changes in Equity

For the financial year ended 31 December 2024

(Expressed in United States Dollars)

Group	Note	Share capital US$'000	Share premium US$'000	Treasury shares US$'000	Other reserves US$'000	Accumulated deficit US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
2023									
At 1 January 2023		4	25,409	–	(2,010)	(206,601)	(183,198)	–	(183,198)
Loss for the year		–	–	–	–	(247,915)	(247,915)	–	(247,915)
Other comprehensive income:									
Change in credit risk of financial liabilities at fair value through profit or loss		–	–	–	(21)	–	(21)	–	(21)
Foreign currency translation		–	–	–	711	–	711	–	711
Other comprehensive income for the year, net of tax		–	–	–	690	–	690	–	690
Total comprehensive income for the year		–	–	–	690	(247,915)	(247,225)	–	(247,225)
Issuance of restricted share units	25	–	–	–	1,609	–	1,609	–	1,609
Exercise of restricted share units		1	10,339	–	(10,340)	–	–	–	–
Issuance of ordinary shares in relation to Business Combination, net of issuance costs		1	63,598	–	–	–	63,599	–	63,599
Conversion of preference shares		7	457,699	–	–	–	457,706	–	457,706
Repurchase of restricted share units and share options	25	–	–	–	(1,920)	–	(1,920)	–	(1,920)
Reclassification of change in credit risk on redemption of preference shares		–	–	–	215	(215)	–	–	–
At 31 December 2023		13	557,045	–	(11,756)	(454,731)	90,571	–	90,571

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

Statements of Changes in Equity

For the financial year ended 31 December 2024

(Expressed in United States Dollars)

Group	Note	Share capital US$'000	Share premium US$'000	Treasury shares US$'000	Other reserves US$'000	Accumulated deficit US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
2024									
At 1 January 2024		**13**	**557,045**	**–**	**(11,756)**	**(454,731)**	**90,571**	**–**	**90,571**
Loss for the year		**–**	**–**	**–**	**–**	**(3,252)**	**(3,252)**	**(16)**	**(3,268)**
Other comprehensive income:									
Foreign currency translation		**–**	**–**	**–**	**(3,376)**	**–**	**(3,376)**	**2**	**(3,374)**
Other comprehensive income for the year, net of tax		**–**	**–**	**–**	**(3,376)**	**–**	**(3,376)**	**2**	**(3,374)**
Total comprehensive income for the year		**–**	**–**	**–**	**(3,376)**	**(3,252)**	**(6,628)**	**(14)**	**(6,642)**
Issuance of restricted stock units	25	**–**	**–**	**–**	**1,058**	**–**	**1,058**	**–**	**1,058**
Exercise of restricted stock units		**–**(i)	**789**	**–**	**(789)**	**–**	**–**	**–**	**–**
Issuance of ordinary shares pursuant to the Executive Incentive Scheme		**–**(i)	**218**	**–**	**–**	**–**	**218**	**–**	**218**
Purchase of treasury shares		**–**	**–**	**(87)**	**–**	**–**	**(87)**	**–**	**(87)**
Issuance of Promote shares in relation to Business Combination		**1**	**(1)**	**–**	**–**	**–**	**–**	**–**	**–**
Acquisition of subsidiary	16	**–**	**–**	**–**	**–**	**–**	**–**	**(50)**	**(50)**
Adjustment arising from transactions with owners		**–**	**–**	**–**	**–**	**(287)**	**(287)**	**–**	**(287)**
At 31 December 2024		**14**	**558,051**	**(87)**	**(14,863)**	**(458,270)**	**84,845**	**(64)**	**84,781**

(i) Balance is below US$1,000

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

(Expressed in United States Dollars)

Company	Note	Share capital US$'000	Share premium US$'000	Treasury Shares US$'000	Other reserves US$'000	Accumulated profits/ (deficit) US$'000	Total equity US$'000
2023							
At 1 January 2023		–(i)	21,964	–	199	4,304	26,467
Loss for the year		–	–	–	–	(4,722)	(4,722)
Other comprehensive income:							
Foreign currency translation		–	–	–	8,881	–	8,881
Other comprehensive income for the year, net of tax		–	–	–	8,881	–	8,881
Total comprehensive income for the year		–	–	–	8,881	(4,722)	4,159
Issuance of ordinary shares and warrants in relation to Business Combination	26	13	501,213	–	–	–	501,226
At 31 December 2023		13	523,177	–	9,080	(418)	531,852
2024							
At 1 January 2024		**13**	**523,177**	**–**	**9,080**	**(418)**	**531,852**
Loss for the year		**–**	**–**	**–**	**–**	**(788)**	**(788)**
Other comprehensive income:							
Foreign currency translation		**–**	**–**	**–**	**(15,766)**	**–**	**(15,766)**
Other comprehensive income for the year, net of tax		**–**	**–**	**–**	**(15,766)**	**–**	**(15,766)**
Total comprehensive income for the year		**–**	**–**	**–**	**(15,766)**	**(788)**	**(16,554)**
Exercise of restricted stock units	26	**–**(i)	**789**	**–**	**–**	**–**	**789**
Issuance of ordinary shares pursuant to the Executive Incentive Scheme	26	**–**(i)	**218**	**–**	**–**	**–**	**218**
Purchase of treasury shares	28	**–**	**–**	**(87)**	**–**	**–**	**(87)**
Issuance of Promote shares in relation to Business Combination	26	**1**	**8**	**–**	**–**	**–**	**9**
At 31 December 2024		**14**	**524,192**	**(87)**	**(6,686)**	**(1,206)**	**516,227**

(i) Balance is below US$1,000

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

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2024

(Expressed in United States Dollars)

	Note	Group 2024 US$'000	Group 2023 US$'000
Cash flows from operating activities			
Loss before income tax		**(958)**	(244,992)
Adjustments for:			
Depreciation expense		**2,964**	2,342
Amortisation expense		**142**	2,277
Loss on disposal of property, plant and equipment	8	**98**	333
Share-based payments	25	**1,277**	1,609
Revaluation loss on financial assets		**3**	–
Revaluation (gain)/loss on financial liabilities	8	**(355)**	245,681
Interest income	8	**(2,032)**	(136)
Finance costs	9	**107**	110
Gain on termination of leases	8	**(4)**	(4)
Allowance for expected credit losses		**101**	–
Accrued fees in relation to the Business Combination		**–**	7,879
Listing expense	2.2	**–**	870
Operating cash flows before changes in working capital		**1,343**	15,969
Changes in working capital			
Trade and other receivables		**4,526**	4,181
Prepaid operating expenses		**1,243**	668
Other current assets		**101**	1,464
Trade and other payables		**(21,466)**	(9,087)
Other current liabilities		**(113)**	126
Contract liabilities		**(271)**	(1,240)
Provisions		**90**	365
Cash flows from operations		**(14,547)**	12,446
Interest received		**1,962**	136
Interest paid		**(5)**	–
Income tax paid		**(4,130)**	(9,268)
Net cash flows (used in)/generated from operating activities		**(16,720)**	3,314
Investing activities			
Increase in financial assets at fair value through profit or loss		**(331)**	–
Proceeds from disposal of property, plant and equipment		**1**	–
Purchase of property, plant and equipment	12	**(596)**	(1,095)
Purchase of intangible assets	14	**(4)**	(193)
Increase/(decrease) in security deposits		**460**	(565)
Net cash outflow on acquisition of subsidiaries	16	**(1,081)**	–
Net cash outflow on disposal of a subsidiary	16	**–**	(651)
Net cash flows used in investing activities		**(1,551)**	(2,504)
Financing activities			
Repayments of principal portion of lease liabilities		**(1,950)**	(1,698)
Repayment of loans and borrowings		**(25)**	–
Repurchase of restricted share units and share options	25	**–**	(1,920)
Proceeds received in relation to the Business Combination, net of issuance costs		**–**	65,625
Proceeds from issuance of Promote shares		**9**	–
Purchase of treasury shares	28	**(87)**	–
Interest paid		**(88)**	(110)
Net cash flows (used in)/generated from financing activities		**(2,141)**	61,897
Net (decrease)/increase in cash and cash equivalents		**(20,412)**	62,707
Net foreign exchange difference		**(3,055)**	722
Cash and cash equivalents at beginning of financial year		**102,688**	39,259
Cash and cash equivalents at end of financial year	21	**79,221**	102,688

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

Notes to the Financial Statements

For the financial year ended 31 December 2024

1. CORPORATE INFORMATION

17LIVE Group Limited (the "Company") (formerly Vertex Technology Acquisition Corporation Ltd and referred to as VTAC when describing the period prior to the consummation of the Business Combination described below) was incorporated in the Cayman Islands on 21 July 2021 under the Companies Act as a special purpose acquisition company formed for the purpose of effecting an initial business combination.

VTAC was listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") on 20 January 2022 for the purpose of entering into a business combination within 24 months from the date of listing. On 7 December 2023 (the "Acquisition Date"), VTAC completed the acquisition of 17LIVE Inc. and its subsidiaries (collectively, the "17LIVE Group") (the "Business Combination"), pursuant to which VTAC acquired all of the outstanding share capital of 17LIVE Inc. through the exchange of 17LIVE Inc. ordinary shares for VTAC new ordinary shares.

Upon completion of the Business Combination, the Company changed its name from Vertex Technology Acquisition Corporation Ltd to 17LIVE Group Limited.

The Company and its subsidiaries (collectively, the "Group") are principally engaged in operating live streaming platform which includes among other things, its business from live-commerce and Wave App ecommerce. Information on the subsidiaries is disclosed in Note 16.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

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

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

2.2 Reverse acquisition

On 7 December 2023, the Company completed its acquisition of 17LIVE Inc. and pursuant to the completion, the Company issued 160,162,651 ordinary shares to the shareholders of 17LIVE Inc. as consideration for the acquisition, 660,000 ordinary shares to private investment in public equity ("PIPE") investors, and 9,589,800 ordinary shares and 958,980 bonus shares to non-redeeming shareholders of VTAC.

The transaction was accounted for as a reverse acquisition and 17LIVE Inc. is regarded as the accounting acquirer and the Company is regarded as the accounting acquiree. As such, the consolidated financial statements have been prepared and presented as a continuation of 17LIVE Group's financial statements.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Reverse acquisition (continued)

At Group level

The cost of acquisition was determined using the fair value of the issued equity of the Company before the acquisition, being 21,645,515 ordinary shares at the market price of S$3.88 (equivalent to US$2.89) per share at the date of acquisition, with the cost of acquisition amounting to S$83,985,000 (equivalent to US$62,642,000). The excess of fair value of the issued equity of the Company over the fair value of the Company's identifiable net assets of US$870,000 was recognised as listing expense in the consolidated statement of comprehensive income for the financial year ended 31 December 2023.

Since such consolidated financial statements represent a continuation of the financial statements of 17LIVE Group:

(a) the assets and liabilities of 17LIVE Group were recognised and measured in the consolidated statement of financial position of the Group as at 31 December 2023 at their pre-acquisition carrying amounts;

(b) the assets and liabilities of the Company were recognised and measured in the consolidated statement of financial position of the Group as at 31 December 2023 at their acquisition-date fair values;

(c) the accumulated deficit and other equity balances recognised in the consolidated financial statements for the financial year ended 31 December 2023 were the accumulated deficit and other equity balances of 17LIVE Group immediately before the Business Combination;

(d) the amount recognised as issued equity interests in the consolidated financial statements for the financial year ended 31 December 2023 was determined by adding the costs of acquisition to the issued equity of 17LIVE Group immediately before the Business Combination. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) reflected the equity structure of the legal parent (i.e. the Company), including the equity instruments issued by the Company to effect the Business Combination;

(e) the consolidated statement of comprehensive income for the financial year ended 31 December 2023 reflected the full year results of 17LIVE Group together with the post-acquisition results of the Company.

2.3 Changes in accounting policies

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 effective for annual financial periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial performance or position of the Group.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but are not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to IAS 21: Lack of Exchangeability	1 January 2025
Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027

Except for the below, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

IFRS 18: Presentation and Disclosure in Financial Statements

IFRS 18 replaces IFRS 1 Presentation of Financial Statements. IFRS 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 IFRS 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.

IFRS 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. IFRS 18 will apply retrospectively.

The amendments will have impact on disclosure in the financial statements but not on the measurement or recognition of any items in the Group's financial statements.

2.5 Basis of consolidation and business combination

(a) Basis of consolidation

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

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Basis of consolidation and business combination (continued)

(a) Basis of consolidation (continued)

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

– Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)

– Exposure, or rights, to variable returns from its involvement with the investee

– The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

– The contractual arrangement(s) with the other vote holders of the investee

– Rights arising from other contractual arrangements

– The Group's voting rights and potential voting rights

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

(b) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Basis of consolidation and business combination (continued)

(b) Business combinations and goodwill (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 *Financial Instruments*, is measured at fair value with the changes in fair value recognised in profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit ("CGU") and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.6 Foreign currency

The Group's consolidated financial statements are presented in USD. Each entity of the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

(a) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recognised in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(b) Consolidated financial statements

On consolidation, the assets and liabilities of foreign operations are translated into USD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

2.7 Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

– Expected to be realised or intended to be sold or consumed in the normal operating cycle

– Held primarily for the purpose of trading

– Expected to be realised within twelve months after the reporting period or

– Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.7 Current and non-current classification (continued)

All other assets are classified as non-current.

A liability is current when:

– It is expected to be settled in the normal operating cycle

– It is held primarily for the purpose of trading

– It is due to be settled within twelve months after the reporting period or

– There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

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

2.8 Property, plant and equipment

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

Office equipment	2 to 5 years
Leasehold improvements	2 to 5 years

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Leases

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

Group as a lessee

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

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Buildings	2 to 4 years
Motor vehicles	3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.11.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Leases (continued)

Group as a lessee (continued)

(iii) Short-term leases and leases for low-value assets

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

2.10 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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

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

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

(a) Trademarks

Trademarks are stated at acquisition cost. Trademarks have a finite useful life and are amortised on a straight-line basis over their estimated useful lives of 1 to 10 years.

(b) Technology

Technology is stated at acquisition cost and amortised on a straight-line basis over its estimated useful life of 1 to 5 years.

(c) User base

User base is stated at acquisition cost and amortised on a straight-line basis over its estimated useful life of 1 to 4 years.

Notes to the Financial Statements
For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 Intangible assets (continued)

(d) Exclusive right to operate 17 app in Japan

Exclusive right is stated at acquisition cost and amortised on a straight-line basis over its estimated useful life of 5.5 years.

(e) Domain

Domain is stated at acquisition cost and amortised on a straight-line basis over its estimated useful life of 5 years.

2.11 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at end of the reporting period and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.12 Subsidiaries

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

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment losses.

2.13 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest' ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised as other income in profit or loss when the right of payment has been established.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.13 Financial instruments (continued)

Derecognition

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

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.14 Impairment of financial instruments

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

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

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

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the consolidated statements of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.17 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.18 Convertible preference shares

Convertible preference shares with conversion option are accounted for as financial liability with an embedded equity conversion derivative based on the terms of the contract. On issuance of the convertible preference shares, the Group has elected to measure the entire instrument at fair value, with subsequent changes in fair value recognised in profit or loss.

When a conversion option is exercised, the financial liability is derecognised with a corresponding recognition of share capital.

2.19 Redeemable shares

Ordinary shares (Redeemable shares) which constitute the Offering Units and Cornerstone Units are classified as a liability on the balance sheets in the Company. These shares are classified as financial liabilities as there is a contractual obligation by the Company to deliver cash to the holders of these Offering Units and Cornerstone Units who elect to have such shares redeemed by the Company upon the completion of the Company's initial business combination. These shares are recognised initially at its fair value and subsequently measured, at each reporting period, at amortised cost using the effective interest method. Interest expense is recognised in the statement of comprehensive income.

2.20 Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

(b) Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees. They are recognised as an expense in the period in which the related service is performed.

2.21 Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model, further details of which are given in Note 25.

That cost is recognised in employee benefits expense (Note 7), together with a corresponding increase in equity (other capital reserves), over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.21 Share-based payments (continued)

Equity-settled transactions (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

2.22 Revenue

Live streaming

The Group creates and offers virtual items to be purchased by users on live streaming channels on its "17LIVE" platform, which the Group operates and maintains. Revenue is recognised upon transfer of the promised virtual items to the users.

Users are required to first purchase virtual points and use those virtual points to purchase virtual items based on specified prices as predetermined by the Group. Users can directly purchase virtual points or membership subscription on platforms or pay via online payment systems provided by third parties including payments using mobile phone, internet debit/credit card payment and other third party payment systems. The virtual points can be solely used to convert into virtual items on live streaming channels. Virtual points can be sold in bundled packages, and the sales price is proportionally allocated to each virtual point based on the total package price, and recognised as revenue upon utilisation.

Virtual points sold but not yet consumed by the purchasers are recorded as "Contract liabilities" and upon conversion, is recognised as revenue. Users are generally not entitled to any refund for the purchase of such virtual points and virtual items. Any virtual points purchased by a user in Japan and not used will expire after a year and revenues from these virtual points will be recognised by the Group at such time. For users in other countries, any virtual points purchased do not expire.

Users purchase virtual items from the Group and gift them to performers (i.e. live streamers and V-Livers) to show support for their favourite performers. Virtual points are removed from users' wallets and extinguished after being consumed by the users (i.e. by way of virtual gifting to the performers). Accordingly, amounts received from the sale of virtual points are first recorded as contract liabilities. For virtual items, revenue is recognised upon consumption by the users. The Group does not have further obligations to the user after the virtual items are consumed.

The Group recognises revenue on a gross basis from the sale of virtual items on the platform, as the Group produces and controls virtual items before they are transferred to the users, the prices of virtual items are set by the Group, and the Group is also exposed to the related credit risk, which is generally not recoverable from the performers.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.22 Revenue (continued)

Live streaming (continued)

The Group also generates revenue from in-app games, where users can use the virtual points to play the in-app games during live streaming sessions.

Revenue from the sale of virtual items and in-app games played during live streaming sessions is recognised at a point in time, when the virtual points are consumed.

In order to attract user traffic, the Group pays the performers an agreed amount based on the value of virtual items purchased by the user and gifted to the performer. The amount paid or payable to performers are recorded as cost of revenue. If virtual points are provided to users free of charge for marketing purpose, the Group does not recognise any revenue when users convert it to virtual items. Based on the Group's agreements with performers, the expected amount to be paid to the performers when such free virtual points are utilised is recognised as cost of revenue.

Users can join the fan group of their favourite live streamers and become part of their core community by paying a subscription fee on a monthly basis and becoming an "army subscriber". The subscription fee is collected upfront from subscribers. The receipt of the revenue is initially recorded as contract liabilities and revenue is recognised over the period of the subscription.

Live-commerce

The Group operates its live commerce business through HandsUp, a platform that allows merchants to sell their products through live streaming in Japan, and OrderPally, a business – to-business live commerce matching and order management platform connecting merchants and users in Taiwan. Revenue from live-commerce is recognised in the period in which the services are rendered.

2.23 Cost of revenue

Cost of revenue relates to direct expenses incurred in order to generate revenue. Such costs are recorded as incurred. Cost of revenues consists primarily of (i) fees paid to streamers and content costs, including cash payments to various performers and content providers, (ii) server and bandwidth costs, (iii) channel costs, (iv) commission costs, and (v) other costs such as amortisation/impairment of intangible assets.

2.24 Taxes

(a) Current income tax

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

Current income tax relating to items recognised directly in equity is recognised in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Taxes (continued)

(b) Deferred tax

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

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

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

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

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

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

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

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

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Notes to the Financial Statements

For the financial year ended 31 December 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Taxes (continued)

(b) Deferred tax (continued)

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(c) Sales tax

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

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

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

2.25 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

Judgements made in applying accounting policies

Management is of the opinion that there is no significant judgement made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Key sources of estimation uncertainty

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

Impairment of goodwill

As disclosed in Note 14 to the financial statements, the recoverable amounts of the CGUs which goodwill has been allocated to are determined based on value in use calculations. The value in use calculations are based on discounted cash flow models. The recoverable amounts are most sensitive to the discount rates used for the discounted cash flow models as well as the expected future cash inflows and the growth rates used for extrapolation purposes. The key assumptions applied in the determination of the value in use including a sensitivity analysis, are disclosed and further explained in Note 14 to the financial statements.

The carrying amount of goodwill as at 31 December 2024 was US$25,443,000 (2023: US$23,989,000).

4. REVENUE

	Group	
	2024 US$'000	**2023 US$'000**
Revenue from contracts with customers		
Liver live streaming	**171,704**	265,829
V-liver live streaming	**11,034**	4,983
Others	**8,097**	8,115
	190,835	278,927
Timing of revenue recognition		
At a point in time	**179,672**	265,419
Over time	**11,163**	13,508
	190,835	278,927

Other revenue primarily comprises revenue from live-commerce and Wave App.

Contract liabilities

The Group has recognised the following contract liabilities in relation to revenue from contracts with customers:

	Group	
	2024 US$'000	**2023 US$'000**
Contract liabilities – Live streaming	**5,327**	5,533
Others	**436**	501
	5,763	6,034
Revenue recognised that was included in the contract liability balance at the beginning of the year	**3,476**	4,960

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For the financial year ended 31 December 2024

5. COST OF REVENUE

	Group	
	2024	**2023**
	US$'000	**US$'000**
Fees paid to streamers and other live streaming costs	**81,491**	122,845
Channel costs	**11,759**	22,332
Server and bandwidth costs	**14,275**	17,732
Others	**771**	1,069
	108,296	163,978

6. OPERATING EXPENSES

	Group	
	2024	**2023**
	US$'000	**US$'000**
Marketing expenses	**20,653**	33,036
Employee benefits expense (Note 7)	**35,040**	42,360
Depreciation and amortisation	**3,106**	4,619
Professional fees	**8,284**	11,032
Software and service fees	**4,272**	6,792
Allowance for expected credit losses for trade receivables	**101**	–
Others	**2,100**	3,360
	73,556	101,199

Included in professional fees and fees in relation to the Business Combination (Note 8) are fees paid/payable to auditors of the Group as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Fees paid/payable to auditors of the Group in respect of:		
Audit fees:		
– Auditor of the Company	**156**	125
– Other auditors – network firms	**569**	539
– Other auditors – non-network firms	**26**	17
Non-audit fees:		
(i) Audit-related services ("ARS")		
– Auditor of the Company	**–**	652
– Other auditors – network firms	**114**	1,115
– Other auditors – non-network firms	**–**	–
(ii) Non-ARS		
– Auditor of the Company	**–**	461
– Other auditors – network firms	**20**	21
– Other auditors – non-network firms	**15**	5

7. EMPLOYEE BENEFITS EXPENSE

	Group	
	2024	**2023**
	US$'000	**US$'000**
Wages and salaries	**31,466**	37,753
Contribution to defined contribution plans	**1,499**	1,994
Share-based payments	**1,277**	1,609
Labour and health insurance fees	**775**	886
Other personnel expenses	**23**	118
	35,040	42,360

8. OTHER GAINS AND LOSSES

	Group 2024 US$'000	Group 2023 US$'000
Revaluation gain/(loss) on:		
– Preference shares	**–**	(245,363)
– Warrants	**355**	(318)
	355	(245,681)
Settlement expense with a music copyright organisation	**(11,987)**	–
Listing expense	**–**	(870)
Fees in relation to the Business Combination	**–**	(10,739)
Loss on disposal of property, plant and equipment	**(98)**	(333)
Foreign exchange gain	**(585)**	(828)
Gain on termination of leases	**4**	4
Interest income	**2,032**	136
Others	**445**	(321)
	(9,834)	(258,632)

9. FINANCE COSTS

	Group 2024 US$'000	Group 2023 US$'000
Interest expense on:		
– Loans and borrowings	**5**	–
– Lease liabilities	**88**	110
	93	110
Unwinding of discount on provisions	**14**	–
Total finance costs	**107**	110

10. INCOME TAX EXPENSE

The major components of income tax expense recognised in profit or loss for the financial years ended 31 December 2024 and 2023 were:

	Group 2024 US$'000	Group 2023 US$'000
Current tax:		
– Current year	**2,440**	5,367
– (Over)/under provision in respect of previous years	**(377)**	456
	2,063	5,823
Deferred tax:		
– Origination and reversal of temporary differences	**247**	(2,900)
Income tax expense recognised in profit or loss	**2,310**	2,923

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10. INCOME TAX EXPENSE (CONTINUED)

Relationship between tax expense and accounting loss

A reconciliation between tax expense and the product of accounting loss multiplied by the applicable corporate tax rate for the financial years ended 31 December 2024 and 2023 were as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Loss before income tax	**(958)**	(244,992)
Tax at the domestic rates applicable to countries where the Group operates	**680**	291
Adjustments:		
Non-deductible expenses	**390**	2,327
Income not subject to taxation	**(821)**	(1,014)
Deferred tax assets not recognised	**2,778**	1,774
Benefits from previously unrecognised tax losses	**(404)**	(1,213)
(Over)/under provision in respect of previous years	**(377)**	456
Surtax on undistributed retained earnings	**–**	255
Others	**64**	47
Income tax expense recognised in profit or loss	**2,310**	2,923

The above reconciliation is prepared by aggregating separate reconciliation for each national jurisdiction. The Group principally operates in Taiwan and Japan, which have prevailing corporate tax rates of 20% and 34.6%, respectively.

11. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2024	**2023**
Loss attributable to owners of the Company (US$'000)	**(3,252)**	(247,915)
Weighted average number of ordinary shares outstanding for basic earnings per share computation ('000)	**177,625**	40,364
Basic earnings per share computation (US$ per share)	**(0.02)**	(6.14)

In connection with the Business Combination, the weighted average number of ordinary shares for the financial year ended 31 December 2023 was calculated as follows:

(a) The number of ordinary shares of 17LIVE Inc. outstanding from the beginning of the year to the acquisition date, adjusted by the exchange ratio established in the Share Purchase Agreement; and

(b) The number of ordinary shares of the Company outstanding from the acquisition date to 31 December 2023.

Diluted earnings per share are similar to basic earnings per share as there were no potential dilutive ordinary shares existing during the respective financial years.

12. PROPERTY, PLANT AND EQUIPMENT

Group	Office equipment US$'000	Leasehold improvements US$'000	Construction in progress US$'000	Total US$'000
Cost				
At 1 January 2023	987	233	7	1,227
Additions	40	–	1,055	1,095
Disposals	(537)	–	–	(537)
Transfer	441	622	(1,063)	–
Exchange differences	(12)	4	1	(7)
At 31 December 2023 and 1 January 2024	919	859	–	1,778
Additions	388	208	–	596
Acquisitions of subsidiaries	18	18	–	36
Disposals	(222)	(216)	–	(438)
Exchange differences	(70)	(61)	–	(131)
At 31 December 2024	**1,033**	**808**	**–**	**1,841**
Accumulated depreciation			–	
At 1 January 2023	424	7	–	431
Depreciation	273	232	–	505
Disposals	(204)	–	–	(204)
Exchange differences	(4)	2	–	(2)
At 31 December 2023 and 1 January 2024	489	241	–	730
Depreciation	290	345	–	635
Disposals	(212)	(127)	–	(339)
Exchange differences	(40)	(23)	–	(63)
At 31 December 2024	**527**	**436**	**–**	**963**
Net carrying amount			–	
At 31 December 2023	430	618	–	1,048
At 31 December 2024	**506**	**372**	**–**	**878**

The property, plant and equipment were not pledged to others as collaterals.

13. LEASES

The Group has lease contracts for buildings and motor vehicles. Leases of buildings generally have lease terms between 2 to 4 years, while motor vehicles generally have lease terms of 3 years. The Group is restricted from assigning and subleasing the leased assets. There are no externally imposed covenants on these lease agreements.

The Group also has certain leases of billboards, office network and temporary warehouse with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

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For the financial year ended 31 December 2024

13. LEASES (CONTINUED)

(a) *Right-of-use assets*

The carrying amounts of right-of-use assets recognised and the movements during the year are as follows:

Group	Buildings US$'000	Motor vehicles US$'000	Total US$'000
At 1 January 2023	1,781	67	1,848
Additions	5,071	–	5,071
Disposals	(73)	–	(73)
Depreciation	(1,814)	(23)	(1,837)
Lease modification	348	–	348
Exchange differences	(28)	(1)	(29)
At 31 December 2023 and 1 January 2024	5,285	43	5,328
Additions	576	–	576
Acquisition of subsidiaries	114	–	114
Disposals	(135)	(39)	(174)
Depreciation	(2,326)	(3)	(2,329)
Exchange differences	(330)	(1)	(331)
At 31 December 2024	**3,184**	**–**	**3,184**

(b) *Lease liabilities*

The carrying amount of lease liabilities and the movements during the year are as follows:

	Group	
	2024 US$'000	**2023 US$'000**
At 1 January	**4,685**	1,932
Additions	**551**	4,157
Acquisition of subsidiaries	**100**	–
Disposals	**(178)**	(77)
Accretion of interest	**88**	110
Payments	**(2,038)**	(1,808)
Lease modification	**–**	344
Exchange differences	**(256)**	27
At 31 December	**2,952**	4,685
Current	**1,643**	2,092
Non-current	**1,309**	2,593
	2,952	4,685

(c) *Amounts recognised in profit or loss*

The amounts recognised in profit or loss in relation to leases are as follows:

	Group	
	2024 US$'000	**2023 US$'000**
Depreciation of right-of-use assets	**2,329**	1,837
Interest expense on lease liabilities	**88**	110
Gain on termination of leases	**4**	4
Expense relating to short-term leases (included in general and administrative expenses)	**30**	52

(d) *Total cash outflows*

The Group's total cash outflows for leases were US$2,068,000 (2023: US$1,860,000).

14. INTANGIBLE ASSETS

Group	Exclusive right to operate 17 app in Japan US$'000	Trademarks US$'000	Technology US$'000	Goodwill US$'000	User base US$'000	Domain US$'000	Total US$'000
Cost							
At 1 January 2023	11,900	550	7,412	101,193	7,656	486	129,197
Additions	–	–	193	–	–	–	193
Exchange differences	–	(1)	(2)	–	(17)	(55)	(75)
At 31 December 2023 and 1 January 2024	11,900	549	7,603	101,193	7,639	431	129,315
Additions	–	–	–	–	–	4	4
Acquisition of subsidiaries	–	–	229	1,488	–	–	1,717
Exchange differences	–	(1)	(11)	(34)	(19)	(12)	(77)
At 31 December 2024	**11,900**	**548**	**7,821**	**102,647**	**7,620**	**423**	**130,959**
Accumulated amortisation and impairment							
At 1 January 2023	9,917	547	7,412	77,204	7,469	105	102,654
Amortisation	1,983	1	13	–	39	241	2,277
Exchange differences	–	(1)	–	–	2	(42)	(41)
At 31 December 2023 and 1 January 2024	11,900	547	7,425	77,204	7,510	304	104,890
Amortisation	–	1	60	–	44	37	142
Exchange differences	–	(1)	(4)	–	(9)	(3)	(17)
At 31 December 2024	**11,900**	**547**	**7,481**	**77,204**	**7,545**	**338**	**105,015**
Net carrying amount							
At 31 December 2023	–	2	178	23,989	129	127	24,425
At 31 December 2024	**–**	**1**	**340**	**25,443**	**75**	**85**	**25,944**

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14. INTANGIBLE ASSETS (CONTINUED)

The intangible assets were not pledged to others as collaterals.

Amortisation expense

The amortisation expense of intangible assets is included in "Selling expenses" and "General and administrative expenses" in profit or loss.

As of 31 December 2023, the exclusive right has been fully amortised.

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to two cash-generating units ("CGUs") for impairment testing as follows:

– 17LIVE Japan Inc. ("17LIVE Japan")

– mikai Inc. ("mikai")

The carrying amounts of goodwill allocated to each CGU are as follows:

	2024 US$'000	**2023 US$'000**
17LIVE Japan	**23,989**	23,989
mikai	**1,454**	–
	25,443	23,989

On 11 November 2024, the Group acquired mikai as disclosed in Note 16. The above goodwill arising on the acquisition of a foreign operation is treated as assets of the foreign operation and translated at the spot rate of exchange at the reporting date.

17LIVE Japan

For 17LIVE Japan, the recoverable amount has been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering a five-year period.

The key assumptions used for value-in-use calculations are as follows:

	2024	**2023**
Gross margin	**49.40%**	49.50%
Terminal growth rate	**1.20%**	1.10%
Pre-tax discount rate	**38.23%**	38.23%

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rate used is pre-tax and reflect specific risks relating to the CGU.

No impairment of goodwill was recorded in 2024 and 2023.

Sensitivity to changes in assumptions

With regards to the assessment of value-in-use for 17LIVE Japan, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the CGU to materially exceed its recoverable amount.

14. INTANGIBLE ASSETS (CONTINUED)

Impairment testing of goodwill (continued)

mikai

For mikai, the recoverable amount has been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering a five-year period.

The key assumptions used for value-in-use calculations are as follows:

	2024
Gross margin	**68.39%**
Terminal growth rate	**1.20%**
Pre-tax discount rate	**61.16%**

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rate used is pre-tax and reflect specific risks relating to the CGU.

No impairment of goodwill was recorded in 2024.

Sensitivity to changes in assumptions

With regards to the assessment of value-in-use for mikai, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the CGU to materially exceed its recoverable amount.

15. DEFERRED TAX ASSETS AND LIABILITIES

Movements in deferred tax assets and liabilities during the financial years were as follows:

	2024			
Group	**1 January US$'000**	**Recognised in profit or loss US$'000**	**Net exchange differences US$'000**	**31 December US$'000**
Deferred tax assets:				
Temporary differences:				
Business tax	**149**	**74**	**(17)**	**206**
Accrued expenses	**3,129**	**(842)**	**(271)**	**2,016**
Unrealised exchange gain or loss	**205**	**503**	**(39)**	**669**
Others	**30**	**17**	**(2)**	**45**
	3,513	**(248)**	**(329)**	**2,936**
Deferred tax liabilities:				
Temporary differences:				
Unrealised exchange gain or loss	**1**	**(1)**	**–**	**–**

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15. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

	2023			
Group	**1 January US$'000**	**Recognised in profit or loss US$'000**	**Net exchange differences US$'000**	**31 December US$'000**
Deferred tax assets:				
Temporary differences:				
Business tax	494	(316)	(29)	149
Accrued expenses	1,038	2,162	(71)	3,129
Unrealised exchange gain or loss	–	186	19	205
Others	6	25	(1)	30
	1,538	2,057	(82)	3,513
Deferred tax liabilities:				
Temporary differences:				
Unrealised exchange gain or loss	263	(258)	(4)	1
Business combination	460	(460)	–	–
Others	133	(125)	(8)	–
	856	(843)	(12)	1

The expiration dates of tax losses are as follows:

	Group	
	2024 US$'000	**2023 US$'000**
Within 5 years	**1,131**	–
5 to 10 years	**23,763**	13,801
No expiry date	**10,120**	11,879
	35,014	25,680
Unutilised tax losses not recognised as deferred tax assets	**35,014**	25,680

A breakdown of the Group's tax losses by country is as follows:

	Group	
	2024 US$'000	**2023 US$'000**
Japan	**1,647**	–
Taiwan	**22,696**	13,801
Others	**10,671**	11,879
	35,014	25,680

Unrecognised tax losses

At the end of the reporting period, the Group has tax losses of US$35,014,000 (2023: US$25,680,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. Tax losses in Japan, Singapore and the United States of America will be subject to limitation if there is a change in controlling shareholder, while there are no similar limitation imposed by the tax authorities in Taiwan or Hong Kong.

The Group carried out an internal reorganisation of the entities in the Group in 2023 and as a result of this reorganisation, tax losses of US$14,781,000 in Taiwan were forfeited.

Tax losses for companies in Japan and Taiwan can be carried forward for 10 years and tax losses for companies in Hong Kong and Singapore have no expiry dates.

16. INVESTMENT IN SUBSIDIARY

	Company	
	2024	**2023**
	US$'000	**US$'000**
Unquoted equity shares, at cost	**457,378**	471,360

a. Disposal of a subsidiary

The Group disposed of Next Entertainment (Hong Kong) Limited, a wholly owned subsidiary, on 5 December 2023 at its carrying value. The disposal consideration of US$1 was fully settled in cash.

The value of assets and liabilities of Next Entertainment (Hong Kong) Limited recorded in the consolidated financial statements as at 5 December 2023, and the cash flow effect of the disposal was:

	2023
	US$'000
Prepaid operating expenses	1
Trade and other receivables	574
Cash and cash equivalents	651
	1,226
Trade and other payables	(1,226)
Carrying value of net assets	–
Total consideration	–
Cash and cash equivalents of the subsidiary	(651)
Net cash outflow on disposal of a subsidiary	(651)

b. Acquisition of subsidiaries

<u>N Craft Co., Ltd</u>

On 8 July 2024, the Group acquired 100% of the outstanding shares of N Craft Co., Ltd ("N Craft") for a cash consideration of US$218,000. N Craft is a production company dedicated to developing and managing virtual talents, creating engaging content that connects with fans through live performances and interactive experiences. The acquisition includes the "V-iii" brand, which focuses on nurturing new V-Liver talent and expanding their unique digital presence. This acquisition is in line with the Company's "17LIVE Forward Strategy", focusing on strengthening the platform, diversifying revenue streams, and forming strategic alliances to accelerate growth.

The fair value of the identifiable assets and liabilities of N Craft as at acquisition date were:

	2024
	US$'000
Intangible assets	**229**
Trade and other receivables	**23**
Trade and other payables	**(34)**
Total identifiable net assets at fair value	**218**
Goodwill arising from acquisition	**–**
Purchase consideration	**218**
Consideration settled in cash	**218**
Less: Cash and cash equivalents of subsidiary acquired	**–**
Net cash outflow on acquisition	**218**

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For the financial year ended 31 December 2024

16. INVESTMENT IN SUBSIDIARY (CONTINUED)

b. Acquisition of subsidiaries (continued)

N Craft Co., Ltd (continued)

Transaction costs

The Group incurred acquisition related transaction costs of US$1,000 and these have been classified as "General and administrative expenses" in the consolidated statement of comprehensive income for the financial year ended 31 December 2024.

Trade and other receivables acquired

The fair value of trade and other receivables acquired of US$23,000 also represents their contractual amounts. No amounts are expected to be uncollectible.

Impact of the acquisition on profit or loss

From the acquisition date, N Craft has contributed US$56,000 of operating revenue and US$125,000 to the Group's loss for the year. If the business combination had taken place at the beginning of the financial year, the operating revenue would have been US$191,042,000 and the Group's loss for the year would have been US$3,272,000.

mikai Inc.

On 11 November 2024, the Group acquired 78% of the outstanding shares of mikai Inc. ("mikai"), a leading Japanese entertainment startup company that owns Re:AcT, a prominent VTuber production company, for cash consideration of US$1,310,000. This strategic acquisition strengthens 17LIVE's virtual IP business, enhancing its platform with mikai's well-established virtual influencer portfolio.

The fair value of the identifiable assets and liabilities of mikai, determined on a provisional basis, as at acquisition date were:

	2024 US$'000
Property, plant and equipment	36
Right-of-use assets	114
Security deposits	32
Prepaid operating expenses	33
Other current assets	10
Trade and other receivables	88
Cash and cash equivalents	447
Trade and other payables	(207)
Lease liabilities	(100)
Loans and borrowings	(667)
Provisions	(14)
Total identifiable net assets at fair value	(228)
Non-controlling interests	50
Goodwill arising from acquisition	1,488
Purchase consideration	1,310
Consideration settled in cash	1,310
Less: Cash and cash equivalents of subsidiary acquired	(447)
Net cash outflow on acquisition	863

16. INVESTMENT IN SUBSIDIARY (CONTINUED)

b. Acquisition of subsidiaries (continued)

mikai Inc. (continued)

Transaction costs

The Group incurred acquisition related transaction costs of US$41,000 and these have been classified as "General and administrative expenses" in the consolidated statement of comprehensive income for the financial year ended 31 December 2024.

Trade and other receivables acquired

The fair value of trade and other receivables acquired of US$88,000 also represents their contractual amounts. No amounts are expected to be uncollectible.

Goodwill arising from acquisition

The goodwill of US$1,488,000 comprises the value of the expected synergies arising from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purposes.

Non-controlling interests

The Group measured the non-controlling interests at the proportionate share of the acquiree's identifiable net assets.

Impact of the acquisition on profit or loss

From the acquisition date, mikai has contributed US$263,000 of operating revenue and US$70,000 to the Group's loss for the year. If the business combination had taken place at the beginning of the financial year, the operating revenue would have been US$191,856,000 and the Group's loss for the year would have been US$3,730,000.

Provisional accounting of the acquisition of mikai

The Group has engaged an independent valuer to determine the fair value of the identifiable assets and liabilities of mikai. As at 31 December 2024, the identifiable assets and liabilities recognised have been determined on a provisional basis as not all information has been obtained with respect to the purchase price allocation exercise. Goodwill arising from this acquisition and the carrying amount of the identifiable assets and liabilities of mikai will be adjusted accordingly on a retrospective basis when the purchase price allocation exercise is finalised.

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16. INVESTMENT IN SUBSIDIARY (CONTINUED)

c. Composition of the Group

Name of subsidiary	Country of incorporation	Principal activities	Ownership (%) 2024	2023	Note
Held by the Company:					
17LIVE Inc.	Cayman Islands	Live streaming	**100**	100	–
Held through 17LIVE Inc.:					
Ichi Nana Inc.	British Virgin Islands	Live streaming	**100**	100	–
17LIVE Japan Inc.	Japan	Live streaming	**100**	100	–
HandsUp Inc.	Taiwan	Online retailing	**100**	100	–
Wave Inc.	Taiwan	Live streaming	**100**	100	–
17LIVE (SEA) Pte. Ltd.	Singapore	Live streaming	**100**	100	–
17LIVE Limited	Hong Kong	Live streaming	**100**	100	–
17LIVE (USA) Corp.	United States of America	Live streaming	**100**	100	–
Liontrek Entertainment India Pvt. Ltd.	India	Live streaming	**100**	100	–
17LIVE (Taiwan) Limited	Taiwan	Live streaming	**100**	100	–
Next Entertainment Inc.	Taiwan	Entertainment agent	**100**	100	–
N Craft Co., Ltd	Japan	Virtual talent agent	**100**	–	(a)
mikai Inc.	Japan	VTuber production	**78**	–	(b)
Together Production LLC	Taiwan	Movie production and copyright holder	**–***	–*	–
Together Interactive Entertainment Limited	Taiwan	Entertainment agent	**–**	–*	(c)
Together Interactive Media Limited	Taiwan	Entertainment agent	**–**	–*	(c)
Together Universal Entertainment Limited	Taiwan	Entertainment agent	**–**	–*	(c)
Together International Entertainment Limited	Taiwan	Entertainment agent	**–**	–*	(c)
MyMai Inc.	Taiwan	Online retailing	**–**	–*	(c)
Empower Next Limited	Taiwan	E-sport team	**–***	–*	–
LIVIT Business Ltd.	Taiwan	Entertainment agent	**–**	–*	(c)

* As of the end of the reporting period, these entities were held by other individual owners. The Group has yet to complete the legal process to acquire the ownership interests of these entities due to local regulation. The Group and the individual owners have entered into contractual agreements giving the Group the power to direct the relevant activities and the ability to use its power to affect variable returns. The operating activities and the finance function are also controlled by the Group. Management has assessed that the Group has control over these entities and the Group has included the results of these entities in the consolidated financial statements. As of 31 December 2024, total assets from these entities amounted to US$4,000 (2023: US$418,000), representing 0.01% (2023: 0.25%) of total consolidated assets. For the financial year ended 31 December 2024 and 2023, profit or loss from these entities amounted to loss of US$127,000 (2023: US$62,000), representing 3.92% (2023: 0.03%) of loss attributable to owners of the Company for the year.

(a) The subsidiary was acquired in July 2024.

(b) The subsidiary was acquired in November 2024.

(c) The liquidation process for these subsidiaries was completed in 2024.

17. SECURITY DEPOSITS

Security deposits mainly pertain to rental deposits and deposits pursuant to Japanese Payment Services Act.

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Short term investment	**328**	–	**328**	–

In April 2024, the Company made a short term investment in mm2 Asia Limited's movie project. The investment amount will fully mature by the end of March 2025. The investment is measured at fair value, with any gains or losses arising from changes in fair value recognised in "Other gains and losses" in profit or loss.

19. OTHER CURRENT ASSETS

Other current assets mainly pertain to income tax receivable.

20. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Trade receivables	**11,922**	18,590	**–**	–
Less: Allowance for expected credit losses	**(975)**	(936)	**–**	–
	10,947	17,654	**–**	–
Restricted deposits	**231**	242	**–**	–
Receivable from issuance of preference shares	**258**	545	**–**	–
Sales tax receivable	**2,953**	29	**–**	–
Due from subsidiaries – non-trade	**–**	–	**1,127**	–
Other receivables	**131**	847	**35**	–
	14,520	19,317	**1,162**	–

Trade receivables

Trade receivables are non-interest bearing and are generally on 20 to 60 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Restricted deposits

Restricted deposits consist of term deposits placed with banks with maturity of more than 3 months.

Due from subsidiaries – non-trade

These amounts are unsecured, non-interest bearing and are repayable on demand.

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20. TRADE AND OTHER RECEIVABLES (CONTINUED)

Due from subsidiaries – non-trade (continued)

Expected credit losses

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

	Group	
	2024 US$'000	**2023 US$'000**
At 1 January	**936**	1,270
Charge for the year	**101**	–
Written off	**–**	(326)
Exchange differences	**(62)**	(8)
At 31 December	**975**	936

The ageing analysis and ECLs for trade receivables are as follows:

	Group			
	2024		2023	
	Gross carrying amount US$'000	**Loss allowance provision US$'000**	**Gross carrying amount US$'000**	**Loss allowance provision US$'000**
Current	**10,608**	**–**	17,237	–
Less than 30 days	**10**	**–**	29	–
31 to 90 days	**5**	**–**	2	–
91 to 120 days	**–**	**–**	2	–
More than 120 days	**1,299**	**975**	1,320	936
	11,922	**975**	18,590	936

The movement in allowance for expected credit losses for other receivables computed based on 12-month ECL was as follows:

	Group	
	2024 US$'000	**2023 US$'000**
At 1 January and 31 December	**260**	260

21. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 US$'000	**2023 US$'000**	**2024 US$'000**	**2023 US$'000**
Cash on hand	**12**	141	**–**	–
Cash at banks	**79,209**	102,547	**58,568**	67,154
	79,221	102,688	**58,568**	67,154

Cash at banks earns interest at floating rates based on daily bank deposit rates.

22. TRADE AND OTHER PAYABLES

	Group		Company	
	2024 US$'000	**2023 US$'000**	**2024 US$'000**	**2023 US$'000**
Trade payables	**16,595**	26,387	**–**	–
Other payables	**9,922**	20,146	**18**	262
Accrued operating expenses	**6,167**	7,593	**348**	4,840
Sales tax payable	**297**	704	**–**	–
Withholding income tax	**2,543**	1,919	**–**	–
	35,524	56,749	**366**	5,102

Trade payables are non-interest bearing and are normally settled on 45 to 60 days' terms.

23. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2024 US$'000	**2023 US$'000**	**2024 US$'000**	**2023 US$'000**
Warrants	**1,163**	1,178	**8,198**	8,449
Add: Fair value adjustment	**(473)**	(118)	**(7,437)**	(7,082)
Add: Exchange differences	**8**	19	**(63)**	(288)
	698	1,079	**698**	1,079

The Group recognised a net revaluation gain on financial liabilities at fair value through profit or loss of US$355,000 (2023: loss of US$245,681,000) and other comprehensive income of US$Nil (2023: US$(21,000)) for changes in credit risk on financial liabilities at fair value through profit or loss. The revaluation loss on preference shares of US$245,363,000 recognised during the financial year ended 31 December 2023 arose mainly due to the higher probability of Initial Public Offering used as an input in the valuation of the preference shares.

Warrants issued by 17LIVE Inc.

The transaction and contract information of warrants is as follows:

(a) In August 2017, concurrent with the Facility Loan, warrants were issued by 17LIVE Inc. which can be subscribed for a total of US$225,000 worth of fully paid Series B preference shares or to receive cash consideration. The warrants will expire ten years after the date of the issuance.

Warrants are exercisable at the option of the holder any time before the expiration date, for all or any part of the shares of warrant (but not for a fraction of a share) that may be purchased.

The warrants were fully exercised in September 2023.

(b) In August 2017 and March 2018, concurrent with the drawdown of Facility A and Facility B Loans, warrants were issued by 17LIVE Inc. which can be purchased for a total of US$450,000 and US$600,000 worth of the same type of shares issued in the upcoming financing round.

The warrants will expire six years after the date of the issuance. The warrants are exercisable at the option of the holder, if and when an upcoming financing occurs on or before the expiration date, for all or any part of the shares of warrant (but not for a fraction of a share) that may be purchased.

The warrants issued in August 2017 expired in July 2023 and the warrants issued in March 2018 were fully exercised in October 2023.

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For the financial year ended 31 December 2024

23. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Warrants issued by 17LIVE Inc. (continued)

The transaction and contract information of warrants is as follows: (continued)

(c) In January 2020, concurrent with the drawdown of Facility C Loans, warrants were issued by 17LIVE Inc. and the warrants can be purchased for a total of US$700,000 worth of the same type of shares issued in the upcoming financing round.

The warrants will expire five years after the date of the issuance. The warrants are exercisable at the option of the holder, if and when an upcoming financing occurs on or before the expiration date, for all or any part of the shares of warrant (but not for a fraction of a share) that may be purchased.

The warrants were fully exercised in October 2023.

Warrants issued by the Company

(a) In 2022, the Company issued 12,481,799 warrants to the holders of its shares which constitute the Offering Units, the Cornerstone Units and the Sponsor IPO Investment Units ("Public Warrants") and 16,000,000 warrants to Vertex SPV ("Private Placement Warrants") pursuant to a private placement warrants purchase agreement dated 6 January 2022.

(b) Each Public Warrant and Private Placement Warrant issued in connection with the Offering Units, Cornerstone Units and Sponsor IPO Investment Units, entitles the holder to purchase one ordinary share at a price of S$5.75 per ordinary share, subject to certain terms and conditions. Each Public Warrant and Private Placement Warrant will become exercisable on the later of 30 days after the completion of the Company's initial business combination or 12 months from the close of the Company's initial public offering and will expire on the fifth anniversary of the completion of the Company's initial business combination, or earlier upon redemption of the Public Warrants and Private Placement Warrants or liquidation of the Company.

(c) In December 2023, 3,117,960 Public Warrants has been issued to the non-redeeming shareholders of the Company pursuant to the completion of the Business Combination.

Preference shares

The transaction and contract information of preference shares are as follows:

(a) In March 2017, 17LIVE Inc. issued 73,610,098 shares of Series A convertible redeemable preference shares (the "Series A Shares") to facilitate the share swap for the acquisition of Ichi Nana Inc.

(b) In August 2017 and December 2017, 17LIVE Inc. issued 25,199,948 shares of Series B convertible redeemable preference shares (the "Series B Shares") at US$1.2964 per share for cash consideration of US$32,669,000.

(c) On 16 November 2018 and 28 February 2019, 17LIVE Inc. entered into a Subscription Agreement to allot and issue 16,927,635 and 4,780,000 Series C convertible redeemable preference shares (the "Series C Shares") for a total consideration of US$20,000,000 and US$5,648,000, respectively.

(d) In April, July, and September 2020, 17LIVE Inc. issued 22,222,217 shares of Series D convertible redeemable preference shares (the "Series D Shares") at US$1.26 per share for a total consideration of US$28,000,000.

(e) On 1 January 2020, 17LIVE Inc. issued 9,964,361 shares and 1,107,156 holdback shares of Series AA convertible non-redeemable preference shares (the "Series AA Shares") at US$1.2263 per share to acquire 100% shareholding of Next Entertainment Global Holding.

23. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Preference shares (continued)

The rights, preferences and privileges of the preference shares are as follows:

Redemption rights

(a) If a qualified initial public offering has not occurred before the 3rd year anniversary of the Series D shares issuance date, holders of any Series A, B, C and D Shares may request redemption of the preference shares of such series. On receipt of a redemption request from the holders, 17LIVE Inc. shall redeem all or part, as requested, of the outstanding preference shares of such series.

(b) The redemption prices of the Series A, B, C and D Shares shall be the entry price and issuance price respectively plus compounded interest of 8% per annum computed on the entry price and issuance price commencing from the relevant subscription date for such Series A, B, C and D Shares.

(c) The shareholders of Series AA Shares have no redemption rights to 17LIVE Inc. based on the signed agreement. However, based on the Shareholders' Agreement of 17LIVE Inc., 17LIVE Inc. is obliged to redeem all or part of Series AA Shares at the applicable amount at any time on and after the occurrence of a "Liquidation Event". The requirement for 17LIVE Inc. to deliver cash to the shareholders of Series AA Shares upon the occurrence of a "Liquidation Event" may be beyond the control of 17LIVE Inc., which caused 17LIVE Inc. not having the unconditional right to avoid delivering cash to settle Series AA Shares. As a result, 17LIVE Inc. accounted for the Series AA Shares as financial liabilities.

Liquidation Event is defined as (a) a liquidation, winding up or dissolution of 17LIVE Inc.; (b) a merger, consolidation, acquisition or sale or other transaction or series related transactions of 17LIVE Inc. where the shareholders do not retain control of and a majority of the voting power in the surviving corporation; (c) a Trade Sale; or (d) an exclusive licensing of all or substantially all Intellectual Property Rights belonging to 17LIVE Inc.

(d) The redemption rights of all series of preference shares have been extended to 31 December 2025.

Conversion rights

(a) Each preference share is convertible, at the option of the holder, at any time after the date of issuance of such preference shares (other than Series AA Shares, which contains only automatic conversion term subject to point (c) below), according to a conversion ratio, subject to adjustments for dilution, including but not limited to stock splits, stock dividends and capitalisation and certain other events. Each preference share is convertible into a number of ordinary shares determined by dividing the applicable original issuance price by the conversion price.

(b) The conversion ratio of each Series of preference shares were adjusted upon the issuance of the latest preference share.

(c) Each preference share shall automatically be converted into ordinary shares, at the then applicable preference share conversion price, upon closing of a qualified initial public offering.

Voting rights

(a) Each preference share (other than Series AA Shares) shall have the same voting rights as an ordinary share and shall carry one vote per preference share and shall be entitled to vote together with the ordinary shares on an "as-if converted" basis on all matters submitted to a vote of the shareholders of 17LIVE Inc. The holders of the preference shares shall be entitled to receive notices of, and attend, speak and vote at, any meetings of the shareholders of 17LIVE Inc.

(b) The shareholders of Series AA Shares shall not have any voting rights and shall not be entitled to speak or vote at, any meetings of the Shareholders, or act by written consent.

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23. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Preference shares (continued)

Dividend rights

(a) The Series A to Series D preference shareholders rank pari passu with each other in relation to claims and/or payment of dividends. The preference shareholders (other than Series AA Shares) shall be entitled to receive, in preference to any dividend on the ordinary shares, non-cumulative dividends for each preference share at the rate equal to 8% of, as the case may be, the Series A preference share issue price, the Series B preference share issue price, the Series C preference share issue price and the Series D preference share issue price, for each respective preferred shareholder. No dividend, whether in cash, in property, in shares in 17LIVE Inc. or otherwise may be declared or paid on any other class or series of shares unless and until the preferred dividends are first paid in full.

(b) The shareholders of Series AA Shares shall be entitled to receive, in preference to any dividend on the ordinary shares, non-cumulative dividends if declared by the Board of Directors. No dividend, whether in cash, in property, in shares in 17LIVE Inc. or otherwise may be declared or paid on any other class or series of shares unless and until the preferred dividends are first paid in full.

All preference shares were converted into ordinary shares of 17LIVE Inc. on 16 November 2023.

24. LOANS AND BORROWINGS

	Maturity	Group 2024 US$'000	Group 2023 US$'000
Current:			
Bank loan 1	2035	**15**	–
Bank loan 2	2031	**46**	–
Bank loan 3	2031	**15**	–
Total current loans and borrowings		**76**	–
Non-current:			–
Bank loan 1	2035	**145**	–
Bank loan 2	2031	**244**	–
Bank loan 3	2031	**177**	–
Total non-current loans and borrowings		**566**	–
Total loans and borrowings		**642**	–

The above represents borrowings held by mikai Inc., which was acquired in November 2024, for working capital purposes.

Bank Loan 1 is denominated in Japanese Yen, bears fixed interest rate at 1.43% per annum. The loan is repayable over 179 monthly installments from July 2020.

Bank Loan 2 is denominated in Japanese Yen, bears fixed interest rate at 1.30% per annum. The loan is repayable over 84 monthly installments from May 2024.

Bank Loan 3 is denominated in Japanese Yen, bears fixed interest rate at 2.65% per annum. The loan is repayable over 82 monthly installments from July 2025.

24. LOANS AND BORROWINGS (CONTINUED)

A reconciliation of liabilities arising from financing activities is as follows:

Group	1 January 2024 US$'000	Principal and interest payments US$'000	Additions during the year US$'000	Non-cash changes Disposals and modification of lease liability US$'000	Non-cash changes Acquisition arising from business combination US$'000	Interest expense US$'000	Exchange differences US$'000	31 December 2024 US$'000
Long term loans (including current portion)	**–**	(30)	–	–	667	5	–	**642**
Lease liabilities	**4,685**	(2,038)	551	(178)	100	88	(256)	**2,952**

Group	1 January 2023 US$'000	Principal and interest payments US$'000	Additions during the year US$'000	Non-cash changes Disposals and modification of lease liability US$'000	Non-cash changes Acquisition arising from business combination US$'000	Interest expense US$'000	Exchange differences US$'000	31 December 2023 US$'000
Lease liabilities	1,932	(1,808)	4,157	267	–	110	27	4,685

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25. SHARE-BASED PAYMENTS

Employee share option plan

The employee share option plan commenced in March 2017, upon the closing of the share swap among 17LIVE Inc., Paktor and Ichi Nana Inc. Under a share swap agreement, 17LIVE Inc. became the holding company of Paktor and acquired 53.8% interest of Ichi Nana Inc.. Pursuant to the agreement, all share options and restricted share units of Paktor and Ichi Nana Inc., vested or unvested, shall be assumed by 17LIVE Inc. and converted into share options and restricted share units of 17LIVE Inc., subject to the same terms and conditions that are applicable to Paktor and Ichi Nana Inc.'s options and restricted share units (including expiration date, vesting conditions and exercise provisions).

The disposal of Paktor in March 2020 did not have any impact on the outstanding and exercisable (i.e. vested) options or restricted share units. To the extent any options or restricted share units held by Paktor's employees were vested at the time of the disposal, such employees continued to hold such vested options and restricted share units.

17LIVE Inc.'s share options are subject to a 4-year service vesting condition with 25% of the options becoming vested each year. Based on the terms of the award agreements with the grantees, the awards granted under the employee share option plan can either be equity-settled or cash-settled, at the discretion of 17LIVE Inc.

On 5 September 2023, 17LIVE Inc. and one of its original founders entered into an agreement to waive 17LIVE Inc.'s further obligations under a share repurchase agreement, as well as the original founder's rights to the 699,997 share options and 699,997 restricted share units held by him, for an aggregate consideration of US$1,920,000. There are no share options as of 31 December 2024 and 2023.

Movement of share options during the financial year

The following table shows the number (No.) and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year:

	2024		2023	
	No.	WAEP US$	No.	WAEP US$
Outstanding at 1 January	–	–	699,997	0.85
Repurchased	–	–	(699,997)	–
Outstanding at 31 December	–	–	–	–
Exercisable at 31 December	–	–	–	–

Restricted share/stock units (collectively, "RSUs")

17LIVE Inc.'s restricted share units are subject to a 2 to 4 year vesting condition with 12.5% and 25% becoming vested after the first year and the remaining being vested evenly over the remaining periods between 12 to 36 months. The restricted share units granted by 17LIVE Inc. can only be settled by shares.

17LIVE Inc. granted restricted share units to its employees subject to certain Initial Public Offering and corporate transaction conditions and becoming vested after fulfilling the condition under the share incentive plan. The restricted share units are subject to the achievement of performance incentives, and vest based on the incentive for each year. The restricted share units granted by 17LIVE Inc. can only be settled by shares.

On 1 December 2023, the Company obtained shareholders' approval at the extraordinary general meeting for the proposed adoption of the Employee Share Option Plan ("17LIVE ESOP"). The Company assumed each 17LIVE Inc.'s unvested restricted share units outstanding immediately prior to the completion of the Business Combination, automatically and without any required action on the part of any holder or beneficiary thereto, and convert such unvested restricted share units of 17LIVE Inc. into an award of restricted stock units representing the right to receive shares in accordance with the Company ESOP.

25. SHARE-BASED PAYMENTS (CONTINUED)

Movement of RSUs during the financial year

The following table shows the movements in RSUs during the financial year:

	Group	
	2024 Number of units ('000)	**2023 Number of units ('000)**
Outstanding at 1 January	**1,948**	16,820
– Granted	**2,201**	1,751
– Exercised	**(766)**	(10,909)
– Repurchased	**–**	(416)
– Forfeited	**(551)**	(5,298)
Outstanding at 31 December	**2,832**	1,948
Exercisable at 31 December	**55**	301

The number of units for the financial year ended 31 December 2023 is adjusted by the exchange ratio established in the Share Purchase Agreement. Pursuant to the Share Purchase Agreement, 10,909,111 vested restricted share units of 17LIVE Inc. were converted into ordinary shares of 17LIVE Inc. on 7 December 2023.

Fair value of RSUs granted

Before the Business Combination, the fair value of restricted share units was determined using the market approach, making reference to the transaction price of most recent round of financing. After the Business Combination, the fair value of restricted stock units was determined based on the quoted market price of the Company's ordinary shares.

The relevant information is as follows:

Type of arrangement	Year of grant date	Share price on grant date	Number of units ('000) (Note)	Contract periods	Vesting condition
Restricted shares award agreement	2015 – 2016	0.4597~0.4779	2,705	4 years	Service period
Restricted shares award agreement	2018	0.980	8,289	4 years	Service period
Restricted shares award agreement	2018 – 2019	0.70~0.98099	9,367	2-4 years	Service period
Restricted shares award agreement	2020	0.47	6,851	4 years	Service period
Restricted shares award agreement	2020	0.47	5,129	Indefinite	IPO/Corporate transaction
Restricted shares award agreement	2020	0.47	4,196	4 years	Performance incentive
Restricted shares award agreement	2021	0.56	1,876	4 years	Service period
Restricted shares award agreement	2022	0.29	1,824	4 years	Service period
Restricted shares award agreement	2023	0.43~2.01	1,751	4 years	IPO/Service period
Restricted stock award agreement	2024	0.57~0.90	2,201	4 years	Service period

The expenses incurred on share-based payment transactions for the financial years ended 31 December 2024 and 2023 amounted to US$1,058,000 and US$1,609,000 respectively.

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25. SHARE-BASED PAYMENTS (CONTINUED)

Undertaking on Promote Shares

The transaction and contract information of Promote Shares are as follows:

(a) As a reward and an incentive for the execution of a successful initial business combination, the Company has entered into a deed of undertaking with the Sponsor, Vertex Venture Holdings Ltd, pursuant to which the Company undertakes to allot and issue 10,401,500 Shares for a nominal consideration of S$25,000 (the "Promote Shares") following the completion of the initial business combination in favour of the Sponsor, such Promote Shares (a) to be vested over a certain period subject to certain terms and conditions; and (b) to constitute no less than 20% of the issued and paid-up share capital of our Company on a fully diluted basis immediately following the completion of the IPO. The consideration for the Promote Shares will be pro-rated based on the amount of Promote Shares vested, allotted and issued as at the relevant vesting dates.

The Promote Shares will vest, and be allotted and issued in favour of Sponsor based on the following schedule:

(i) 49.0% of the Promote Shares on the date falling 12 months after the completion of the initial business combination;

(ii) 17.0% of the Promote Shares on the date during the 10 calendar years following the date of completion of the initial business combination upon the Return to Shareholders exceeding 20%;

(iii) 17.0% of the Promote Shares on the date during the 10 calendar years following the date of completion of the initial business combination upon the Return to Shareholders exceeding 40%; and

(iv) 17.0% of the Promote Shares on the date during the 10 calendar years following the date of completion of the initial business combination upon the Return to Shareholders exceeding 60%.

(b) As stated in the Company's circular dated 9 November 2023, the Sponsor has agreed to waive its right to the allotment and issuance of up to 6,310,600 Promote Shares to Vertex SPV.

(c) On 18 December 2024, the Company issued and allotted 5,096,735 Promote Shares (the "New Promote Shares") to Vertex SPV at a consideration of S$12,250 (equivalent to approximately US$9,000) in relation to the Business Combination. The New Promote Shares issued rank pari passu in all aspects with the existing Shares of the Company.

Earnout Shares

(a) In connection with the Business Combination, and pursuant to the Share Purchase Agreement, the Company shall allot and issue up to 24,408,000 Earnout Shares at the Issue Price to the 17LIVE Inc Shareholders in two tranches on the Earnout Vesting Dates (starting in 30 April 2024), subject to the Financial Targets for Earnout achieved by the Group.

(b) No Earnout shares were granted for the financial years ended 31 December 2024 and 2023.

Executive Incentive Scheme ("EIS")

(a) In connection with the Business Combination, and pursuant to the SPA, the Company shall allot and issue up to 2,550,000 shares at the Issue Price to the Key Executives on the EIS Vesting Dates (starting in 30 April 2024) subject to and based on the Financial Targets for EIS achieved.

25. SHARE-BASED PAYMENTS (CONTINUED)

Executive Incentive Scheme ("EIS") (continued)

(b) The following table shows the movements in EIS during the financial year:

	Group 2024 Number of EIS ('000)
Outstanding at 1 January	**2,550**
– Issued and allotted shares	**(75)**
– Forfeited	**(1,753)**
Outstanding at 31 December	**722**
Exercisable at 31 December	**–**

On 13 May 2024, the Company issued and allotted 75,200 new ordinary shares pursuant to fulfilment of the financial targets for the EIS. The expenses incurred on this transaction for the financial year ended 31 December 2024 amounted to US$218,000.

26. SHARE CAPITAL

	Company			
	2024	**2023**	**2024**	**2023**
	Number of ordinary shares		**Amount (US$'000)**	
Beginning of financial year	**177,371,431**	6,000,000	**13**	–(i)
Issuance of ordinary shares in relation to the Business Combination	**–**	171,371,431	**–**	13
Issuance of ordinary shares pursuant to the Executive Incentive Scheme	**75,200**	–	**–(i)**	–
Issuance of Promote shares in relation to the Business Combination	**5,096,735**	–	**1**	–
Exercise of restricted stock units	**766,032**	–	**–(i)**	–
End of financial year	**183,309,398**	177,371,431	**14**	13

(i) Balance is below US$1,000

The par value of the ordinary shares is Singapore Dollars ("S$") 0.0001 per share.

On 20 January 2022, Vertex Co-Investment Fund Pte. Ltd. ("Vertex SPV") surrendered and forfeited its one ordinary share of S$0.0001 par value for no consideration. Subsequently upon the Company's listing on the SGX-ST on 20 January 2022, 41,606,000 units of S$5.00 per unit were allotted and issued as fully paid to shareholders of which each unit comprised one ordinary share and 0.3 of one warrant per share. 6,000,000 ordinary shares which constitute the Sponsor IPO Investment Units (Sponsor IPO Shares) are classified as equity on the balance sheet. 35,606,000 ordinary shares (Redeemable shares) which constitute the Offering Units and Cornerstone Units were classified as a liability on the balance sheet as of 31 December 2022. Upon completion of the Business Combination, 26,016,200 redeemable shares were redeemed by shareholders and the 9,589,800 that were not redeemed by the shareholders were classified as ordinary shares as of 31 December 2023.

On 7 December 2023, the Company completed its acquisition of 17LIVE Inc. and pursuant to the completion, the Company issued 160,162,651 ordinary shares to the shareholders of 17LIVE Inc. as consideration for the acquisition, 660,000 ordinary shares to private investment in public equity ("PIPE") investors, and 9,589,800 ordinary shares and 958,980 bonus shares to non-redeeming shareholders of VTAC.

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26. SHARE CAPITAL (CONTINUED)

On 13 May 2024, the Company issued and allotted 75,200 new ordinary shares pursuant to fulfilment of the financial targets for the EIS that was approved by Shareholders on 1 December 2023 as set out in the vesting conditions.

On 18 December 2024, the Company issued and allotted 5,096,735 Promote Shares (the "New Promote Shares") to Vertex SPV at a consideration of S$12,250 (equivalent to approximately US$9,000) in relation to the Business Combination. The New Promote Shares issued rank pari passu in all aspects with the existing Shares of the Company.

On 24 December 2024, the Company issued and allotted an aggregate of 766,032 new ordinary shares in the capital of the Company to the eligible holders of restricted stock units under the Company's employee share option plan adopted on 1 December 2023, which was effective on 8 December 2023, and was subsequently amended on 28 November 2024.

27. SHARE PREMIUM

Share premium pertains to the difference between the par value of the ordinary shares and the consideration for the exercise of the restricted share/stock units or the fair value of new shares issued pursuant to the Business Combination or the fair value of preference shares at the date of conversion.

28. TREASURY SHARES

Movements in the Company's treasury shares are as follows:

	Company			
	2024	**2023**	**2024**	**2023**
	Number of ordinary shares		**Amount (US$'000)**	
Beginning of financial year	**–**	–	**–**	–
Acquired during the year	**116,600**	–	**–**	–
End of financial year	**116,600**	–	**87**	–

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

The Company acquired 116,600 shares in the Company through purchases on the Singapore Exchange during the financial year ended 31 December 2024. The total amount paid to acquire the shares was US$87,000 and this was presented as a component within shareholders' equity.

As at 31 December 2024, the issued and paid up share capital of the Company excluding treasury shares comprised 183,192,798 ordinary shares (2023: 177,371,431 ordinary shares). As at 31 December 2024, the Company held 116,600 (2023: nil) treasury shares which represents 0.06% of the total number of issued shares (excluding treasury shares).

29. OTHER RESERVES

	Group		Company	
	2024 US$'000	**2023 US$'000**	**2024 US$'000**	**2023 US$'000**
Share-based payment reserve	**5,562**	5,293	**–**	–
Foreign currency translation reserve	**(7,920)**	(4,544)	**(6,686)**	9,080
Reorganisation reserve	**(12,505)**	(12,505)	**–**	–
Total	**(14,863)**	(11,756)	**(6,686)**	9,080

29. OTHER RESERVES (CONTINUED)

(a) Share-based payment reserve

Share-based payment reserve represent the equity settled share options and restricted share/stock units granted to employees. The reserve is made up of the cumulative value of services rendered by employees recorded over vesting period commencing from grant date and is reduced by the expiry or exercise of the share options or restricted share/stock units.

(b) Foreign currency translation reserve

The foreign currency translation reserve represents exchange difference arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(c) Reorganisation reserve

In March 2017, under a share swap agreement, all the existing shareholders of Paktor Pte. Ltd. ("Paktor") exchanged their respective shares, including all of the ordinary and preference shares, for equivalent classes of shares of 17LIVE Inc. on a 1 for 1.98 basis. The share swap agreements were regarded as a reorganisation of entities. The difference between the carrying amount of 17LIVE Inc. and Paktor were recorded under reorganisation reserve.

30. RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel include the directors and those persons having authority and responsibilities for planning, directing and controlling the activities of the Group, directly or indirectly. The remuneration paid to directors and other members of key management for the financial year is as shown below.

	Group	
	2024 US$'000	**2023 US$'000**
Wages and salaries	**1,757**	770
Contribution to defined contribution plans	**9**	14
Share-based payment	**451**	837
Labour and health insurance fees	**9**	16
Other personnel expenses	**360**	–
	2,586	1,637

31. PLEDGED ASSETS

The Group's assets pledged as collateral are as follows:

	Book value				
	Group		Company		
	2024 US$'000	**2023 US$'000**	**2024 US$'000**	**2023 US$'000**	**Purpose**
Security deposits	**3,885**	4,261	**–**	–	Restricted deposits pursuant to Japanese Payment Services Act and rental deposits
Restricted deposits	**231**	242	**–**	–	Restricted deposits for credit cards
	4,116	4,503	**–**	–	

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32. SEGMENT INFORMATION

For management's purpose, the Group is organised into two operating business segments, namely:

(a) Live streaming; and

(b) Others, which include the business from live-commerce and Wave App.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

2024	**Live streaming US$'000**	**Others US$'000**	**Unallocated US$'000**	**Total US$'000**
Revenue from external customers	**182,738**	**8,097**	**–**	**190,835**
Results:				
Revaluation gain on financial liabilities	**–**	**–**	**355**	**355**
Depreciation and amortisation	**(1,754)**	**(133)**	**(1,219)**	**(3,106)**
Interest income	**45**	**36**	**1,951**	**2,032**
Finance costs	**(77)**	**(2)**	**(28)**	**(107)**
Settlement expense with a music copyright organisation	**(11,987)**	**–**	**–**	**(11,987)**
Income tax expense	**393**	**32**	**(2,735)**	**(2,310)**
Segment profit/(loss)	**14,161**	**2,400**	**(17,519)**	**(958)**
Assets:				
Additions to non-current assets	**773**	**2**	**401**	**1,176**
Segment assets	**28,811**	**9,262**	**95,085**	**133,158**
Segment liabilities	**41,217**	**2,377**	**4,783**	**48,377**
2023				
Revenue from external customers	270,812	8,115	–	278,927
Results:				
Revaluation loss on financial liabilities	–	–	(245,681)	(245,681)
Depreciation and amortisation	(1,966)	(51)	(2,602)	(4,619)
Interest income	65	18	53	136
Finance costs	(90)	–	(20)	(110)
Income tax expense	(174)	(1)	(2,748)	(2,923)
Segment profit/(loss)	32,790	593	(278,375)	(244,992)
Assets:				
Additions to non-current assets	4,318	2	2,387	6,707
Segment assets	44,599	5,878	113,666	164,143
Segment liabilities	54,985	2,183	16,404	73,572

32. SEGMENT INFORMATION (CONTINUED)

Reconciliations

Segment assets are reconciled to total assets as follows:

	Group	
	2024 US$'000	2023 US$'000
Segment assets for reportable segments	**28,811**	44,599
Other segment assets	**9,262**	5,878
Total segment assets	**38,073**	50,477
Unallocated:		
Property, plant and equipment	**324**	106
Right-of-use assets	**808**	2,038
Intangible assets	**24,253**	24,363
Deferred tax assets	**2,244**	3,294
Cash and cash equivalents	**62,743**	81,385
Trade and other receivables	**3,228**	716
Prepaid operating expenses	**397**	486
Financial assets at fair value through profit or loss	**328**	–
Other current assets	**89**	157
Others	**671**	1,121
Total assets	**133,158**	164,143

The unallocated intangible assets mainly consist of goodwill, which is not allocated to any reportable segment, in view that the carrying value of goodwill arose from the acquisition of 17LIVE Japan, which is principally engaged in activities across the Group's segments.

The unallocated trade and other receivables mainly consist of the sales tax receivable for 17LIVE Japan and receivable from the issuance of preference shares which is not allocated to any segments.

Segment liabilities are reconciled to total liabilities as follows:

	Group	
	2024 US$'000	2023 US$'000
Segment liabilities for reportable segments	**41,217**	54,985
Other segment liabilities	**2,377**	2,183
Total segment liabilities	**43,594**	57,168
Unallocated:		
Trade and other payables	**1,912**	10,416
Income tax payable	**230**	2,211
Financial liabilities at fair value through profit or loss	**698**	1,079
Provisions	**1,373**	1,244
Other current liabilities	**21**	39
Lease liabilities	**549**	1,415
Total liabilities	**48,377**	73,572

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For the financial year ended 31 December 2024

32. SEGMENT INFORMATION (CONTINUED)

Geographical information

	2024			
	Japan US$'000	**Taiwan US$'000**	**Others US$'000**	**Total US$'000**
Revenue	**134,342**	**48,312**	**8,181**	**190,835**
Gross profit	**68,243**	**11,334**	**2,962**	**82,539**
Non-current assets	**3,188**	**2,273**	**24,545**	**30,006**

	2023			
	Japan US$'000	**Taiwan US$'000**	**Others US$'000**	**Total US$'000**
Revenue	190,213	70,406	18,308	278,927
Gross profit	96,011	14,281	4,657	114,949
Non-current assets	2,507	4,052	24,242	30,801

Non-current assets information presented above consist of property, plant and equipment, right-of-use assets and intangible assets as presented in the balance sheet of the Group.

33. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A market is regarded as active where a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

- Level 3: Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

33. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the reporting date:

	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
31 December 2024				
Financial assets measured at fair value through profit or loss				
– Short term investment	**–**	**–**	**328**	**328**
Financial liabilities measured at fair value through profit or loss				
– Warrants	**345**	**353**	**–**	**698**
31 December 2023				
Financial liabilities measured at fair value through profit or loss				
– Warrants	533	–	546	1,079

There was no transfer between Level 1 and Level 2 for the financial years ended 31 December 2024 and 2023.

(c) Level 2 fair value measurements

Warrants classified under Level 2 fair value measurement

The fair value of these warrants is determined by reference to the published market price of the warrants classified under Level 1 fair value measurement as at the end of the reporting period.

(d) Level 3 fair value measurements

(i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using unobservable inputs (Level 3):

Description	Valuation techniques	Unobservable inputs	Range of unobservable inputs
Short term investment	Discounted cash flow	Risk-adjusted discount rate	4.4% to 10.8% (2023: –)

Short term investment

The fair value of the short term investment is estimated using a discounted cash flow model. Under the discounted cash flow model, the short term investment's fair value is estimated using unobservable market data on future investment profits and risk-adjusted discount rate, to establish the present value of the income stream. A significant increase in discount rate would result in a significantly lower fair value measurement.

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33. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (continued)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets measured at fair value based on significant unobservable inputs (Level 3):

	Financial assets at fair value through profit or loss	
	2024	**2023**
	US$'000	**US$'000**
At 1 January	**–**	–
Addition	**331**	–
Revaluation loss on financial assets	**(3)**	–
At 31 December	**328**	–

The following table presents the reconciliation for all liabilities measured at fair value based on significant unobservable inputs (Level 3):

	Financial liabilities at fair value through profit or loss	
	2024	**2023**
	US$'000	**US$'000**
At 1 January	**546**	211,102
Revaluation (gain)/loss on financial liabilities	**(180)**	245,786
Change in credit risks through other comprehensive income	**–**	21
Expired during the period	**–**	(133)
Conversion to ordinary shares	**–**	(456,836)
Reverse acquisition	**–**	597
Transfer from Level 3 to Level 2	**(353)**	–
Exchange differences	**(13)**	9
At 31 December	**–**	546

During the financial year ended 31 December 2024, warrants classified under Level 3 fair value measurement as of 31 December 2023 were transferred to Level 2 fair value measurement. The carrying amount of the warrants transferred was US$353,000.

Prior to the transfer, the fair value of these warrants was determined using valuation model incorporating significant non market-observable inputs. Since the transfer, the fair value of these warrants is determined by reference to the published market price of the warrants classified under Level 1 fair value measurement as at the end of the reporting period.

(iii) Valuation policies and procedures

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and IFRS 13 fair value measurement guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

33. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (continued)

(iii) Valuation policies and procedures (continued)

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions (which may include transactions entered into by the Group with third parties as appropriate) that are relevant to the valuation if such information is reasonably available.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

(e) Assets and liabilities not measured at fair value

Trade and other receivables, cash and cash equivalents, other current assets, trade and other payables

The carrying amounts of these balances approximate their fair values due to the short-term nature of these balances.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk.

The board of directors reviews and agrees on policies and procedures for the management of these risks, which are executed by the management team. It is, and has been, throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Group. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when internal and/or external information indicates that the financial asset is unlikely to be received, which could include default of contractual payments due for more than 180 days or there is significant difficulty of the counterparty.

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For the financial year ended 31 December 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (continued)

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 reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtor
- Significant increases in credit risk on other financial instruments of the same debtor
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtor and changes in the operating results of the debtor

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

Information regarding loss allowance movement and credit risk exposure on trade receivables is disclosed in Note 20.

Excessive risk concentration

There is no significant concentration of credit risk relating to the Group's trade receivables.

Exposure to credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk is represented by the carrying amount of financial assets recognised in the balance sheet of the Group.

Other receivables

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in. The Group measured the impairment loss allowance using 12-month ECL and recognised an allowance for ECL of US$260,000. Information regarding loss allowance movement and credit risk exposure on other receivables is disclosed in Note 20.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group manages and maintains adequate cash and cash equivalents to finance the Group's operations.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Group				
	Less than 1 year US$'000	**1 to 3 years US$'000**	**3 to 5 years US$'000**	**Over 5 years US$'000**	**Total US$'000**
2024					
Financial liabilities					
Trade and other payables	**32,684**	**–**	**–**	**–**	**32,684**
Lease liabilities	**1,706**	**1,289**	**59**	**–**	**3,054**
Warrants	**698**	**–**	**–**	**–**	**698**
Loans and borrowings	**85**	**203**	**197**	**197**	**682**
Total undiscounted financial liabilities	**35,173**	**1,492**	**256**	**197**	**37,118**
2023					
Financial liabilities					
Trade and other payables	54,126	–	–	–	54,126
Lease liabilities	2,164	2,636	–	–	4,800
Warrants	1,079	–	–	–	1,079
Total undiscounted financial liabilities	57,369	2,636	–	–	60,005

	Company			
	Less than 1 year US$'000	**1 to 3 years US$'000**	**3 to 5 years US$'000**	**Total US$'000**
2024				
Financial liabilities				
Trade and other payables	**366**	**–**	**–**	**366**
Warrants	**698**	**–**	**–**	**698**
Total undiscounted financial liabilities	**1,064**	**–**	**–**	**1,064**
2023				
Financial liabilities				
Trade and other payables	5,102	–	–	5,102
Warrants	1,079	–	–	1,079
Total undiscounted financial liabilities	6,181	–	–	6,181

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35. FINANCIAL INSTRUMENTS BY CATEGORY

At the reporting date, the aggregate carrying amounts of financial assets at amortised cost and financial liabilities at amortised cost were as follows:

	Group		Company	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Financial assets measured at amortised cost				
Trade and other receivables	**11,567**	19,288	**1,162**	–
Cash and cash equivalents	**79,221**	102,688	**58,568**	67,154
Security deposits	**3,885**	4,261	**–**	–
	94,673	126,237	**59,730**	67,154
Financial liabilities measured at amortised cost				
Trade and other payables	**32,684**	54,126	**366**	5,102
Loans and borrowings	**642**	–	**–**	–
	33,326	54,126	**366**	5,102

36. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to improve the Group's capital structure, the Group may issue new shares or sell assets to reduce debt rate. The Group monitors capital on the basis of the debt ratio. This ratio is calculated as total liabilities divided by total assets.

As of 31 December 2024 and 2023, the Group's debt ratios are as follows:

	Group	
	2024 US$'000	2023 US$'000
Total assets	**133,158**	164,143
Total liabilities	**48,377**	73,572
Debt ratio	**0.36**	0.45

37. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 28 March 2025.

Statistics of Shareholdings

As at 14 March 2025

Class of shares	:	Ordinary Shares
Number of issued shares (excluding treasury shares)	:	182,989,382
Number of treasury shares held	:	431,400 (representing 0.24% of the total number of issued shares, excluding treasury shares)
Number of subsidiary holdings	:	Nil
Voting rights	:	One vote per ordinary share (no vote for treasury shares)

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	25	2.08	1,235	0.00
100 – 1,000	483	40.15	278,387	0.15
1,001 – 10,000	505	41.98	1,691,871	0.92
10,001 – 1,000,000	174	14.46	12,219,878	6.68
1,000,001 AND ABOVE	16	1.33	168,798,011	92.25
TOTAL	**1,203**	**100.00**	**182,989,382**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%*
1	DBS NOMINEES (PRIVATE) LIMITED	38,401,150	20.99
2	CITIBANK NOMINEES SINGAPORE PTE LTD	32,705,702	17.87
3	INFINITY E.VENTURES ASIA III, L.P.	19,453,132	10.63
4	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	17,716,572	9.68
5	VERTEX LEGACY CONTINUATION FUND PTE. LTD.	14,443,679	7.89
6	VERTEX CO-INVESTMENT FUND PTE LTD	11,096,735	6.06
7	VERTEX GROWTH FUND PTE. LTD.	6,908,725	3.78
8	VENEZIO INVESTMENTS PTE LTD	6,600,000	3.61
9	PAV INVESTMENTS PTE LTD	5,741,307	3.14
10	DBSN SERVICES PTE. LTD.	3,636,218	1.99
11	UOB KAY HIAN PRIVATE LIMITED	3,140,428	1.72
12	VERTEX VENTURES SEA FUND III PTE. LTD.	2,705,514	1.48
13	MERRILL LYNCH (SINGAPORE) PTE. LTD.	2,360,699	1.29
14	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,555,653	0.85
15	TAN HIAN THENG	1,222,000	0.67
16	OCBC SECURITIES PRIVATE LIMITED	1,110,497	0.61
17	PHUA ANGELA	601,710	0.33
18	LIU PO-YUAN	594,530	0.32
19	PT SENJAYA TUNGGAL SAKTI	520,785	0.28
20	PHILLIP SECURITIES PTE LTD	515,682	0.28
	TOTAL	**171,030,718**	**93.47**

* Based on the total number of 182,989,382 issued shares (excluding treasury shares) as at 14 March 2025.

Statistics of Shareholdings

As at 14 March 2025

SUBSTANTIAL SHAREHOLDERS

	Direct Interests		Deemed Interests	
Substantial Shareholders	No. of Shares	%(1)	No. of Shares	%(1)
Phua Jiexian Joseph	30,000	0.016	16,055,627(2)	8.774
Akio Tanaka	0	0	19,453,132(3)	10.631
Temasek Holdings (Private) Limited	0	0	47,495,960(4)	25.956
Vertex Venture Holdings Ltd	0	0	35,154,653(4)	19.211
Fullerton (Private) Limited	0	0	30,057,918(4)	16.426
Ellensburg Holding Pte. Ltd.	0	0	30,057,918(4)	16.426
KTB China Synergy Fund	9,384,654	5.129	0	0
Woori Venture Partners Co., Ltd.	0	0	9,384,654(5)	5.129
Infinity e.Ventures Asia III, L.P.	19,453,132	10.631	0	0
Growth Tree Ltd	0	0	19,453,132(3)	10.631
Infinity e.ventures Asia III (GP), Ltd.	0	0	19,453,132(3)	10.631
Dragon Alexander Limited	16,055,627	8.774	0	0
M17 Growth SPV LLC	18,703,753	10.221	1,571,494(6)	0.859
Aika Tong	201,266	0.11	25,795,543(7)	14.097
Vertex Legacy Continuation Fund Pte. Ltd.	14,443,679	7.893	0	0
Vertex Co-Investment Fund Pte. Ltd.	11,096,735	6.064	0	0
Vertex Master Fund I Pte. Ltd.	0	0	13,802,249(8)	7.543

Notes:

(1) Based on the total number of 182,989,382 issued ordinary shares of the Company ("**Shares**") (excluding treasury shares and subsidiary holdings) as at 14 March 2025. The Company has 431,400 treasury shares as at 14 March 2025.

(2) Phua Jiexian, Joseph holds 100% of the shareholding in Dragon Alexander Limited. Accordingly, Phua Jiexian, Joseph is deemed to be interested in the Shares held by Dragon Alexander Limited, by virtue of Section 4 of the Securities and Futures Act 2001 ("**SFA**").

(3) Akio Tanaka holds 100% of the shareholding interest in Growth Tree Ltd, which holds 100% of the shareholding interest in Infinity e.ventures Asia III (GP), Ltd.. Infinity e.ventures Asia III (GP), Ltd. is the general partner of Infinity e.Ventures Asia III L.P. and has the authority to exercise control of the disposal over the shares held by Infinity e.Ventures Asia III L.P. pursuant to the limited partnership agreement. Accordingly, Akio Tanaka is deemed to be interested in the Shares held by Infinity e.Ventures Asia III L.P. by virtue of Section 4 of the SFA.

(4) Temasek Holdings (Private) Limited ("**Temasek**")'s deemed interest arises from the aggregate of the interests of Venezio Investments Pte. Ltd. ("**Venezio**"), Vertex Co-Investment Fund Pte. Ltd ("**Vertex SPV**"), Vertex Legacy Continuation Fund Pte. Ltd., Vertex Ventures SEA Fund III Pte. Ltd. ("**Vertex SEA**") and Vertex Growth Fund Pte. Ltd. (together, the "**Vertex Funds**") and Pav Investments Pte. Ltd. ("**Pavilion**").

(a) Temasek's deemed interest arising from Venezio: 3.602%

(i) Venezio has an interest in 3.602% of Shares.
(ii) Venezio is a wholly-owned subsidiary of Napier Investments Pte. Ltd. ("**Napier**").
(iii) Napier is a wholly-owned subsidiary of Tembusu Capital Pte. Ltd. ("**Tembusu**").
(iv) Tembusu is a wholly-owned subsidiary of Temasek.

(b) Temasek's deemed interest arising from Vertex SPV: 6.057%

(i) Vertex SPV has an interest in 6.057% of Shares.
(ii) Vertex SPV is a wholly-owned subsidiary of Vertex Master Fund I Pte. Ltd. ("**VMFI**").
(iii) VMFI is a wholly-owned subsidiary of Vertex Venture Holdings Ltd (the "**Sponsor**").
(iv) The Sponsor is a wholly-owned subsidiary of Ellensburg Holding Pte. Ltd. ("**Ellensburg**").
(v) Ellensburg is a wholly-owned subsidiary of Fullerton (Private) Limited ("**Fullerton**").
(vi) Fullerton is a wholly-owned subsidiary of Temasek.

(c) Temasek's deemed interest arising from the Vertex Funds: 13.132%

(i) The Vertex Funds collectively have an interest in 13.132% of Shares.
(ii) The Sponsor has invested in 17LIVE Inc. through the Vertex Funds. Accordingly, the Sponsor is deemed to be interested in the Shares held by the Vertex Funds.
(iii) The Sponsor is a wholly-owned subsidiary of Ellensburg.
(iv) Ellensburg is a wholly-owned subsidiary of Fullerton.
(v) Fullerton is a wholly-owned subsidiary of Temasek.

(d) Temasek's deemed interest arising from Pavilion: 3.134%

(i) Pavilion has an interest in 3.134% of Shares.
(ii) Pavilion is an indirect wholly-owned subsidiary of Pavilion Capital Holdings Pte. Ltd. ("**PCH**").
(iii) PCH is an indirectly wholly-owned subsidiary of Temasek.

Venezio is a Temasek investment holding company. Each of Vertex SPV, the Vertex Funds, the Sponsor and Pavilion is an independently managed Temasek portfolio company. Temasek is not involved in the business or operational decisions, including those regarding their position in Shares.

(5) KTB China Synergy Fund is wholly-owned by Woori Venture Partners Co., Ltd.. Accordingly, Woori Venture Partners Co., Ltd.. is deemed to be interested in the Shares held by KTB China Synergy Fund by virtue of Section 4 of the SFA.

(6) M17 Growth SPV B LLC is wholly-owned by M17 Growth SPV LLC. Accordingly, M17 Growth SPV LLC is deemed to be interested in the 1,571,494 Shares held by M17 Growth SPV B LLC by virtue of Section 4 of the SFA.

(7) M17 Growth SPV B LLC is wholly-owned by M17 Growth SPV LLC, which is in turn wholly-owned by Aika Tong. Accordingly, Aika Tong is deemed to be interested in the 1,571,494 Shares held by M17 Growth SPV B LLC by virtue of Section 4 of the SFA. Northpark Advisory Ltd. and Talent Dragon Co., Ltd. are wholly-owned by Aika Tong, and Aika Tong owns 28.0% of Chia Nine Investments Co., Ltd. Accordingly, Aika Tong is deemed to be interested in the Shares held by each of Northpark Advisory Ltd., Talent Dragon Co. Ltd. and Chia Nine Investments Co., Ltd. by virtue of Section 4 of the SFA.

(8) Vertex SPV is wholly-owned by VMFI. Accordingly, VMFI is deemed to be interested in the 6.08% Shares held by Vertex SPV by virtue of Section 4 of the SFA. VMFI holds 38.1% interest in Vertex SEA. Accordingly, VMFI is deemed to be interested in the 1.48% Shares held by Vertex SEA by virtue of Section 4 of the SFA.

PERCENTAGE OF SHARES HELD BY THE PUBLIC

Based on the information available to the Company as at 14 March 2025, approximately 32.87% of the total number of issued Shares (excluding treasury shares), are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

Statistics of Warrantholdings

As at 14 March 2025

DISTRIBUTION OF WARRANTHOLDINGS

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
1 – 99	18	1.68	880	0.00
100 – 1,000	908	84.70	314,070	0.99
1,001 – 10,000	100	9.33	327,016	1.04
10,001 – 1,000,000	40	3.73	3,905,648	12.36
1,000,001 AND ABOVE	6	0.56	27,052,145	85.61
TOTAL	**1,072**	**100.00**	**31,599,759**	**100.00**

TWENTY LARGEST WARRANTHOLDERS

NO.	NAME	NO. OF WARRANTS	%
1	VERTEX CO-INVESTMENT FUND PTE LTD	19,000,000	60.13
2	VENEZIO INVESTMENTS PTE LTD	3,000,000	9.49
3	DBS NOMINEES (PRIVATE) LIMITED	2,712,894	8.59
4	RAFFLES NOMINEES (PTE.) LIMITED	1,230,391	3.89
5	CITIBANK NOMINEES SINGAPORE PTE LTD	1,108,860	3.51
6	P'NG CHIN GUAN	620,000	1.96
7	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	432,300	1.37
8	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	266,472	0.84
9	CHOW CHUI HONG	200,000	0.63
10	THAM FOO KHEY	195,000	0.62
11	PER TIONG KEE	155,560	0.49
12	EE GUAN WHATT DAVID	150,350	0.48
13	TAN CHEW KOON	150,000	0.47
14	BPSS NOMINEES SINGAPORE (PTE.) LTD.	150,000	0.47
15	TIMOTHY HO SIN YUNG	132,000	0.42
16	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	122,900	0.39
17	KHOO HWEE SAN	106,000	0.34
18	HUI CHI SING KENNY	102,000	0.32
19	PHILLIP SECURITIES PTE LTD	100,455	0.32
20	TAN ENG CHUA EDWIN	100,000	0.32
	TOTAL	**30,035,182**	**95.05**

Exercise Price	:	S$5.75 payable for each whole share on the exercise of a warrant, subject to the adjustments as described in the terms and conditions in respect of the warrants pursuant to the Warrant Agreement as detailed in the Company's Prospectus (the "**Warrant Conditions**")
Exercise Period	:	The period commencing on the later of (a) 30 days after the completion of the Company's initial business combination; or (b) 12 months from the close of the Offering and terminating on the Warrant Expiration Date (defined below)
Warrant Expiration Date	:	The earlier to occur of: (a) 5:00 p.m., Singapore time on the date that is five years after the date on which the Company completes its initial business combination; (b) the Company's Liquidation; or (c) (other than with respect to the Private Placement Warrants (as defined in the Circular dated 9 November 2023) to the extent then held by Vertex Co-Investment Fund Pte. Ltd. (also known as Vertex SPV) or its Permitted Transferees), 5:00 p.m., Singapore time on the Warrant Redemption Date as provided in the Warrant Conditions
Warrant Agent	:	Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632

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