



MOVING FORWARD

TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED
ANNUAL REPORT 2025





CONTENTS

CORPORATE PROFILE	01
AT A GLANCE	02
CORPORATE INFORMATION	03
FINANCIAL HIGHLIGHTS	04
LETTER TO SHAREHOLDERS	06
OPERATIONAL AND FINANCIAL REVIEW	08
BOARD OF DIRECTORS	13
KEY MANAGEMENT	16
INVESTOR RELATIONS	17
SUSTAINABILITY REPORT	18
CORPORATE GOVERNANCE	50
FINANCIAL CONTENTS	81



MOVING FORWARD

This annual report has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Leong Weng Tuck at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.

CORPORATE PROFILE

Headquartered in Hong Kong and Shenzhen, the Republic of China ("PRC"), Trans-China Automotive Holdings Limited ("TCA" or the "Company", and together with its subsidiaries, the "Group") is an established automobile dealership group focused on the distribution of premium and ultra-premium automobiles under the BMW, McLaren and Genesis brands.

TCA's dealerships are primarily located in key cities in the PRC, namely Foshan, Shenzhen and Guangzhou, which are part of the Greater Bay Area ("GBA"), as well as other select tier two cities such as Chongqing and Changsha.

Together with the sale of automobiles, the Group provides after-sales services which include maintenance and repair services, and sale of automobile parts and accessories. As an ancillary business, the Group also provides automobile agency services which include related automobile registration and administration for financing and insurance services in the PRC.

BUSINESS OVERVIEW



NEW AUTOMOBILES

Sale of new automobiles under dealership agreements and arrangements with automobile OEMs¹ which are the BMW Distributors (BMW China and BMW Brilliance), McLaren Distributor and Genesis Distributor. Our BMW dealership distributes both internationally and locally manufactured BMW models and is a key revenue driver to the Group.



AFTER-SALES SERVICES

Provision of after-sales services include repairs and scheduled servicing, maintenance and inspection of automobiles that are mainly purchased from us or from our automobile OEMs. We also retail automobile parts and accessories as well as merchandise that feature the brands we carry.



AUTOMOBILE AGENCY SERVICES

Provision of automobile agency services to our customers including referrals for automobile financing, referrals for insurance and car registration agency services, for which we receive referral fees.



PRE-OWNED AUTOMOBILES

Sale of pre-owned automobiles mainly from customer trade-ins to facilitate sales of new automobiles, as well as from auction companies and other suppliers of used cars, and are not limited to the brands we carry.

1 Manufacturer and distributor of automobiles

AT A GLANCE

NETWORK OF DEALERSHIPS/SHOWROOMS AND SERVICE CENTRES



CORPORATE INFORMATION

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

CORRESPONDENCE ADDRESS

#3002, 30th Floor
88 Hing Fat Street
Causeway Bay, Hong Kong
Tel: (852) 3907 6000

WEBSITE & EMAIL ADDRESS

<https://www.tca-auto.com>
info@tca-auto.com

BOARD OF DIRECTORS

Francis Tjia

Executive Chairman and Chief Executive
Officer

Michael Cheung

Executive Director and Chief Financial
Officer

David Leow

Lead Independent Director

Steven Petersohn

Independent Director

Henry Tan

Independent Director

AUDIT AND RISK COMMITTEE

Henry Tan (Chairman)
David Leow
Steven Petersohn

NOMINATING COMMITTEE

David Leow (Chairman)
Henry Tan
Steven Petersohn
Francis Tjia

REMUNERATION COMMITTEE

Steven Petersohn (Chairman)
David Leow
Henry Tan

SPONSOR

RHT Capital Pte. Ltd.

36 Robinson Road
#10-06 City House
Singapore 068877

INDEPENDENT AUDITORS

Deloitte & Touche LLP

6 Shenton Way
#33-00 OUE Downtown 2
Singapore 068809

Partner-in-Charge: Khor Tee Heng
Appointed from financial year 2023

SINGAPORE SHARE TRANSFER AGENT

In.Corp Corporate Services Pte. Ltd.

36 Robinson Road
#20-01 City House
Singapore 068877

COMPANY SECRETARY

Lee Wei Hsiung
Loo Shi Yi

MEDIA AND INVESTOR RELATIONS

August Consulting Pte. Ltd.

101 Thomson Road
#29-05 United Square
Singapore 307591



FINANCIAL HIGHLIGHTS

REVENUE (RMB'MILLION)

- Sales of Automobiles
- Provision of After-Sales Services
- Agency Revenue

FY2025

1,995.0



FY2024

2,554.5



FY2023

3,455.5



FY2022

4,026.6

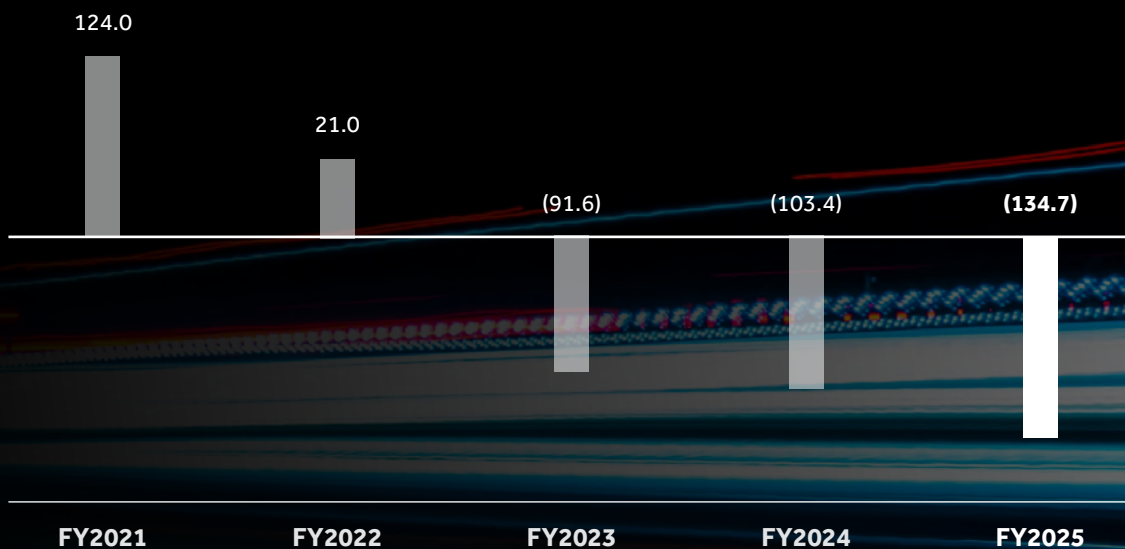


FY2021

4,515.7



NET PROFIT / (LOSS) (RMB'MILLION)



FINANCIAL HIGHLIGHTS

	FY2021	FY2022	FY2023	FY2024	FY2025
Gross Profit / (Loss) (RMB'million)					
Sales of Automobiles	153.5	(0.7)	(122.7)	(201.5)	(156.0)
Provision of After-Sales Services	218.1	194.6	177.3	176.9	152.7
Commission Income	–	3.2	6.1	4.6	7.8
Total	371.6	197.1	60.7	(20.0)	4.5

Gross Profit Margin (%)					
Sales of Automobiles	3.9	(0.0)	(4.2)	(9.8)	(10.1)
Provision of After-Sales Services	40.1	38.5	35.1	35.5	34.2
Overall	8.2	4.9	1.8	(0.8)	0.2

RMB'million	As at 31 December 2024	As at 31 December 2025
BALANCE SHEET		
Total Assets	1,455.3	1,357.2
Total Liabilities	1,363.8	1,395.6
Total Equity	91.5	(38.5)
NAV per Share (RMB)	0.16	(0.07)

SHARE PRICE PERFORMANCE¹

	As at 31 December 2025
IPO offer price (November 2021)	S\$0.230
As at last trading day of the year (31 December 2025)	S\$0.031
Highest	S\$0.054
Lowest	S\$0.028
Trading volume (million shares)	293.441
Number of shares in issue	589,615,183
Market capitalisation (S\$'million)	18.278

¹ Source: Share Investor

LETTER TO SHAREHOLDERS

“WE WILL CONTINUE TO STRENGTHEN CORE REVENUE STREAMS, OPTIMISE NETWORK EFFICIENCY, MAINTAIN FINANCIAL PRUDENCE AND ENHANCE OPERATIONAL EXCELLENCE THROUGH TIGHTER INVENTORY MANAGEMENT AND CLOSER COLLABORATION WITH OEM PARTNERS.”

FRANCIS TJIA

Executive Chairman and Chief Executive Officer



DEAR SHAREHOLDERS

Protracted industry headwinds, intensified price competition and continued softness in consumer sentiment across China's automotive market exerted sustained pressure on dealership economics, particularly within the premium car market. Against this backdrop, the Group recorded a decline in revenue and a net loss for the financial year ended 31 December 2025 ("FY2025").

For the financial year, revenue declined year-on-year ("YoY"), primarily attributable to lower new vehicle sales volumes and margin compression amid aggressive pricing dynamics in the premium segment. Gross profit, however, recovered from a loss in the prior year to RMB4.5 million due to lower cost of sales in line with reduced vehicle sales volume. The challenging retail conditions also led to lower showroom traffic and softer demand in certain key cities, further weighing on overall performance.

The Group recorded a net loss for FY2025 after accounting for operating losses from underperforming dealerships, impairment considerations and restructuring-related costs arising from our network consolidation initiatives.

While these results reflect the severity of prevailing market conditions, they also underscore the decisive steps we have taken to reposition the business with greater discipline and resilience. The Group has remained focused on preserving liquidity, rationalising underperforming operations and strengthening our capital structure to ensure we remain well-positioned for long-term sustainability.

China's auto market, especially the electric vehicle ("EV") segment is expanding fast, as reflected in the data released by China Association of Automobile Manufacturers ("CAAM"). In 2025, domestic auto market expanded 6.7% to 27.3 million units, marking another record year. In the passenger car segment, domestic brands reached a dominance of 65% market share, with EV domestic sales up 19.8% to 12.9 million units, accounting for 50.8% of vehicle sales and 54% in the passenger vehicle segment¹.

LETTER TO SHAREHOLDERS

Amid this rapid expansion of domestic EVs, aggressive discounting practices and evolving Original Equipment Manufacturing (“OEM”) strategies continue to reshape dealership economics and drive structural adjustments in China’s premium automotive segment.

In response, we undertook a comprehensive review of our network footprint. This included the transition of our Guangzhou BMW outlet to a service-only centre and the relocation of two of our three Genesis locations – Changsha and Guangzhou, to leaner premises.

Additionally, in the current competitive market, we continue to work closely with our OEM partners to adjust sales volume targets lower to avoid selling vehicles below cost.

Cost rationalisation initiatives were implemented across the organisation. We streamlined manpower, renegotiated lease arrangements and tightened operating expenditures, exercising prudence and accountability at every level. These measures, though difficult, were necessary to align our cost base with current market realities and to safeguard the Group’s financial position.

OUTLOOK

In 2025, Chinese regulators introduced meaningful measures to restore market discipline, including prohibiting below-cost selling, restructuring EV incentives and mandating cleaner rebate frameworks. These interventions, alongside natural market consolidation as weaker competitors exit, are beginning to rebalance competitive dynamics.

That said, near-term conditions remain soft as the industry works through the structural adjustment, which will take time. Against this backdrop, the Group will continue to streamline underperforming locations and maintain a disciplined approach to capital deployment, focusing on sites and brands with clear, sustainable profit potential.

As announced on 25 September 2025, the Group proposed to undertake a renounceable non-underwritten rights issue (“Rights Issue”) of up to 294,807,591 new ordinary shares in the capital of the Company (“Rights Shares”) at an issue price of

S\$0.02 for each Rights Share, on the basis of one Rights Share for every two existing ordinary shares each in the capital of the Company. The Company has received the listing and quotation notice from the SGX-ST for the listing and quotation of the Rights Shares on 31 October 2025.

The Rights Issue is intended to strengthen the Group’s balance sheet and liquidity position, with proceeds primarily used to set-off certain liabilities, support working capital and for general corporate purposes. Given the challenging operating environment and our recent loss position, the Rights Issue will provide financial flexibility to navigate the near-term uncertainties while positioning us to act decisively when market conditions improve. The Group will keep shareholders updated on the progress of the Rights Issue as required.

Looking ahead, our strategic priorities are clear, we will continue to strengthen core revenue streams, optimise network efficiency, maintain financial prudence and enhance operational excellence through tighter inventory management and closer collaboration with OEM partners.

APPRECIATION

The steps we have taken in 2025 were deliberate and necessary to reshape the Company into a leaner and more resilient organisation. While the environment remains challenging, we are committed to rebuilding profitability through disciplined execution and prudent capital management.

On that note, I would like to thank all shareholders for your continued patience and steadfast support amid the prolonged challenges facing our industry. My deepest appreciation also goes to our Board of Directors, management team and employees, whose professionalism and commitment have been instrumental in navigating this demanding period.

Lastly, I would like to extend our gratitude to our non-executive director, Mark Fukunaga, who stepped down with effect from 31 December 2025, for his invaluable contributions and counsel during his tenure.

FRANCIS TJIA

Executive Chairman and Chief Executive Officer

OPERATIONAL AND FINANCIAL REVIEW

INCOME STATEMENT

(RMB' million)	FY2025	FY2024	% Variance
Revenue	1,995.0	2,554.5	(21.9)
Cost of Sales	(1,990.5)	(2,574.4)	(22.7)
Gross Profit / (Loss)	4.5	(20.0)	n.m.
Other Income	135.6	207.4	(34.6)
Other Gains, Net	4.3	0.6	n.m.
Selling Expenses	(118.8)	(140.0)	(15.1)
Administrative Expenses	(100.1)	(115.3)	(13.2)
Impairment and Non-operating Losses	(29.9)	-	n.m.
Loss from Operations	(104.5)	(67.1)	n.m.
Finance Costs, Net	(32.3)	(36.3)	(11.1)
(Loss) Before Income Tax	(136.8)	(103.5)	n.m.
(Loss) for the Year	(134.7)	(103.4)	n.m.
Adjusted Loss for the Year	(104.8)	(103.4)	n.m.

Numbers may not add up due to rounding.

REVENUE

The Group's total revenue came in at RMB1,995.0 million in FY2025, a 21.9% decline from RMB2,554.5 million in FY2024 due to lower automobile sales volume and revenue.

In FY2025, automobile sales slipped 24.9% to RMB1,540.2 million from RMB2,051.8 million in FY2024, as 5,609 units were sold at an average sales price of RMB275,000, compared with 6,851 units at RMB299,000 each in FY2024. Demand for premium vehicles remained under pressure, weighed down by subdued consumer sentiment and rapid expansion of domestic EVs.

After-sales services revenue declined 10.2% to RMB446.9 million in FY2025 due to fewer cars sold, lower workshop traffic and more price-sensitive customers, alongside the absence of a service recall that boosted FY2024 revenue.

The 65.0% increase in agency revenue to RMB7.9 million in FY2025 from RMB4.8 million in FY2024, was largely driven by sales of new models, targeted price promotions and additional OEM subsidies recognised in FY2025.

REVENUE BY SEGMENT

(RMB' million)	FY2025	FY2024	% Variance
Sale of automobiles	1,540.2	2,051.8	(24.9)
Provision of after-sales services	446.9	497.8	(10.2)
Agency revenue	7.9	4.8	65.0
Total Revenue	1,995.0	2,554.5	(21.9)

Numbers may not add up due to rounding.

OPERATIONAL AND FINANCIAL REVIEW

COST OF SALES & GROSS PROFIT

Cost of sale of automobiles declined 24.7% to RMB1,696.2 million in FY2025 from RMB2,253.4 million in FY2024, primarily due to lower units sold. Gross loss narrowed to RMB156.0 million in FY2025 from RMB201.5 million in FY2024, while gross loss margins were 10.1% compared to 9.8% in FY2024. Margins reached their lowest point in 2Q2025 before recovering in 2H2025, supported by lower sales volumes and additional support from OEM partners. Ancillary fee income, recorded under Other Income, also helped offset some of the losses, contributing to improved performance in 2H2025.

Cost of provision of aftersales services slid 8.3% to RMB294.2 million in FY2025 from RMB320.9 million in FY2024 on lower aftersales services volume. Gross profit came in at RMB152.7 million in FY2025 compared to RMB176.9 million in FY2024, while gross margin dipped slightly to 34.2% from 35.5% in FY2024. The decline was due to slightly lower profitable mix of cars serviced.

As a result, the Group recovered from a gross loss of RMB20.0 million in FY2024 to a gross profit of RMB4.5 million in FY2025, and from a negative gross margin of 0.8% in FY2024 to a gross profit margin of 0.2% in FY2025.

GROSS MARGIN BY SEGMENT

(%)	FY2025	FY2024	% Variance
Sale of automobiles	(10.1)	(9.8)	(0.3) pt
Provision of aftersales services	34.2	35.5	(1.3) pt
Agency revenue	98.7	95.8	2.9 pt
Overall Gross Margin	0.2	(0.8)	n.m.

Numbers may not add up due to rounding.

OPERATING EXPENSES

Selling expenses decreased 15.1% to RMB118.8 million in FY2025 from RMB139.9 million in FY2024 as a result of lower business volume. Similarly, administrative expenses declined 13.2% to RMB100.1 million from RMB115.3 million in FY2024 due to stringent cost control measures implemented since mid FY2024, including hiring freeze and restriction on non-essential expenses.

IMPAIRMENT AND NON-OPERATING CHARGES

The Group recorded an impairment and non-operating losses of RMB29.9 million in FY2025, mainly from an impairment charge of RMB25.2 million to the assets of a business unit following the cessation of its new car sales operations and net loss on asset disposal of RMB4.7 million related to the relocation of two Genesis dealerships to smaller and more cost-efficient sites.

NET FINANCE EXPENSES

Net finance expenses decreased 11.1% to RMB32.3 million in FY2025 from RMB36.3 million in FY2024 due to a 47.2% decline in finance income to RMB0.4 million in FY2025, as a result of repayment of credit lines, cash outflows from operations and lower average cash balances.

Finance costs for FY2025 decreased 11.7% to RMB32.7 million from RMB37.0 million in FY2024 on lower average interest rate and repayment of bank and other borrowings. Finance expenses related to the loan due to shareholder was RMB2.2 million in FY2025 compared to RMB1.1 million in FY2024 due to increased loan size and a longer loan duration in FY2025. Finance costs related to IFRS 16 slipped 10.0% due to the closure of certain locations and amortisation of lease liabilities.

OPERATIONAL AND FINANCIAL REVIEW

NET LOSS

As a result of the foregoing, loss before income tax for FY2025 came in at RMB136.8 million compared to a loss of RMB103.5 million in FY2024. Net loss for the year excluding the one-off impairment and non-operating losses stood at RMB104.8, marginally higher than RMB103.4 million in FY2024. Basic and fully diluted loss per share was 0.23 RMB in FY2025 compared to 0.18 RMB in FY2024.

BALANCE SHEET

(RMB' million)	As at 31 December 2025	As at 31 December 2024
ASSETS		
Total non-current assets	437.6	547.1
Property, plant and equipment	134.7	224.9
Right-of-use assets	230.2	257.3
Intangible assets	56.2	57.0
Deferred income tax assets	8.1	7.9
Other receivables	8.4	-
Total current assets	919.5	908.2
Inventories	218.2	177.6
Trade and other receivables	190.4	246.9
Prepayments and deposits	75.9	101.0
Pledged bank deposits	423.7	349.0
Cash and cash equivalents	11.4	33.8
TOTAL ASSETS	1,357.2	1,455.3
Equity attributable to the owner of the Company		
Share capital	42.0	42.0
Share premium	82.8	82.8
Reserves	70.3	65.6
Retained (loss)	(233.6)	(98.9)
TOTAL EQUITY	(38.5)	91.5
LIABILITIES		
Total non-current liabilities	266.9	296.2
Bank and other borrowings	4.0	13.6
Lease liabilities	171.7	186.2
Deferred income tax liabilities	28.6	30.8
Amount due to a related party	62.6	65.7
Total current liabilities	1,128.7	1,067.6
Trade and bills payable	684.7	531.2
Accruals and other payables	41.1	65.8
Contract liabilities	75.3	90.3
Bank and other borrowings	241.1	319.5
Lease liabilities	36.7	38.4
Loans due to shareholders	49.7	22.3
TOTAL LIABILITIES	1,395.6	1,363.8
Working capital	(209.2)	(159.4)
Net interest-bearing liabilities ¹	509.4	467.1

Numbers may not add up due to rounding.

1 Long term and short term borrowings and bills payable less cash and cash equivalents and pledged deposits

OPERATIONAL AND FINANCIAL REVIEW

The Group's total assets stood at RMB1,357.2 million as at 31 December 2025 compared to RMB1,455.3 million as at 31 December 2024.

Current assets increased RMB11.3 million to RMB919.5 million as at 31 December 2025, largely due to (i) an increase in inventory of RMB40.7 million due to more inventory in transit; (ii) an increase in pledged bank deposits of RMB74.7 million from the settlement of related bills payables and other borrowings after year end; partially offset by (i) a decrease in accounts and other receivables of RMB56.6 million as a result of lower overall business volume and advancement of disbursement of vendor rebates, with some being disbursed on a monthly basis instead of quarterly basis; and (ii) a decrease in prepayments and deposits of RMB25.1 million mainly for inventory orders that were delivered after year end.

Non-current assets recorded a RMB109.4 million decline to RMB437.6 million as at 31 December 2025, largely on (i) a decrease in intangible assets of RMB0.8 million arising from annual amortisation; (ii) a decrease in rights of use assets of RMB27.0 million as a result of annual amortisation and termination of certain leases related to relocation of stores; and (iii) a decrease in property, plant and equipment of RMB90.2 million from depreciation of assets, disposition of demonstration cars and the impairment charges on certain stores; and partially offset by an increase in finance lease receivable from the sublease of a facility of RMB8.5 million.

The Group's total liabilities increased marginally to RMB1,395.6 million as at 31 December 2025 from RMB1,363.8 million as at 31 December 2024.

Current liabilities rose RMB61.1 million to RMB1,128.7 million as at 31 December 2025, largely attributable to (i) higher trade and bills payable balance of RMB153.5 million due to higher inventory balance and timing of payments till after year end; (ii) higher loans due to shareholders of RMB27.4 million to supplement overall Company liquidity; partially offset by (i) lower bank and other borrowings of RMB78.4 million due to repayments during the year; (ii) lower accruals and other payables of RMB24.6 million as a significant proportion of deferred income has been fully amortised due to the relocation of stores and lower VAT payables due to more input VAT recognised from car purchase near year end; and (iii) lower contract liabilities of RMB15.0 million as a BMW store ceased new car sales operation.

The decline in non-current liabilities of RM29.3 million to RMB266.9 million as at 31 December 2025, was largely due to (i) a decrease in lease liabilities of RMB14.5 million related to reclassification to current liabilities and the termination of leases related to store relocations; (ii) a decrease in bank and other borrowings of RMB9.6 million due to repayment of bank facilities during the year; (iii) a decrease in deferred income tax liabilities of RMB2.1 million relating to the reversal of certain tax provisions; and (iv) a decrease in amount due to a related party of RMB3.1 million arising from exchange gains.

The Group's shareholders equity declined RMB130.0 million to a negative RMB38.5 million as at 31 December 2025 as a result of net loss for the year.



OPERATIONAL AND FINANCIAL REVIEW

CASH FLOWS

(RMB' million)	FY2025	FY2024
Net cash generated from operating activities	81.5	54.1
Net cash generated from / (used in) investing activities	9.2	(25.9)
Net cash used in financing activities	(113.8)	(68.4)
Cash and cash equivalents at end of financial year	11.4	33.8



Net cash generated from operating activities was RMB81.5 million in FY2025, as a result of (i) cash used in changes before working capital of RMB7.5 million in FY2025 compared with cash used of RMB2.4 million in FY2024; (ii) cash used in purchasing inventory of RMB41.0 million; (iii) higher pledged deposits of RMB74.7 million from bills payable due after FY2025;

(iv) lower contract liabilities of RMB15.0 million as business volume decreased; offset by (i) lower trade and other receivables, prepayments and deposits of RMB84.0 million due to lower vendor rebates from lower new car sales by end of FY2025 and lower deposits paid to manufacturers for new automobile inventory; and (ii) higher trade and bills payables, accruals and other payables of RMB135.9 million as a result of higher bills payable balance scheduled for payment after FY2025.

The Group generated net cash from investing activities of RMB9.2 million in FY2025, comprising (i) proceeds from disposal of property, plant and equipment of RMB29.7 million from motor vehicles that were retired from demonstration vehicle fleet; (ii) interest received from deposits with financial institutions of RMB0.4 million; partially offset by purchases of property, plant and equipment of RMB20.9 million arising from motor vehicles to be used as demonstration vehicles. Capital expenditures were higher in FY2024 due to a renovation project.

Net cash used in financing activities was RMB113.8 million in FY2025, primarily due to (i) interest paid on bank borrowings of RMB32.7 million; (ii) lease payments of RMB21.3 million; (iii) repayment of bank and other borrowings of RMB88.0 million; offset by net proceeds from shareholders' loans of RMB28.6 million.

As a result, cash and cash equivalents declined by RMB22.4 million to RMB11.4 million as at 31 December 2025 from RMB33.8 million as at 31 December 2024.

BOARD OF DIRECTORS



FRANCIS TJIA

*Executive Chairman and
Chief Executive Officer*

DATE OF FIRST APPOINTMENT TO THE BOARD:

18 December 2015

DATE OF LAST RE-ELECTION TO THE BOARD:

23 April 2025

BOARD COMMITTEES:

- Nominating Committee – Member

PRESENT DIRECTORSHIPS IN LISTED COMPANIES:

Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES:

Nil

OTHER COMMITMENTS:

- OpenRoad Auto Group - Non-Executive Director
- Multivest Holdings Limited – Non-Executive Director
- Openform Properties Ltd – Non-Executive Director
- Various other entities within the Group under which the appointments were made as part of Mr Francis Tjia's duties and responsibilities in his role as CEO of the Company.

Mr Francis Tjia founded TCA and is responsible for the overall strategic direction and growth of the Group.

Francis moved to Hong Kong in 1990 and started his professional life as a fund manager overseeing Asian portfolios. From 1991 to 1993, Francis lived in Jakarta and served as Executive Director and Senior Fund Manager at Lippo Investments, which operated out of Jakarta and Hong Kong. In mid-1993, Francis co-founded Income Partners Asset Management and relocated back to Hong Kong.

While continuing his career in finance, Francis co-founded Summit Motors (China) Limited ("**Summit Motors**") in 1994, an automotive dealership company based in Hong Kong with operations in the PRC. Summit Motors was initially appointed as Toyota importer and dealership operator for the PRC in 1994, followed by the appointment by BMW to be an importer and distributor for Western PRC in 1995. Summit Motors opened its first permanent Toyota dealership in Chengdu in 1995 and the first BMW store, also in Chengdu before eventually growing to a significant dealer group with a presence throughout the PRC. Francis divested all his interests in Summit Motors in 2006.

Francis is a significant shareholder and Non-Executive Director of OpenRoad Auto Group in Vancouver, Canada. OpenRoad Auto Group is one of Canada's leading automotive retailers for new and pre-owned automobiles. It is based in Vancouver and represents approximately 14 leading automotive brands and operates approximately 44 dealership outlets in British Columbia and Ontario. For avoidance of doubt, OpenRoad Auto is independently operated and managed separately from Trans-China Automotive Holdings Limited.

Francis graduated from the University of British Columbia in 1987 with a Bachelor's degree in Economics and completed his Master of Business Administration and Master of Arts in Economics from Boston University in 1990.

BOARD OF DIRECTORS



MICHAEL CHEUNG

*Executive Director and
Chief Financial Officer*



DAVID LEOW

Lead Independent Director

DATE OF FIRST APPOINTMENT TO THE BOARD:

18 December 2015

DATE OF LAST RE-ELECTION TO THE BOARD:

24 April 2024

BOARD COMMITTEES:

Nil

PRESENT DIRECTORSHIPS IN LISTED COMPANIES:

Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES:

Nil

OTHER COMMITMENTS:

- Various entities within the Group under which the appointments were made as part of Mr Michael Cheung's duties and responsibilities in his role as CFO of the Company.

Mr Michael Cheung is responsible for overseeing the overall financial functions, corporate governance and corporate communications of the Group. Michael is also the brand director for the Group's McLaren and Genesis dealerships.

Michael started his career at PricewaterhouseCoopers LLP in Vancouver, Canada and San Francisco, California where he rose to audit and assurance manager. Previously, Michael was the Internal Auditor Team Leader at Placer Dome Inc., Canada, a mining company and he was the Chief Financial Officer of PenderFund Capital Management Inc., an asset management firm based in Vancouver, Canada. Prior to joining the Group in 2013, he was the Chief Financial Officer and Corporate Secretary of Zongshen PEM Power System Inc., a light transportation manufacturing company listed on the Toronto Stock Exchange with operations in Chongqing, China.

Michael graduated from the University of British Columbia in 2001 with a Bachelor of Commerce in Accounting and completed his Master of Business Administration from Kellogg School of Management at Northwestern University in 2008. He is also a Canadian Chartered Public.

DATE OF FIRST APPOINTMENT TO THE BOARD:

17 September 2021

DATE OF LAST RE-ELECTION TO THE BOARD:

25 April 2023

BOARD COMMITTEES:

- Nominating Committee – Chairman
- Audit and Risk Committee – Member
- Remuneration Committee – Member

PRESENT DIRECTORSHIPS IN LISTED COMPANIES:

Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES:

- Mecast Holdings Ltd. – Independent Director

OTHER COMMITMENTS:

- CAP Management Limited – Non-Executive Director
- Chartered Accountants of Australia and New Zealand (Singapore) Private Limited – Board Member
- MEC Asia Fund – Non-Executive Director
- Thaler Global Pte. Ltd – Managing Director
- Ufinity Group Pte. Ltd. – Chief Financial Officer

Mr David Leow began his career as an accountant with Barwick Partners in West Perth, Australia. From 1993 to 2005, David held various positions in Singapore, including Vice President of the DBS Bank Ltd's Private Equity Fund, Vice President of UOB Kay Hian's Equity Capital Markets Group, Associate Director of HSBC Securities and a founding Director of Business Development for the Virgin Group in Asia, where he helped to structure, fund and launch Virgin Group-branded businesses in Asia.

Currently, David is the Managing Director of Thaler Global Pte. Ltd, where he advises companies on capital market activities and corporate strategy, which may involve taking senior management roles with clients. He is the Chief Financial Officer of Ufinity Group Pte. Ltd., a software company that develops enterprise class software and a Non-Executive Director of MEC Asia Fund, CAP Management Limited and Chartered Accountants of Australia and New Zealand (Singapore) Private Limited.

David is a Chartered Financial Analyst of the Association for Investment Management and Research, a Fellow of the Chartered Accountants in Australia and New Zealand and a member of the Institute of Chartered Accountants in Singapore. He graduated from the University of Western Australia with a Bachelor of Commerce and is a graduate of the Owner/President Management programme at Harvard Business School.

BOARD OF DIRECTORS



**STEVEN
PETERSOHN**
Independent Director

DATE OF FIRST APPOINTMENT TO THE BOARD:

17 September 2021

DATE OF LAST RE-ELECTION TO THE BOARD:

23 April 2025

BOARD COMMITTEES:

- Remuneration Committee - Chairman
- Audit and Risk Committee – Member
- Nominating Committee – Member

PRESENT DIRECTORSHIPS IN LISTED COMPANIES:

- Advanced Energy Minerals Limited (ASX:AEM) – Independent Non-Executive Director

PAST DIRECTORSHIPS IN LISTED COMPANIES:

Nil

OTHER COMMITMENTS:

Nil

Mr Steven Petersohn is an American businessman based in Hong Kong. After graduating from Stanford University in California, he worked in various business development roles for a diversified global trading company. Subsequently, Steven started a trade finance business in New York before moving over to the securities industry. He was hired by Jefferies & Company with a mandate to establish and build their first business in Asia and then moved to Morgan Stanley where he held several executive positions in both equities and fixed income.

After 10 years at Morgan Stanley, Steven went to the buy side with LIM Advisors where he co-managed a Special Situations fund. Since leaving LIM, Steven has been a principal in an emerging markets private equity business and a financial advisory business specialising in restructurings and turnarounds. He served as Finance Director for Advanced Energy Minerals Limited, a leading manufacturer of high purity alumina and remains on their board as an Independent Non-executive Director.

Steven graduated from Stanford University with a Bachelor of Arts degree in 1978.



HENRY TAN
Independent Director

DATE OF FIRST APPOINTMENT TO THE BOARD:

17 September 2021

DATE OF LAST RE-ELECTION TO THE BOARD:

24 April 2024

BOARD COMMITTEES:

- Audit and Risk Committee – Chairman
- Nominating Committee – Member
- Remuneration Committee – Member

PRESENT DIRECTORSHIPS IN LISTED COMPANIES:

- BH Global Corporation Limited – Independent Director
- Asia Vets Holdings Ltd – Independent Director
- Penguin International Limited – Independent Director

PAST DIRECTORSHIPS IN LISTED COMPANIES:

- YHI International Limited – Independent Director
- China New Town Development Co., Ltd. – Independent Director
- Dyna-Mac Holdings Ltd. – Independent Director

OTHER COMMITMENTS:

- CLA Global TS Group – Group CEO & Chief Innovation Officer
- 2T Investment Holdings Pte Ltd – Director
- Alpha Singapore – Director
- Methodist Church in Singapore – General Conference (MCS-GC) – Director
- NTS Myanmar Co. Ltd. – Director
- Cru Asia Limited – Director
- The Anglo-Chinese Schools Foundation Limited – Director
- Arcturus Professional Services Pte. Ltd.
- The 4220 Foundation (Whole World Institute) – Non-Profit Organization - Director

Mr Henry Tan is the Group CEO & Chief Innovation Officer of CLA Global TS Group and Director of the global board of CLA Global Limited. He was previously the Asia Pacific Regional Chairman and board member of Nexia International.

Henry is an independent director on the boards of Asia Vets Holdings Ltd, BH Global Corporation Limited and Penguin International Limited, companies listed on the SGX.

He is also a Council Member of Singapore- Jiangsu Cooperation Council, Council Member of the Institute of Valuers & Appraisers Singapore (IVAS) and a Member of the Corporate Service Providers Advisory Panel of Accounting and Corporate Regulatory Authority (ACRA). He was previously on the EXCO and served as Treasurer of Singapore Fintech Association and ASEAN Federation of Accountants, President of Spirit of Enterprise, Chapter President of Entrepreneurs' Organisation and Council Member of Institute of Singapore Chartered Accountants ("ISCA").

In 1988, Henry graduated from Nanyang Business School with a Bachelor of Accountancy. As a notable alumnus, Henry served as Chairman of the Nanyang Business School (NBS) Alumni Advisory Board from 2014 to 2020. In 2021, Henry was conferred the Nanyang Distinguished Alumni Award, the highest honour bestowed upon the alumni of Nanyang Technological University.

He also attended the Advanced Executive Management Development Program at Beijing Tsinghua University. He is a Fellow of the ISCA, Institute of Chartered Accountants of Australia and New Zealand, CPA Australia, Insolvency Practitioners Association of Singapore Limited. Additionally, he holds the ASEAN CPA designation and the ISCA Financial Forensic Professional Credential.

He is also an Associate Member of Singapore Institute of Internal Auditors, Singapore Institute of Directors and Singapore Chartered Tax Professionals.

He is an Approved Liquidator registered with the Accounting & Corporate Regulatory Authority, a licensed Insolvency Practitioner by Ministry of Law and Global Fintech Institute Industry Fellow.

KEY MANAGEMENT



FRANCIS TJIA

Executive Chairman and Chief Executive Officer

Please refer to page 13 for Francis's Bio



MICHAEL CHEUNG

Executive Director and Chief Financial Officer

Please refer to page 14 for Michael's Bio



RAYMOND WOO

Chief Operating Officer

Mr Raymond Woo was appointed as Chief Operating Officer (Premium Luxury) in December 2015 and has been responsible for the overall day-to-day operations of the McLaren and Genesis businesses. He assumed responsibility for the management of all the brands under TCA, including BMW, from January 2025. With effect from January 2026, he has been redesignated to focus solely on the operations of the BMW brand.

Raymond joined the Group in 2008 and was primarily responsible for coordinating projects, starting new dealerships and other dealer development initiatives. From October 2017 until April 2021, he held dual responsibilities as a Director of the Group. Prior to joining the Group, he served as the Business Development Manager of Artex Fashions (Asia) Limited, a premier garment manufacturing company, until 2006.

Raymond graduated from the University of Toronto in 1999 with a Bachelor of Architecture and subsequently completed his Master of Science in Construction Project Management at the University of Hong Kong in 2001.

INVESTOR RELATIONS

OBJECTIVES

- Ensure timely and accurate disclosure of corporate developments and financial performance.
- Facilitate prompt communication and engagements with all stakeholders and the investment community.
- Enforce good corporate governance practices.

INVESTOR RELATIONS POLICY

TCA is committed to maintaining accurate, consistent and timely disclosure of financial performance and significant corporate developments to shareholders, the investing public, the financial community and the media, in compliance with Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and other applicable securities laws and regulations.

All announcements are released on a timely basis on SGXNet and on our Investor Relations (“**IR**”) website www.tca-auto.com, which contains corporate information, financial results, press releases, presentations, annual reports, sustainability reports and other content that is relevant to the investment community.

Investors can channel all queries to: info@tca-auto.com.

INVESTOR ENGAGEMENTS

In line with our commitment to engage the financial and investment communities, we intend to conduct half yearly results briefings as well as participate in institution-initiated investor events, nondeal roadshows and retail seminars conducted by financial associations.

INVESTOR ACTIVITIES IN FY2025 AND FY2026

February 2025	FY2024 Results Announcement
March 2025	FY2024 Results Briefing
April 2025	4 th Annual General Meeting
May 2025	1Q2025 Business Update
August 2025	1H2025 Results Announcement and Briefing
November 2025	3Q2025 Business Update
February 2026	FY2025 Results Announcement

TENTATIVE FINANCIAL CALENDAR FOR FY2026*

April 2026	5 th Annual General Meeting
May 2026	1Q2026 Business Update
August 2026	1H2026 Results Announcement
November 2026	3Q2026 Business Update
February 2027	FY2026 Results Announcement

* Subject to change

SUSTAINABILITY REPORT

ABOUT THIS REPORT

REPORTING SCOPE AND PERIOD

This report presents the environmental, economic, social and governance (“**ESG**”) progress and performance of Trans-China Automotive Holdings Limited (“**TCA**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) for the financial year ended 31 December 2025 (“**FY2025**”) as compared to the same period a year ago (“**FY2024**”). This report outlines the sustainability strategies and ambitions across our operations in China, where the Group’s customers and business activities are mainly located.

REPORTING FRAMEWORK

This report has been prepared with reference to the Global Reporting Initiative (“**GRI**”) Standards 2021. It also complies with the sustainability reporting requirements of Rules 711A and 711B of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)(the “**Catalist Rules**”), as well as Practice Note 7F of the Catalist Rules. In addition, we have integrated the United Nations Sustainable Development Goals (“**SDGs**”) into our materiality process to reflect TCA’s commitment to sustainable development.

This report aligns with the recommendations from the IFRS S1 standard, which fully incorporates the guidance of the Task Force on Climate-Related Financial Disclosures (“**TCFD**”). While the mandatory climate-related disclosures under the IFRS S2 issued by the International Sustainability Standards Board (“**ISSB**”) have been extended to FY2030, we have proactively begun strengthening our climate-related reporting by enhancing our data collection processes, refining our governance approach and aim to progressively expand the scope and quality of our climate-related disclosures in preparation for future compliance.

REPORTING PROCESS

We apply and adopt GRI’s reporting principles to identify, prioritise and validate material topics and their boundaries for reporting. We have observed the reporting principles established by the GRI Standards and adopted its principles of accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness, and verifiability in preparing this report.

Data for this report is collected monthly by our Administration Managers in each of the BMW stores or by Finance Managers in locations where we do not have Administration Managers. The Group Administration Manager reviews the data for accuracy and completeness, approves the data set before reporting to the Group Chief Financial Officer for final review and inclusion in the Sustainability Report.

SUSTAINABILITY REPORT

RESTATEMENTS

This report includes restated carbon emissions data for FY2023 and FY2024 to align with the relevant and updated recommended emission factors, particularly for fuels and electricity, affecting Scope 1 and 2 emissions. The recalculated emissions for FY2023 and FY2024 are as follows:

	FY2024		FY2023	
	Previously reported	Amended	Previously reported	Amended
Scope 1 - all direct GHG emissions	403.52	345.36	482.12	408.57
Scope 2 - indirect GHG emissions from consumption of purchased electricity, heat, or steam			4,286.00	4,385.69

Accordingly, the FY2025 emissions have been calculated using the updated emission factors to ensure consistency with the previous years. For the breakdown of the emissions, please refer to page 36 of the Sustainability Report.

EXTERNAL ASSURANCE

We have relied on internal verification to ensure the accuracy of our data as well as our compliance with relevant policies and internal controls. All information has been reported in good faith and to the best of our knowledge, and is subject to review by our independent Internal Auditors to ensure its reliability. We have not obtained external assurance for this report and will consider doing so in the future.

ACCESSIBILITY

This report is included as part of our Annual Report 2025. An electronic version of this report is available for download on our website at www.tca-auto.com and the SGX-ST website at www.sgx.com.

FEEDBACK

We welcome stakeholders to submit their queries and feedback on any aspect of our sustainability performance to info@tca-auto.com.

SUSTAINABILITY REPORT

BOARD STATEMENT

This is TCA's fifth sustainability report, which has been reviewed and endorsed by the Board of Directors ("**Board**"). As the highest governing body, the Board provides oversight of our sustainability approach, and together with the management team, sets relevant ESG performance goals, monitors progress and communicates these sustainability objectives throughout the organisation.

Over the past five years, we have progressively strengthened and refined our sustainability strategies. Reflecting our commitment to sustainability and strong governance, we have also expanded our disclosures in line with evolving regulatory standards. Through these collective efforts, we strengthen our operational resilience and position TCA for long-term future-readiness.

FY2025 continued to be a challenging year with intense competition and persistent price wars shaping the market environment. In response, the Group has undertaken a brand rationalisation and cost cutting initiative to navigate these conditions. Operating as a leaner and more focused organisation, we continue to uphold disciplined management and responsible business practices to create sustainable value for our stakeholders and support the long-term stability of our business.

In this report, we outline our sustainability performance and progress for FY2025 and continue to refine our strategies to ensure our operations are conducted responsibly and in alignment with stakeholder expectations. Integrating lessons learned and best practices, we prioritise enhancing our sustainability practices and are constantly identifying areas for improvement as we advance towards our long-term net-zero ambitions.

In closing, we would like to thank all stakeholders for your unwavering support and dedication to our shared sustainability vision. We look forward to your continued partnership as we advance TCA's sustainability journey.

FRANCIS TJIA

Executive Chairman and Chief Executive Officer

SUSTAINABILITY REPORT

PERFORMANCE HIGHLIGHTS

ESG FACTORS	FY2025	FY2024
Economic (RMB' million)		
Revenue	1,995.0	2,554.5
Gross Profit/(Loss)	4.5	(20.0)
Loss for the Year	(134.7)	(103.4)
Environmental		
Scope 1 GHG emissions (t CO ₂ e)	297.31	345.36 ¹
Scope 2 GHG emissions (t CO ₂ e)	3,970.74	4,346.93
Scope 3 GHG emissions (t CO ₂ e)	374.72	414.17
Water Consumption (tonnes)	41,722	47,051
Natural Gas Consumption (Nm ³)	73,599	80,515
Electricity Consumption (kWhr)	5,988,410	6,578,279
Fuel (litres)	70,135	86,677
Waste Generated (tonnes)	332.79	296.35
Total Energy Consumption (GJ) ²	27,100.70	30,145.07
Intensity metrics³		
Emission (Scope 1 and 2) intensity	0.05	0.06
Emission (Scope 3) intensity	0.004	0.005
Water consumption intensity	0.50	0.56
Natural gas consumption intensity	0.88	0.96
Electricity consumption intensity	71.57	78.62
Fuel consumption intensity	0.84	1.04
Waste intensity	0.004	0.004
Energy intensity	0.32	0.36
Social		
Turnover Rate	25%	28%
Male vs. Female	58% vs 42%	59% vs 41%
Average Training Hours	3.80	6.69
Governance		
Non-compliance and Regulatory Breaches	Zero	Zero
Corruption and Fraud	Zero	Zero
Data Security Breaches	Zero	Zero

1 Recalculated using standard emission factor for petrol (average biofuel blend) instead of gas oil.

2 Calculated using the energy conversion factors from <https://www.convert-me.com/en/convert/energy/> and <https://www.unitconverters.net/energy-converter.html>

3 Intensity metrics are calculated per square metre (m²) of floor area to better reflect the current operational performance. As such, FY2024 intensity metrics have been recalculated using 83,673 square metres of floor area as the denominator, this is also applied for FY2025.

SUSTAINABILITY REPORT

OUR APPROACH TO SUSTAINABILITY

SUSTAINABILITY GOVERNANCE STRUCTURE

TCA is committed to long-term sustainable value creation and to making a positive impact on our people, our communities, and the environment. Accordingly, we uphold a workplace shaped by organisational values that integrate ESG considerations into our day-to-day operations.

At TCA, the Board maintains overall oversight of the Group’s business strategy, climate-related decisions and ESG performance. ESG matters are reviewed quarterly at Board meetings to ensure our impacts are effectively managed and that key sustainability issues, risks and opportunities are appropriately addressed. To stay current with the most recent sustainability trends, issues and practices, Board members are required to attend sustainability trainings and events. The Board also approves the necessary resources for any climate-related efforts.

The Board has ultimate responsibility for determining the ESG factors that are material to the Group and ensuring that they are appropriately monitored and managed. The Board is supported by a Sustainability Team (the “Team”), comprising representatives from various departments, which assists in monitoring and management of these ESG factors, as well as in implementing related policies, strategies, and climate-related metrics and targets across the Group’s operations.

The Team compiles monthly data which enables us to monitor and evaluate our progress against the established goals and targets, and identifies areas for improvement effectively. Data is gathered by Administrative Managers at each BMW store, or by Finance Managers where applicable, and reviewed by the Group Administration Manager for accuracy and completeness.

The Team provides regular reports and feedback to the Senior Management who will then report to the Board. To foster organisation-wide accountability, the Group’s sustainability goals and objectives are shared and communicated across all levels of the Company.

ROLES AND RESPONSIBILITIES



SUSTAINABILITY REPORT

STAKEHOLDERS

At TCA, we are committed to building meaningful and trusted relationships with all our stakeholders. We actively engage with customers, business partners, employees, investors, shareholders, analysts, media, regulatory bodies and the communities in which we operate. By understanding their concerns and expectations through regular engagement and open feedback channels, we are able to shape our strategies, make informed decisions and foster long-lasting connections.

The following table outlines our stakeholder engagement programmes and the commitments to each group of stakeholders.

Key Stakeholder Groups	Expectations / Concerns	Engagements	Commitments
Customers	<ul style="list-style-type: none"> • Good customer service • Well-informed salespeople with good product knowledge • Quality and safety of our services • Value-added services 	<ul style="list-style-type: none"> • Marketing and promotional activities • Point of sales – showrooms • Product launches • After-sales services 	<ul style="list-style-type: none"> • Well-trained sales personnel • Regular promotional / networking activities • Competitive pricing • Enhance after-sales services
Business Partners (Car manufacturers, Original Equipment Manufacturers (“OEMs”) financial institutions and vendors)	<ul style="list-style-type: none"> • Reliability • Financial resilience • Logistics capabilities • Experienced management team and service professionals • Ability to deliver brand promise 	<ul style="list-style-type: none"> • Regular meetings and visits • Product launches and promotions • Trade shows • Supplier evaluation exercises 	<ul style="list-style-type: none"> • Build long-term partnerships
Employees	<ul style="list-style-type: none"> • Well-defined training programmes • Fair and sound welfare and benefits • Conducive and safe working environment • Competitive wages 	<ul style="list-style-type: none"> • Regular product trainings • Regular meetings and open discussions • Annual performance appraisal • Company gathering/ team bonding activities 	<ul style="list-style-type: none"> • Review employee benefits framework • Development and learning programme • Ensure workplace safety
Investors, Shareholders, Analysts and Media	<ul style="list-style-type: none"> • Financial performance and resilience • Sustainable business growth • Consistent dividends • Disclosure and transparency 	<ul style="list-style-type: none"> • Annual general meeting • Annual report and sustainability report • Bi-annual results announcement and quarterly business updates • Ad hoc corporate updates and announcements • Ad hoc investor roadshows and investor briefings 	<ul style="list-style-type: none"> • Timely and transparent disclosures • Proactive communications • Active management of strategic plans
Communities (Regulatory bodies and the general community)	<ul style="list-style-type: none"> • Corporate governance • Compliance to laws and regulations • Sustainable business practices • Contribution to community • Eco-awareness and environmental issues 	<ul style="list-style-type: none"> • Regular updates on key initiatives • Ad hoc meetings and dialogues with regulatory bodies • Ad hoc corporate social responsibility activities 	<ul style="list-style-type: none"> • Ensure regulatory compliance • Adopt best corporate and eco-friendly practices • Contribution to community • Manage environmental impacts

SUSTAINABILITY REPORT

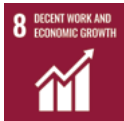
MATERIALITY

Since our first comprehensive materiality assessment in 2021, the Board has continued to review and approve our material ESG topics on an annual basis. As part of this process, the Board considers emerging sustainability trends, stakeholder expectations and evolving regulatory requirements to ensure our material topics remain relevant.

Our assessment involves reassessing existing material issues and identifying any new topics that may have significant economic, environmental and social impact on our business. This includes analysing the key sustainability issues relevant to the premium car dealership industry, conducting peer benchmarking and evaluating industry best practices.

Insights from our stakeholder engagement efforts help us understand the significance of each ESG topic to different stakeholder groups, enabling us to prioritise issues effectively. In doing so, we take into account internal and external factors such as company’s policies and strategies, stakeholder concerns, legislative requirements, customer preferences, sustainability trends as well as industry-specific challenges in the premium car dealership sector.




The list of material topics that were reported in FY2025 remained unchanged from FY2024 and has been reviewed and endorsed by the Board. The table below shows an overview of our material ESG issues:

Material Topic	Impact and Relevance	Approach and Implementation	Relevant Standards & Benchmarks
Economic			
Financial Performance	Our financial performance is presented through a wide range of metrics such as revenue and income, cash flows, debt and capital management. This enables different stakeholder groups to extract the relevant information they require to assess our performance based on different financial metrics.	<p>Our overarching principle is to ensure disciplined management of our business and financial resources, focusing on stabilising performance, improving operational efficiency and positioning the Group for sustainable growth.</p> <p>Our financial performance targets are translated to key performance indicators (“KPIs”) that are shared with the subsidiaries’ management teams and then to the individuals responsible.</p> <p>The KPIs are tracked on a monthly basis and form the basis for performance-linked remuneration. These regular reviews ensure our team members are clear on performance expectations and their progress towards meeting them.</p> <p>We adopt best accounting practices and adhere to reporting guidelines recommended by the Monetary Authority of Singapore (“MAS”) and SGX-ST.</p>	<p>GRI 201: Economic Performance 2016</p>  <p>8.2 Achieve higher levels of economic productivity through diversification, technological upgrading, and innovation, including through a focus on high-value-added and labour-intensive sectors.</p>

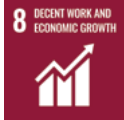

SUSTAINABILITY REPORT

Material Topic	Impact and Relevance	Approach and Implementation	Relevant Standards & Benchmarks
Environmental			
GHG Emissions	<p>The rising frequency and intensity of severe weather conditions pose risks to our operations, including potentially disrupting services and damaging our facilities. In line with the global transition to a low-carbon future, we continue to adopt appropriate climate change solutions.</p>	<p>We stay updated on climate-friendly mobility options and incorporate sustainable features where feasible in our facilities to reduce our carbon footprint from our core activities and business practices.</p> <p>Responsibility for managing energy, waste and water usage, which form the basis of GHG emissions, is delegated to our store management teams while usage is monitored centrally. The usage costs are reviewed and discussed on a monthly basis.</p> <p>Regular monitoring and reviews ensure team members and management are aware of any issues such that corrective measures can be made promptly. We also conduct routine maintenance checks on our equipment to optimise energy efficiency at our showrooms/ service centres.</p>	<p>GRI 305: Emissions 2016</p>   <p>12.2 By 2030, achieve the sustainable management and efficient use of natural resources.</p> <p>12.5 By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse.</p> <p>13.1 Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries.</p>
Energy and Water Conservation	<p>As China is our primary market, our efforts are closely aligned with the country’s environmental goals for energy and water conservation. Besides cost savings, conserving energy and water reduces our environmental footprint and helps mitigate climate change.</p>	<p>We manage our energy consumption by installing energy-saving light bulbs in our showrooms. Some of our showrooms are also designed with features that maximise the use of natural light to reduce our energy usage.</p> <p>Responsibility for minimising our energy and water usage is delegated to our store management teams, while consumption levels are monitored centrally. Usage costs are reviewed and discussed monthly.</p>	<p>GRI 302: Energy 2016 GRI 303: Water and Effluents 2018</p>   <p>6.4 By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and supply of freshwater to address water scarcity and substantially reduce the number of people suffering from water scarcity.</p> <p>7.3 By 2030, double the global rate of improvement in energy efficiency.</p>


SUSTAINABILITY REPORT

Material Topic	Impact and Relevance	Approach and Implementation	Relevant Standards & Benchmarks
Waste Management	Proper management of waste helps reduce environmental impacts and carbon emissions.	We delegate the responsibility of managing waste to our store management teams and monitor centrally. Usage costs are reviewed and discussed monthly.	GRI 306: Waste 2020  12.2 By 2030, achieve the sustainable management and efficient use of natural resources. 12.5 By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse.
		We comply fully with China’s environmental regulations and engage professional waste disposal companies to properly dispose biodegradable waste from our service centres.	
		To minimise paper waste, we reduce unnecessary printing, reuse and recycle paper, and digitalise key processes to reduce paper use.	
Social			
Employment	The ability to attract and retain talented and skilled employees is a key pillar of our long-term operational performance and sustainable business growth.	We uphold fair employment practices and select candidates based on merit and skills required for the job, regardless of age, gender, ethnicity and religion.	GRI 401: Employment 2016 GRI 404: Training and Education 2016 GRI 405: Diversity and Equal Opportunity 2016   4.4 By 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship. 8.5 By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.
		All new hires participate in an induction programme where the Human Resources (“HR”) department will provide an employee handbook that covers the policies on fair and equal treatment and safe work environment.	
		Every year, we conduct formal performance evaluation on our entire team. The results are shared with line managers, department managers, store managers and group office managers. These reviews together with informal feedback sessions facilitate job performance alignment between the employee and their managers. It also allows timely interventions such as additional training or job shadowing.	
		Relevant training programmes are provided to develop employees’ skills and maximise their potential.	

SUSTAINABILITY REPORT

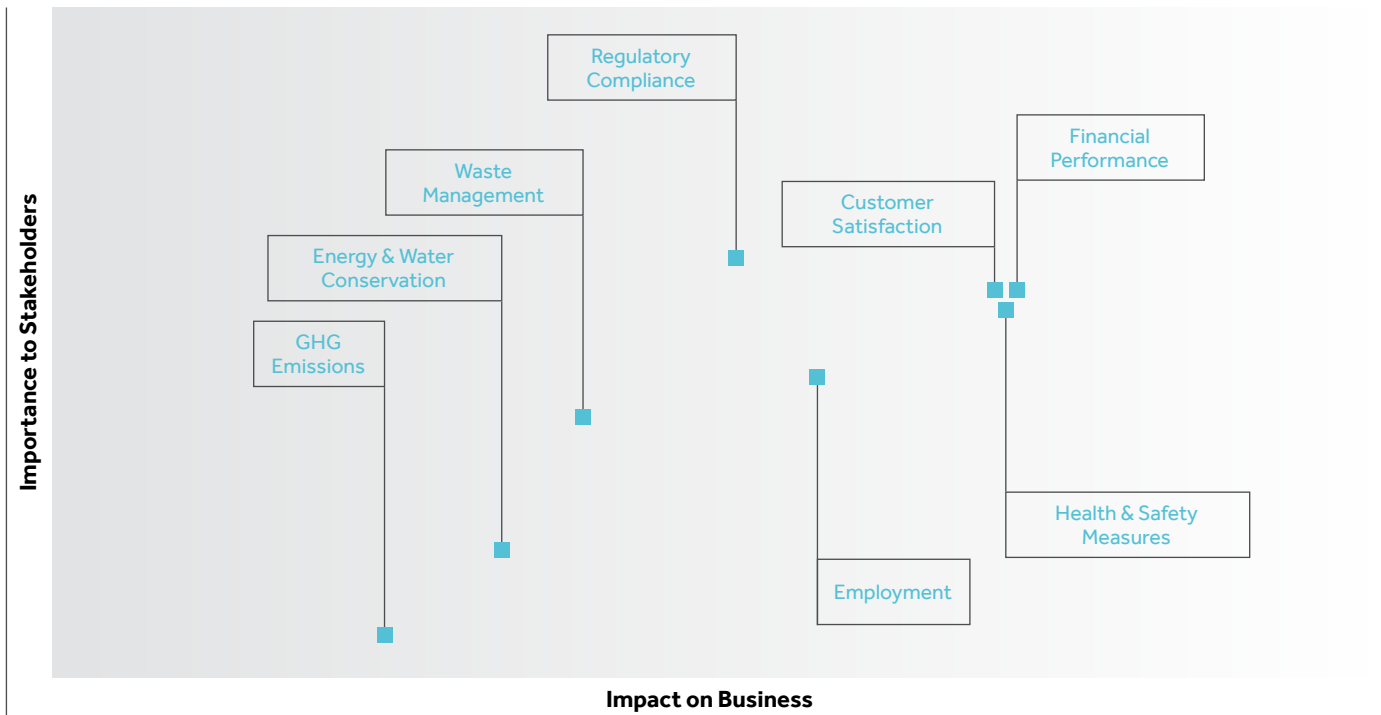
Material Topic	Impact and Relevance	Approach and Implementation	Relevant Standards & Benchmarks
Health and Safety Measures	Ensuring health and safety across our operations and working environment remains a key priority. Maintaining safety at our showrooms and service centres helps minimise onsite accidents and protects employees and visitors.	<p>We implement rigorous health and safety measures at our offices, showrooms and service centres, to ensure the well-being of both our staff and customers.</p> <p>Our HR and Administrative departments at each location oversee compliance with workplace safety standards.</p>	<p>GRI 403: Occupational Health and Safety 2018</p>  <p>8.8 Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants, and those in precarious employment.</p>
Customer Satisfaction	Delivering excellent customer service is crucial in creating value and providing exceptional customer experiences, enabling us to attract new customers and retain existing ones.	<p>We are committed to delivering high-quality products and services that consistently exceed customer expectations.</p> <p>Our approach is to provide a holistic customer experience that begins from our showrooms, offering test drives to after-sales services, as well as regular networking, marketing and promotional activities.</p> <p>We conduct post transaction surveys through phone calls and online surveys. These follow up activities help us gain valuable insights and feedback to enhance the overall customer experience. The survey results are shared with the executive management team on a monthly basis.</p>	<p>GRI 416: Customer Health and Safety 2016</p> <p>GRI 418: Customer Privacy 2016</p>  <p>16.3 Promote the rule of law at the national and international levels and ensure equal access to justice for all.</p> <p>16.10 Ensure public access to information and protect fundamental freedoms, in accordance with national legislation and international agreements.</p>

SUSTAINABILITY REPORT

Material Topic	Impact and Relevance	Approach and Implementation	Relevant Standards & Benchmarks
Governance			
Regulatory Compliance	As a listed company, we are required to comply with the SGX-ST listing rules, as well as laws and regulations of the countries where we operate. Non-compliance may negatively impact the Company's reputation and financial performance.	<p>We maintain a zero-tolerance stance towards regulatory breaches.</p> <p>All employees undergo an induction programme and receive an employee handbook upon joining, which emphasises the importance of adherence to local laws and regulations.</p> <p>We also uphold a code of conduct that outlines the standard of conduct and proper practices to safeguard the reputation of the Company.</p>	<p>GRI 2-27: Compliance with laws and regulations</p> <p>GRI 205: Anti-Corruption 2016</p>  <p>16.5 Substantially reduce corruption and bribery in all their forms.</p> <p>16.6 Develop effective, accountable and transparent institutions at all levels.</p>

In FY2025, we conducted a materiality assessment survey to further assess both the relative importance of the identified material ESG topics to TCA's stakeholders and their impact on the Group's business operations. Based on the results of the survey, we prioritised the material factors and compiled the following materiality matrix:

MATERIALITY MATRIX



SUSTAINABILITY REPORT

ECONOMIC

As a company listed on the SGX-ST, we comply with all listing requirements and ensure timely reporting and disclosure of our financial performance and significant corporate developments. We exercise accountability, openness and transparency across our business transactions to uphold our commercial standing and reputation.

Despite ongoing macroeconomic headwinds affecting our FY2025 results, our focus remains on recovering profitability and delivering sustainable long-term value for all our shareholders and stakeholders. In China, government guidelines are gradually reshaping the highly competitive dealership landscape, and we have started seeing network consolidation taking place, including our own dealerships, helping to ease financial pressures.

Until profitability is restored, the Group continues to implement stringent financial and cost controls, including relocating certain showrooms to smaller premises, consolidating services and exiting the supercar business, to mitigate overall losses and maintain a stable balance sheet and long-term business viability.

OUR ECONOMIC PERFORMANCE

For further details of the Group's financial performance, please refer to the following sections in Annual Report 2025:

- Financial Highlights
- Operational & Financial Review
- Audited Financial Report

REVENUE:

RMB1,995.0m

GROSS PROFIT:

RMB4.5m

NET LOSS:

RMB134.7m

Target for FY2025

- Maintain consistent financial performance and growth

Performance in FY2025

- Refer to the Audited Financial Report section of the Annual Report 2025

Target for FY2026

- Strengthen financial and operational stability

SUSTAINABILITY REPORT

ENVIRONMENTAL

It is increasingly evident that effective management of our environmental impact is no longer optional, but necessary. In response, TCA continues to strengthen our policies and processes to proactively manage and reduce our environmental footprint. These efforts include targeted actions to lower GHG emissions in our business activities and build long-term resilience to climate-related risks.

TCFD REPORT

GOVERNANCE STRUCTURE

Board Oversight:

The Board is responsible for overall governance of climate-related risks and opportunities. This includes identifying and reviewing the Group's sustainability considerations, as well as developing and integrating business strategies and internal controls into the broader sustainability strategy. The Board receives regular updates and briefings on climate-related issues and emerging developments from the Team, and meets every quarter to review its strategic plans, risk management policies and annual budgets.

Management's Role:

The Board is supported by the Team that assists with formulating, implementing and managing climate-related plans and procedures. Administration Managers or Finance Managers collect sustainability data monthly, which is reviewed by the Group Administration Manager before undergoing a final review by the Group Chief Financial Officer. Specific targets and metrics are established to monitor progress and identify areas for improvement.

Further details regarding our sustainability governance structure can be found in the section titled "Our Approach to Sustainability" on page 22.

STRATEGY

Climate-Related Risks and Opportunities:

At TCA, we actively pursue climate-related opportunities that support the global transition toward a lower-carbon economy and net-zero future. We also proactively work to mitigate our potential climate-related risks to safeguard the Group's long-term sustainability and resilience.

For this report, we have assessed and categorised our climate impacts into physical risks and transition risks, and identified our strategic opportunities based on the following time horizons:

- Short term: 1 – 2 years
- Medium term: 2030
- Long term: 2050

Based on the defined timeframes, we evaluate the potential climate-related events and their possible financial impacts and align appropriate mitigating measures within our risk management processes. The list is not exhaustive, and we will continue to enhance our understanding of climate-related risks and improve our mitigation strategies accordingly.

SUSTAINABILITY REPORT

Climate-Related Physical Risks	Potential Financial Impacts	Mitigating Measures
<p>Acute</p> <ul style="list-style-type: none"> Risk of flash floods and fire damaging buildings and disrupting operations <p>Chronic</p> <ul style="list-style-type: none"> Rising mean temperatures and risk of heatwaves <p>Time horizon: Short to long-term</p>	<ul style="list-style-type: none"> Reduced revenue from lower sales Potential decline in employee productivity leading to increased operating costs Higher operating costs such as utilities bills to maintain indoor temperature and insurance premiums for climate-related events such as flooding Higher capital costs due to damage to facilities and other physical assets 	<ul style="list-style-type: none"> Insure against natural disasters Conduct emergency response drills such as fire safety, evacuation drills, flood response plans Retrofit air ventilation and cooling system within our facilities Regular inspection and maintenance of service centres and safety equipment to identify issues and rectify immediately

Climate-Related Transition Risks	Potential Financial Impacts	Mitigating Measures
Policy and Legal		
<ul style="list-style-type: none"> Enhanced emissions reporting obligations Mandates and regulations on existing products Exposure to litigation <p>Time horizon: Short to long-term</p>	<ul style="list-style-type: none"> Increased operating costs such as higher compliance costs Some capital investments and expenditures to meet compliance requirements Increased costs or reduced demand for products and services resulting from fines or penalties 	<ul style="list-style-type: none"> Attend training programmes to stay updated on emerging regulations and reporting requirements Committed to develop inhouse expertise and knowledge to meet evolving sustainability reporting standards and regulations Conduct internal audit to ensure continued compliance
Technology		
<ul style="list-style-type: none"> Costs of transition to lower emission technology or renewable energy <p>Time horizon: Medium to long-term</p>	<ul style="list-style-type: none"> Investments in environmentally-friendly technology Increased expenditure on higher repair and maintenance costs and replacement of high-emitting operational assets 	<ul style="list-style-type: none"> Monitor and progressively switch to greener and low-emission technologies Consider installing solar panels to tap into renewable energy Promote responsible practices in supply and logistics chain to reduce emissions Prioritise high-impact areas and make phased investments to manage costs and ensure steady transition toward sustainability

SUSTAINABILITY REPORT

Climate-Related Transition Risks	Potential Financial Impacts	Mitigating Measures
Market		
<ul style="list-style-type: none"> Changing consumer preferences and stakeholder expectations Transition existing automobiles to hybrid or electric models <p>Time horizon: Medium to long-term</p>	<ul style="list-style-type: none"> Potential decline in sales if competitors provide greener alternatives 	<ul style="list-style-type: none"> Emphasise sustainability initiatives and certifications to strengthen our green brand image Position Genesis brand as a sustainable alternative Enhance after-sales services with personalised follow-ups, proactive maintenance and exclusive benefits to boost customer loyalty
Reputation		
<ul style="list-style-type: none"> Increased stakeholder concern or negative stakeholder feedback <p>Time horizon: Medium to long-term</p>	<ul style="list-style-type: none"> Reduced revenue from lower sales Reduction in capital availability 	<ul style="list-style-type: none"> Deepen relationships with existing customers through targeted marketing activities and personalised services Work with stakeholders to promote environmental sustainability throughout our supply chain
Climate-Related Opportunities		Management's Response
<p>Resource Efficiency</p> <ul style="list-style-type: none"> Reduced operational costs from utilising energy-efficient fixtures and fittings in our facilities <p>Time horizon: Short to long-term</p>		<ul style="list-style-type: none"> Gradually integrate green and sustainable design features across all our dealerships Individual store management teams continue to monitor usage on a monthly basis to track consumption and identify areas for efficiency improvements Encourage wider adoption of recycling practices
<p>Energy Source</p> <ul style="list-style-type: none"> Enhanced energy resilience and reduce exposure to GHG emissions Generate returns on investment in low-emission technology, such as energy storage and renewable energy systems <p>Time horizon: Medium to long-term</p>		<ul style="list-style-type: none"> Explore investing in solar panels to enhance energy efficiency and reduce long-term utilities costs
<p>Products and Services</p> <ul style="list-style-type: none"> Expand and diversify product offerings to include electric vehicles Increased demand for after-sales services which may lead to more revenue for after-sales segment <p>Time horizon: Short to long-term</p>		<ul style="list-style-type: none"> Closely monitor market developments and customer preferences Since early 2022, the Group has exclusively distributed the Genesis luxury electric vehicle brand in Guangzhou, Changsha and Foshan

SUSTAINABILITY REPORT

Scenario Analysis:

We consider climate-related risk events to be material to the Group based on their likelihood, severity of business disruption and potential financial implications. Our assessment draws on qualitative insights guided by past performance, internal forecasts and general industry trends. Due to high estimation uncertainty, we are unable to disclose precise quantification of financial impacts.

Our climate scenario analysis uses the following models:

Scenario	Paris-aligned scenario (Below 2°C)	No mitigation scenario (4°C)
Model	International Energy Agency’s Sustainable Development Scenario (“ IEA SDS ”)	Intergovernmental Panel on Climate Change (“ IPCC ”) Representative Concentration Pathway 8.5
Rationale	Assesses transition risks and reflects actions taken to limit global warming to under 2°C	Assesses physical impacts and reflects no mitigating actions taken which would result in an increase of 4°C in average global temperatures
Our Resilience	<p>Under the Paris-aligned scenario, the Group’s current mitigating measures are expected to manage most of the climate impacts that will arise from climate, regulation and market related risks. However, we anticipate that the severity of climate impacts under a no mitigation scenario is likely to adversely affect our revenue and increase operating costs.</p> <p>To strengthen resilience, the Group will focus on its ability to absorb, adapt to and recover from climate-related disruptions as follows:</p> <ul style="list-style-type: none"> • Absorb: The Group will continue to enhance our business continuity and disaster recovery plans, including updating response protocols in critical systems to minimise the immediate impact of climate events • Adapt: Where feasible, infrastructure improvements will be prioritised, focusing on critical operations and facilities. Climate scenarios analysis will be performed to identify high impact areas and inform targeted adaptation measures • Recover: The Group conducts regular simulation exercises to test recovery plans, ensure prompt response and timely resumption of operations following climate-related disruptions <p>Guided by the climate-related risk management framework by our OEMs, which is based on industry best practices, we regularly review our risk exposure and risk appetite in line with evolving operational and financial exposures. The Group will continue to refine our processes and data collection over time so that we are well informed of our risk profile and that appropriate risk mitigation measures and contingency plans are established.</p>	

SUSTAINABILITY REPORT

RISK MANAGEMENT

Identifying and assessing climate-related risks:

The Group's approach to climate-related risk management is integrated into its overall risk governance framework and is guided by industry best practices and the climate-related risk management framework provided by its OEMs. Key risks are mapped according to their potential impact and the time horizon over which they may materialise (short, medium and long term). The Group identifies and assesses its climate-related risks and opportunities through the following processes:

- Climate scenario analysis is used to evaluate the potential long-term climate risks and opportunities and assess the Group's resilience under different climate scenarios
- Stakeholder engagement with investors, business partners and employees to gain insights into sustainability expectations
- Tracking industry trends, regulatory changes and evolving sustainability requirements

Managing climate-related risks:

Once the climate-related risks are identified, the Board will oversee the climate-related risk management together with the Team. The Team is responsible for developing the measures, controls and processes that are integrated into day-to-day operations to strengthen organisational resilience.

The results of the climate risk assessment enable the Group to prioritise resources and implement targeted strategies to mitigate, adapt to and manage climate-related risks effectively. Where feasible, infrastructure improvements are prioritised, particularly for critical operations and facilities, and business continuity and disaster recovery plans are enhanced to support timely resumption and recovery from climate-related disruptions.

The Board considers their implication for capital allocation, investment decisions and project execution strategies to ensure climate-related risks and opportunities are appropriately reflected in operational planning. The Board also monitors the effectiveness of climate risk management, reviewing metrics and targets, scenario analysis outcomes, and mitigation measures regularly to support continuous improvement.

The Group strives to continuously refine its risk management framework to ensure that climate-related risks and opportunities are effectively identified, assessed and managed. This includes improving data collection, incorporating emerging regulatory developments and updating mitigating measures as needed, so that the Group remains resilient and positioned to respond to evolving climate-related challenges.

METRICS AND TARGETS

We have summarised in the table below our key metrics to measure and monitor our environmental performance, which includes Scope 1, 2 and 3 emissions.

Metric	Unit
GHG Emissions (Scope 1, 2 and 3)	t CO ₂ e
Total GHG Emissions	t CO ₂ e
GHG Emission Intensity	t CO ₂ e/m ²
Water consumption	tonnes
Natural gas consumption	Nm ³
Electricity consumption	kWhr
Fuel	litres
Waste generated	tonnes
Total energy consumption	GJ

SUSTAINABILITY REPORT

Greenhouse Gas Emissions

Our primary carbon emissions are produced from the use of electricity and motor fuel during test drives. Air emissions are monitored through periodic ambient air checks and stack sampling at various facility locations. Each store is responsible for tracking consumption at the operational level. The Group applies operational control approach for Scope 1 and Scope 2 emissions.

1. Scope 1 emissions – Motor vehicles

Key GHG emissions include natural gas and petrol, calculated using fuel consumption data collected from operational records and standard emission factors.

Scope 1 (t CO ₂ e)	FY2025	FY2024
Natural gas (Nm ³)	152.11	164.69
Petrol (litres)	145.12	180.67
Total Scope 1 (t CO₂e)	297.23	345.36

As a distributor, we have no control over fuel efficiency or emissions performance of the vehicles after the sale. Hence, we look for other methods within our control to reduce our direct GHG emissions, such as:

- Selecting test drive and operational vehicles with comparatively higher fuel efficiency;
- Conducting regular inspection and maintenance of vehicles to optimise performance and minimise unnecessary fuel consumption;
- Ensuring engines of test drive cars are switched off when not in use; and
- Practising proper disposal of biodegradable products used in service centres.

2. Scope 2 emissions – Electricity consumption

Our GHG emissions primarily arise from consumption of purchased electricity used for lighting, air-conditioning, heating, and the operation of equipment in our service centres. The Group does not procure our electricity through contractual instruments such as renewable energy certificates (RECs).

Accordingly, our Scope 2 emissions are reported using both location-based and market-based methodologies. Emissions are calculated based on electricity consumption data collated from utility invoices and metre readings using standard emission factors.

Scope 2 (t CO ₂ e)	FY2025	FY2024
Purchased electricity	3,970.74	4,346.93
Total Scope 2 (t CO₂e)	3,970.74	4,346.93

Electricity usage is tracked monthly as part of the ongoing monitoring and management. Any abnormalities in consumption will be reported to the management so that measures can be taken in a timely manner. Operational measures to manage and reduce Scope 2 emissions include:

- Implementing shutdown procedures for electrical equipment when not in use;
- Maintaining air-conditioning systems at an energy-efficient temperature of 25°C;
- Conducting regular maintenance checks to optimise efficiency;
- Installing energy-efficient fixtures such as LED lights and motion sensors;
- Reducing paper usage through double-sided printing and paperless documentation; and
- Supporting flexible work arrangements where feasible.

SUSTAINABILITY REPORT

3. Scope 3 categories

Scope 3 emissions arise from upstream and downstream activities that are not directly controlled by the Group. We reported the relevant Scope 3 categories for our operations in FY2024 and continue to track these emissions to monitor our broader value chain impact.

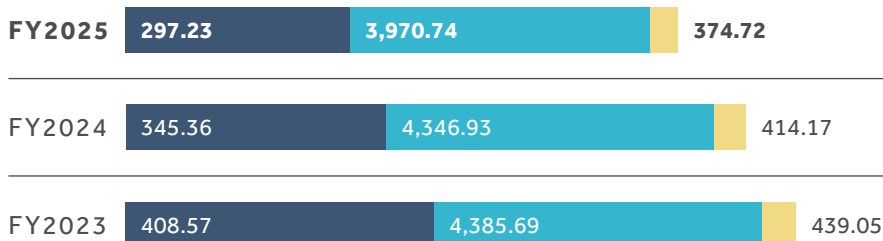
Scope 3 Categories (t CO₂e)

	Calculation methodology	FY2025	FY2024
Category 1: Purchased goods and services	Spend-based method. Emissions computed based on water supplied, using emission factors from UK DEFRA	7.98	7.20
Category 3: Fuel- and energy-related activities not included in Scope 1 & Scope 2	Average-data method. Emissions computed from all other fuel consumed with associated country well-to-tank (WTT) emission factors, and market-based emissions from purchased electricity including transmission and distribution (T&D) loss using Carbon Database Initiative	344.10	386.65
Category 5: Waste generated in operations	Waste-type-specific method. Emissions computed based on type, amount and disposal methods, using emission factors from UK DEFRA	22.64	20.32
Total Scope 3 (t CO₂e)		374.72	414.17

Although mandatory Scope 3 reporting has been pushed back to a later date, the Group voluntarily discloses this data, reflecting our commitment to transparency and responsible environmental stewardship. The Group will continue to monitor regulatory developments and implement additional Scope 3 disclosures as required.

TOTAL GHG EMISSIONS (t CO₂e)

● Scope 1 ● Scope 2 ● Scope 3



SUSTAINABILITY REPORT

Energy and Water Conservation

The Group manages energy and water usage across its operations to ensure efficient resource use and compliance with internal operational standards. This approach helps reduce operational costs while supporting responsible resource management.

Our energy conservation focuses on operational controls. Key measures that we have implemented include routine checks to ensure electrical equipment and lighting are switched off when not in use, regular equipment maintenance, as well as incorporate energy-efficient fixtures such as LED lighting and motion sensors where feasible.

Water consumption is mainly from servicing and automobile detailing services. Conservation practices include regular inspection of pipes and washrooms for leaks, use water-efficient equipment and reuse water for non-potable purposes where appropriate. Employees are encouraged to adopt responsible habits and report any issues to ensure optimal resource management and swift corrective actions are taken. If the Administrative Department identifies higher than usual water consumption, a comprehensive inspection of the facility will be conducted. Any detected leaks such as those from ageing pipes, will be promptly repaired to prevent recurrence. In FY2025, there were no incidents of non-compliance reported.

Our energy and water consumption is monitored regularly to align usage with our operational activities. Where data coverage is incomplete, reported figures reflect the most complete information available. Going forward, the Group is committed to implementing proper procedures to address any gaps and enhance the accuracy of our reporting.

	FY2025	FY2024
Natural gas	2,723.16	2,979.06
Electricity	21,558.28	23,681.80
Fuel	2,819.26	3,484.21
Total energy consumption (GJ)¹	27,100.70	30,145.07

1 Calculated using the energy conversion factors from <https://www.convert-me.com/en/convert/energy/> and <https://www.unitconverters.net/energy-converter.html>

Waste Management

The Group's primary sources of environmental waste arise from car servicing, maintenance and repair operations. These include machine lubricants, coolants, cleaning solutions, sludges, paint, scrap metal and plastics. We ensure our waste, whether hazardous or non-hazardous, are properly managed and disposed of in compliance with applicable environmental laws and regulations in China.

Hazardous waste is collected and stored in designated areas before being transported and disposed of by professional third-party waste disposal contractors. Disposal partners are selected independently or through recommendations from local environmental protection departments or automobile associations, with appointments based on regulatory compliance, pricing competitiveness, and operational capability. Waste quantities are measured either by in-store weighing or verified by third-party disposal facilities.

Waste generation and disposal volumes, together with related costs are monitored as part of the Group's environmental management practices and reviewed periodically to identify areas for waste reduction and operational improvements.

Across our organisation, all our employees are encouraged to adopt responsible waste disposal practices. Posters at our facilities promote green habits, and recycling corners have been set up at all premises. These initiatives have contributed to an improvement in our overall recycling performance, in line with the targets established in FY2025. During the year, no incidents of non-compliance were reported.

SUSTAINABILITY REPORT

Targets and Performance

Intensity ratios for FY2023 and FY2024 were previously reported on per unit delivered and repaired basis. Due to intense market competition landscape in China, lower sales volumes disproportionately affected these ratios relative to consumption and emissions. As such, FY2024 and FY2023 intensity ratios have been recalculated on a per square metre of floor area basis, with FY2023 serving as our base year for Scope 1 and 2 reporting. Based on the revised ratios, our performance is presented below:

Material Topics	Targets set in FY2025	Performance in FY2025
GHG emissions	<ul style="list-style-type: none"> Incorporate sustainable features, where feasible, in our facilities and maintain usage within 10% of the base year Enhance energy efficiency by switching to more energy-efficient lighting and air conditioning 	Target met.
Energy and Water Conservation	<ul style="list-style-type: none"> Assess energy usage in operations and identify areas for improvement Maintain consumption within 10% of the base year 	Met energy intensity target, but did not meet water consumption intensity target due to higher water usage at workshops for cleaning and maintenance activities.
Waste Management	<ul style="list-style-type: none"> Identify areas for improvement and maintain waste generated and waste intensities Identify areas for recycling waste and develop a strategy to increase recycling composition by 5% 	Overall target met.

We continue to review our ongoing climate actions as part of our commitment to strengthen environmental stewardship. The following table outlines our updated goals across the specified timeframes.

Material Topics	Short term Target (1 – 2 years)	Medium term Target (2030)	Long term Target (2050)
GHG emissions	<ul style="list-style-type: none"> Maintain emission intensity ratios within 10% of the base year 	<ul style="list-style-type: none"> Reduce GHG emission levels and emission intensities by 15% of the base year 	<ul style="list-style-type: none"> Aiming to reach net zero timelines and targets for the transport sector
Energy and Water Conservation	<ul style="list-style-type: none"> Maintain consumption within 10% of the base year 	<ul style="list-style-type: none"> Reduce consumption and intensities by 5-10% of the base year Consider installing solar panels 	<ul style="list-style-type: none"> Achieve majority (more than 75%) of features and fittings that are energy efficient and climate-friendly
Waste Management	<ul style="list-style-type: none"> Maintain waste intensities within 5% of the base year 	<ul style="list-style-type: none"> Reduce waste generated and waste intensities by 5-10% of the base year 	<ul style="list-style-type: none"> Reduce waste generated and waste intensities by 10-15% of the base year

SUSTAINABILITY REPORT

PEOPLE

We strive to maintain an inclusive and conducive work environment where our employees can grow, perform and thrive. We prioritise their health, wellbeing and safety and ensure that the workplace is supportive, secure and equipped to meet their professional needs. This includes providing opportunities for learning and development, as well as encouraging a work-life balance.

We do not discriminate against gender, age, ethnicity, religion or disability. We continue to support local programmes for individuals with special needs who are able to perform effectively in appropriate roles, and we have hired employees with disabilities across our Foshan, Shenzhen and Guangzhou BMW dealerships. We are dedicated to ensuring fair, equitable and responsible employment practises for all.

Employment Policies

We have established an employee handbook that outlines our HR policies, corporate culture, values and the code of conduct expected when engaging with both internal and external stakeholders. Our core values include teamwork, collaboration, inclusivity and mutual trust among team members and supervisors. We also encourage open communication between employees and management to foster a transparent, trusted and harmonious work environment.

To attract and retain our talents, we offer competitive remuneration packages and a comprehensive range of employee benefits. These include providing insurance coverage, medical benefits, maternity and paternity leave, as well as childcare leave for our permanent employees. In line with local labour laws, we retain the positions of employees who require long-term medical treatment and grant them no-pay leave until they are certified fit to return to work. The management reviews our HR policies regularly to ensure they remain relevant and effective.

In FY2025, we employed a total of 743 employees, of which 60% were males and 40% were females. The number of employees who left in FY2025 was 250, resulting in a turnover rate of 25%, consistent with the previous years. There were no workers in our operations who were not our employees but whose work was controlled by us hired during the year.

Our board comprises five male directors. One director is between 41 and 50 years old while the remaining four directors are above 50 years old.

Training and Development

Career development and continuous growth are central to ensuring our workforce is equipped with the latest knowledge and skills for their roles. As such, we provide comprehensive job training through in-house or external courses and programmes aligned with industry standards.

Our HR programmes include:

- Orientation for new hires to integrate them smoothly into the organisation and familiarise them with their roles and expectations;
- Mandatory technical and safety training to certify them for their roles;
- Job rotation programmes to develop well-rounded managers to be familiar with all operational aspects of a dealership; and have the necessary organisational skills and knowledge to carry out bigger roles during the course of the career with us.

All employees undergo annual performance assessments that allow us to identify strengths and developmental needs. The reviews are evaluated in a fair and objective manner and form the basis of salary increments and promotions.

We review our training programmes regularly to ensure our employees have the relevant skills to perform their roles effectively. In FY2025, our average hours of training per employee was 3.8 hours, as compared to 6.69 hours in the preceding year. While training hours were streamlined to optimise resources and focus on operational priorities, we continue to prioritise targeted learning opportunities and support the long-term development of our workforce.

SUSTAINABILITY REPORT

Health and Safety Measures

Zero accidents at our workplace are our top priority. To achieve this, we have implemented stringent health and safety protocols, based on risk assessments, to protect all employees, customers and visitors across our workplaces.

The HR and Administration departments oversee these protocols, ensuring that operations are conducted safely and in compliance with regulatory safety standards. Additionally, the administration department and aftersales manager are also required to periodically inspect the service centres to ensure the safety of the equipment used there. We conduct regular safety briefings, issue reminders about safe handling of machinery and make the necessary upgrades to ensure the work area is safe.

Our facilities are fitted with the essential firefighting and alarm systems that are mandated by law, as well as first aid kits for minor injuries. To ensure our employees are prepared in case of an emergency, we conduct periodic fire safety and evacuation drills. We also conduct regular employee health checks to ensure they are in good health.

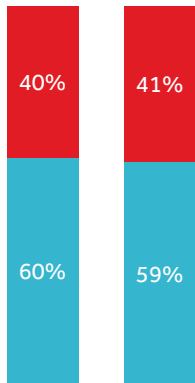
We review our risk management and business continuity plans regularly to improve our preparedness and response to potential emergencies.

Target for FY2025	Performance in FY2025	Target for FY2026
<ul style="list-style-type: none"> Maintain zero-accident workplace Maintain or improve employee retention rate Maintain workforce gender diversity ratio of 60% male to 40% female 	<ul style="list-style-type: none"> Zero reportable accidents Maintained turnover rate for full-time employees Maintained workforce gender diversity ratio of 60% male to 40% female 	<ul style="list-style-type: none"> Maintain zero-accident workplace Maintain or improve employee retention rate Maintain workforce gender diversity ratio of 60% male to 40% female

SUSTAINABILITY REPORT

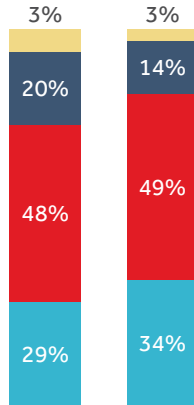
OUR PEOPLE PERFORMANCE

GENDER DIVERSITY



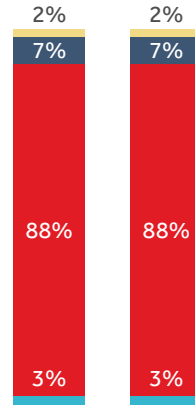
FY2025 FY2024
● Male ● Female

AGE GROUP



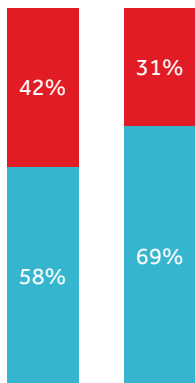
FY2025 FY2024
● <30 ● 31-40 ● 41-50 ● >51

EMPLOYMENT CATEGORY



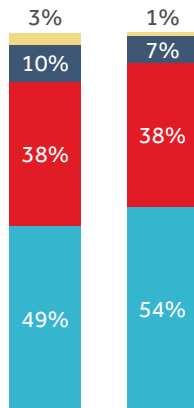
FY2025 FY2024
● Contract ● Normal ● Middle ● Senior

TURNOVER RATE BY GENDER



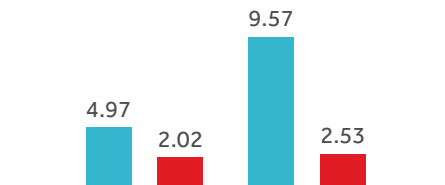
FY2025 FY2024
● Male ● Female

TURNOVER RATE BY AGE GROUP



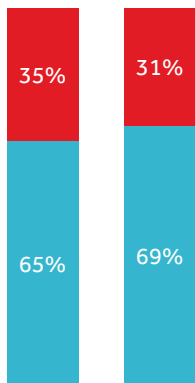
FY2025 FY2024
● <30 ● 31-40 ● 41-50 ● >51

AVERAGE TRAINING HOURS BY GENDER



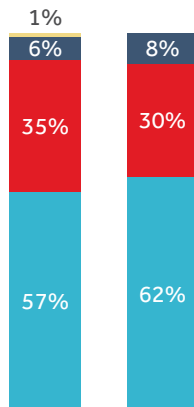
FY2025 FY2024
● Male ● Female

NEW HIRES BY GENDER



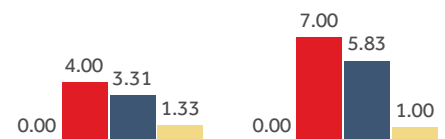
FY2025 FY2024
● Male ● Female

NEW HIRES BY AGE GROUP



FY2025 FY2024
● <30 ● 31-40 ● 41-50 ● >51

AVERAGE TRAINING HOURS BY EMPLOYMENT CATEGORY



FY2025 FY2024
● Contract ● Normal ● Middle ● Senior

Numbers may not add up due to rounding.

SUSTAINABILITY REPORT

CUSTOMERS

We continually invest in trusted relationships with our customers and strive to deliver exceptional customer experiences from the point of sale to after-sales.

TCA carries the BMW and Genesis brands across four dealerships that are strategically located at geographically prosperous cities in China including Foshan, Shenzhen, Guangzhou, Chongqing, Changsha and Wuhan.

Quality Services

As a premium brand dealership group, our customers are high net worth individuals whose expectations of service quality reflect the standards and prestige of the brands we represent. As such, the first touchpoint begins with the look and feel of our dealerships. We strive to create a refined space that leaves a strong first impression on every visitor.

We then extend our support throughout the entire purchase process, from product consultation to test drives, and automobile registration as well as financing and insurance assistance. We send our sales consultants to our automobile OEMs for training to ensure they are competent and knowledgeable about the brands they are selling. Our customer service officers are also equipped to address and resolve customer queries in a swift and timely manner.

To welcome the first-time owners to an exclusive and elite lifestyle, we organise special ceremonies to mark the delivery of the new automobile. These events are typically attended by one or more members from the sales team and the Customer Relationship Management ("CRM") team and include group photo taking and follow-up briefings.

We ensure our service standards are aligned with the highest quality benchmarks that our automobile OEMs have set and continuously refine our approach by listening to our customers and actively collect feedback across multiple channels.

After-Sales Services

The Group provides premium after-sales services that include regular maintenance, repair services and sale of automobile parts and accessories. We proactively contact remind customers of upcoming maintenance checks to ensure their vehicles remain in optimal condition.

Our "Dealer Management System" allows us to analyse detailed records of the transaction and maintenance history of each vehicle. The system also records customer preferences to better understand their needs, which enables us to develop targeted communications to provide personalised services. Our technicians undergo training courses to ensure service standards are maintained.

a. Maintenance and repair services

We repair manufacturer's defects, replace parts due to wear and tear, conduct oil changes and other safety-related maintenance. We also offer automobile detailing services as part of our after-sales service to our customers.

b. Sale of automobile parts and accessories

We retail authentic automobile parts and accessories from the automobile OEMs so that customers are assured of their quality, safety and performance. In addition, we also retail merchandise of the automobile brands that we carry.

SUSTAINABILITY REPORT

Pre-Owned Car Sales

The Group carries an inventory of used cars that have been refurbished for resale. Like our new cars, the pre-owned cars also undergo stringent inspection procedures to assess condition, mileage and period of use before we add them into our inventory. This is to ensure our pre-owned cars adhere to the highest standards of quality and reliability.

Quality Control

Customer health and safety is our top priority as we want our customers to safely enjoy their high-performance supercars on public roads. To ensure this, we conduct thorough pre-delivery inspection for every vehicle to verify its condition and compliance with the delivery order. Only when the automobile is confirmed to meet our standards do we proceed with registration and delivery.

Our automobile OEMs also conduct routine visits and regular audits on each operational segment to ensure compliance with their retail standards. We are pleased to report consistent positive feedback from such inspections and audits over the years. Similarly, we apply the same rigorous quality checks to our after-sales services, as well as establish proper procedures for test drives to minimise potential injuries and accidents.

We regularly gather customers insights through surveys conducted in-house and by our automobile OEMs. This enables us to gauge customer satisfaction levels and identify areas for improvement. We also have internal escalation procedures to handle customer complaints.

During the year, there were no incidents of non-compliance concerning the health and safety impacts of our products and services.

Financing Services

As a complementary service, we offer flexible leasing and financing solutions for customers who wish to purchase any automobiles. Our sales consultants are trained to understand the full suite of financial services available and are able to provide informed guidance and tailored options to assist customers in their purchase.

Marketing and Sales

Though market conditions remain muted, we continue to allocate budget to marketing and sales activities as they enable us to attract new customers and strengthen relationships with existing ones. Throughout the year, we organised various promotional and interactive events including monthly Customer Experience Days, Cars and Coffee mornings and track days for our BMW and Genesis customers. We also offer complimentary brand-specific gifts and lucky draws.

Through an effective marketing strategy, we are able to work towards our sales targets as well as gain valuable insights and feedback on our products and services. Our marketing strategy is guided by the direction set by our automobile OEMs.

We also leverage social media platforms such as WeChat to promote sales of our pre-owned automobiles. Where appropriate, we continue to explore technology and digital solutions to enhance our marketing capabilities, broaden our reach and elevate our brand reputation.

SUSTAINABILITY REPORT

Customer Privacy

At TCA, we are fully committed to safeguarding our customers’ data and privacy in line with the Consumer Rights and Interests Protection Law of the People’s Republic of China. We have implemented robust data governance strategies to ensure the integrity and confidentiality of our customers’ and employees’ data.

Target for FY2025	Performance in FY2025	Target for FY2026
<ul style="list-style-type: none"> Maintain zero incidents of non-compliance with customers’ data and privacy Maintain zero incidents of non-compliance concerning health and safety impacts of products and services Aim to achieve a minimum score of 95% on BMW’s Joy Index in both Sales and After-sales departments 	<ul style="list-style-type: none"> Zero cases of non-compliances Achieved 99% on BMW’s Joy Index in both Sales and After-sales departments 	<ul style="list-style-type: none"> Maintain zero incidents of non-compliance with customers’ data and privacy Maintain zero incidents of non-compliance concerning health and safety impacts of products and services Aim to achieve a minimum score of 95% on BMW’s Joy Index in both Sales and After-sales departments

COMMUNITY

We are committed to being a responsible corporate citizen that contributes positive impact to the communities where we operate through support for local initiatives.

INTERNSHIP SUPPORT PROGRAMME

We partner with several local technical schools to provide fresh graduates with meaningful internship opportunities that offer practical, hands-on work experience. Our internship programmes typically last six to 12 months and include basic salaries, accommodation arrangements and expenses, further technical education and in some cases, sponsorship for their BMW certification programmes.

In FY2025, we hired 12 fresh graduates who had previously interned with our Group. We strive to award internship opportunities to 15 to 20 graduates yearly.

SUSTAINABILITY REPORT

GOVERNANCE

We are committed to upholding strong corporate governance standards and accountability across all our business dealings. We comply with SGX-ST listing rules as well as laws and regulations of the countries where we operate.

We have a Code of Conduct (the “Code”) handbook that outlines the expected standards of conduct, policies and practices across the financial, operational and compliance aspects of our business. The Code also guides our employees in performing their duties to the highest standards of personal and corporate integrity. Key areas covered include workplace health and safety, business conduct, confidentiality, conflicts of interest, personal data obligations and our whistleblowing policy.

The whistleblowing policy provides a safe and confidential channel for raising concerns or complaints relating to the activities and affairs of the Group, or to the conduct of any employee or management of the Group.

We ensure timely and accurate disclosure of material corporate information by posting all our material announcements on SGXNet and the Company’s website. Shareholders may also engage with our Investor Relations representative via email or raise their concerns at our annual general meeting. We strive to maintain an open channel of communication to build trust with our shareholders.

We maintain zero-tolerance for fraud, bribery and corruption and expect all employees to uphold the highest standards of integrity and professionalism at all times.

Target for FY2025	Performance in FY2025	Target for FY2026
<ul style="list-style-type: none"> Maintain zero incidents of fraud, bribery or corruption 	<ul style="list-style-type: none"> Zero incidents of fraud, bribery or corruption 	<ul style="list-style-type: none"> Maintain zero incidents of fraud, bribery or corruption
<ul style="list-style-type: none"> Maintain zero incidents of non-compliance and employee misconduct 	<ul style="list-style-type: none"> Zero incidents of non-compliance and employee misconduct 	<ul style="list-style-type: none"> Maintain zero incidents of non-compliance and employee misconduct Maintain zero incidents of non-compliance with laws and regulations

SUSTAINABILITY REPORT

GRI DISCLOSURE INDEX

Statement of use	Trans-China Automotive Holdings Limited has reported the information cited in this GRI content index for the period 1 st January 2025 to 31 st December 2025 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

GRI Standard	Disclosure Title	Page Reference & Remarks
GRI 2: General Disclosures		
The organisation and its reporting practices		
2-1	Organisational details	Annual Report - Corporate Profile
2-2	Entities included in the organisation's sustainability reporting	Sustainability Report - About this report
2-3	Reporting period, frequency and contact point	Sustainability Report - About this report
2-4	Restatements of information	Sustainability Report - About this report
2-5	External assurance	Sustainability Report - About this report
Activities and workers		
2-6	Activities, value chain and other business relationships	Annual Report - Business Overview
2-7	Employees	Sustainability Report - People
2-8	Workers who are not employees	Not applicable
Governance		
2-9	Governance structure and composition	Annual Report - Corporate Governance report Sustainability Report - Our Approach to Sustainability
2-10	Nomination and selection of the highest governance body	Annual Report - Corporate Governance report
2-11	Chair of the highest governance body	Annual Report - Corporate Governance report
2-12	Role of the highest governance body in overseeing the management of impacts	Annual Report - Corporate Governance report
2-13	Delegation of responsibility for managing impacts	Sustainability Report - Our Approach to Sustainability
2-14	Role of the highest governance body in sustainability reporting	Annual Report - Corporate Governance report
2-15	Conflicts of interest	Annual Report - Corporate Governance report
2-16	Communication of critical concerns	Sustainability Report - About this report
2-17	Collective knowledge of the highest governance body	Annual Report - Corporate Governance report
2-18	Evaluation of the performance of the highest governance body	Annual Report - Corporate Governance report
2-19	Remuneration policies	Annual Report - Corporate Governance report Sustainability Report - People
2-20	Process to determine remuneration	Annual Report - Corporate Governance report Sustainability Report - People
2-21	Annual total compensation ratio	We choose not to disclose as we reward based on meritocracy

SUSTAINABILITY REPORT

GRI Standard	Disclosure Title	Page Reference & Remarks
Strategy, policies and practices		
2-22	Statement on sustainable development strategy	Sustainability Report - Board Statement
2-23	Policy commitments	Annual Report - Corporate Governance report
2-24	Embedding policy commitments	Annual Report - Corporate Governance report
2-25	Processes to remediate negative impacts	Sustainability Report - Governance
2-26	Mechanisms for seeking advice and raising concerns	Sustainability Report - Governance
2-27	Compliance with laws and regulations	Sustainability Report - Governance
2-28	Membership associations	China Automobile Dealers Association
Stakeholder engagement		
2-29	Approach to stakeholder engagement	Sustainability Report - Stakeholders
2-30	Collective bargaining agreements	None of our employees have joined a trade union
GRI 3: Material Topics		
3-1	Process to determine material topics	<ul style="list-style-type: none"> • Materiality • Economic • Environmental • People • Customers • Community • Governance
3-2	List of material topics	
3-3	Management of material topics	
GRI 200: Economic		
Economic Performance		
201-1	Direct economic value generated and distributed	Annual Report - Financial Highlights and Financial Reports
Indirect Economic Impacts		
203-1	Infrastructure investments and services supported	Sustainability Report - Community
203-2	Significant indirect economic impacts	Sustainability Report - People and Community
Anti-corruption		
205-3	Confirmed incidents of corruption and actions taken	Sustainability Report - Governance
Anti-competitive Behaviour		
206-1	Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices	No occurrence during our period of review
GRI 300: Environmental		
Energy		
302-1	Energy consumption within the organisation	Sustainability Report - Environmental
302-3	Energy intensity	Sustainability Report - Environmental
Water and Effluents		
303-1	Interactions with water as a shared resource	Sustainability Report - Environmental
303-5	Water consumption	Sustainability Report - Environmental
Emissions		
305-1	Direct (Scope 1) GHG emissions	Sustainability Report - Environmental
305-2	Energy indirect (Scope 2) GHG emissions	Sustainability Report - Environmental
305-3	Other indirect (Scope 3) GHG emissions	Sustainability Report - Environmental
305-4	GHG emissions intensity	Sustainability Report - Environmental

SUSTAINABILITY REPORT

GRI Standard	Disclosure Title	Page Reference & Remarks
Waste		
306-1	Waste generation and significant waste-related impacts	Sustainability Report - Environmental
306-2	Management of significant waste-related impacts	Sustainability Report - Environmental
306-3	Waste generated	Sustainability Report - Environmental
Environmental Compliance		
307-1	Non-compliance with environmental laws and regulations	Sustainability Report - Environmental
GRI 400: Social		
Employment		
401-1	New employee hires and employee turnover	Sustainability Report - People
Occupational Health and Safety		
403-2	Hazard identification, risk assessment, and incident investigation	Sustainability Report - People
403-5	Worker training on occupational health and safety	Sustainability Report - People
403-6	Promotion of worker health	Sustainability Report - People
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Sustainability Report - People
403-9	Work-related injuries	No occurrence during our period of review
Training and Education		
404-1	Average hours of training per year per employee	Sustainability Report - People
404-2	Programs for upgrading employee skills and transition assistance programs	Sustainability Report - People
404-3	Percentage of employees receiving regular performance and career development reviews	Sustainability Report - People
Diversity and Equal Opportunity		
405-1	Diversity of governance bodies and employees	Sustainability Report - People
Local Communities		
413-1	Operations with local community engagement, impact assessments, and development programs	Sustainability Report - Community
Customer Health and Safety		
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	No occurrence during our period of review
Customer Privacy		
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	No occurrence during our period of review

SUSTAINABILITY REPORT

TCFD DISCLOSURES

The following table indicates our progress toward TCFD-recommended reporting.

Disclosure Number	TCFD Disclosures	Page Reference & Remarks
GOVERNANCE		
TCFD 1(a)	Describe the board’s oversight of climate-related risks and opportunities.	Sustainability Report - Our Approach to Sustainability
TCFD 1(b)	Describe management’s role in assessing and managing climate-related risks and opportunities.	TCFD Report - Governance
STRATEGY		
TCFD 2(a)	Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	TCFD Report - Strategy - Scenario Analysis, Climate-Related Risks and Opportunities
TCFD 2(b)	Describe the impact of climate-related risks and opportunities on the organisation’s businesses, strategy, and financial planning.	
TCFD 2(c)	Describe the resilience of the organisation’s strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	
RISK MANAGEMENT		
TCFD 3(a)	Describe the organisation’s processes for identifying and assessing climate-related risks.	Sustainability Report - Materiality TCFD Report - Risk Management
TCFD 3(b)	Describe the organisation’s processes for managing climate-related risks.	
TCFD 3(c)	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation’s overall risk management.	
METRICS AND TARGETS		
TCFD 4(a)	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	TCFD Report - Metrics and Targets
TCFD 4(b)	Disclose Scope-1, Scope-2, and, if appropriate, Scope-3 GHG emissions and the related risks.	
TCFD 4(c)	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board of Directors (the “**Board**”) of Trans-China Automotive Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) are committed to uphold good corporate governance. This commitment and continuous support of the Code of Corporate Governance 2018 (subsequently amended on 11 January 2023) (the “**Code**”) can be seen from the Directors’ and Management’s effort to observe high standards of transparency, accountability and integrity in managing the Group’s business in order to create value for its stakeholders and safeguard the Group’s assets.

The Company has generally complied with the principles and provisions of the Code, the accompanying Practice Guidance and other applicable laws, rules and regulations, including the Listing Manual Section B: Rules of the Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Board is pleased to report compliance of the Company with the Code except where otherwise stated.

For the financial year ended 31 December 2025 (“**FY2025**”), the Group has conformed to the Principles of the Code and strives to comply with the provisions set out in the Code and where it has deviated from the provisions set out in the Code, appropriate explanations are provided and the Company will continue to assess its needs and implement appropriate measures accordingly.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

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

The Company is headed by an effective Board, comprising individuals with diversified backgrounds and who collectively brings with them a wide range of experience, to lead and manage the Group. The Board is responsible for the overall management and success of the Group to protect shareholders’ interests and enhance long-term shareholders’ value.

Apart from its statutory responsibilities, the principal functions of the Board are, inter alia, to:

- (i) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (ii) establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of shareholders’ interests and the Company’s assets;
- (iii) review performance of Management, the Company’s financial performance, risk management processes and systems, human resource requirements and corporate governance practices;
- (iv) identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- (v) set the Group’s values and standards (including ethical standards), and ensure that obligations to the shareholders and other stakeholders are understood and met; and
- (vi) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

CORPORATE GOVERNANCE REPORT

All Directors discharge their duties and responsibilities objectively at all times as fiduciaries in the best interests of the Company. The Board puts in place a code of conduct and ethics, sets appropriate tone from-the-top and desired organisational culture, and ensures proper accountability within the Group. Where a Director faces a conflict of interest, he would recuse himself from discussions and decisions involving the issues of conflict.

To assist in the execution of its responsibilities, the Board has established Board Committees, namely Audit and Risk Committee (“**ARC**”), Nominating Committee (“**NC**”) and Remuneration Committee (“**RC**”). These Board Committees function within clearly defined terms of references and operating procedures, which are reviewed by the Board on a regular basis to enhance the effectiveness of these Board Committees. The roles and responsibilities of these Board Committees are provided for in the latter sections of this Corporate Governance Report.

The Board meets on a regular basis as and when necessary, to address any specific significant matters that may arise.

The Company will conduct comprehensive and tailored induction orientation programme for incoming Directors on joining the Board to familiarise them with the Group’s business and governance practices. The Company will also arrange for any new Director with no prior experience of serving as Director in a listed company to attend appropriate courses, conferences or seminars, including programmes or courses organised by the Singapore Institute of Directors within one year of appointment in accordance with Rule 406(3)(a) and Practice Note 4D of the Catalist Rules or other training institutions in areas such as accounting, legal and industry-specific knowledge.

A newly appointed Director will be furnished with a formal letter of appointment and upon his/her appointment be given opportunities to receive appropriate briefing or material to ensure that he/she is aware of the roles and responsibilities of Director of a public listed company in Singapore and training to familiarise with the Group’s business and governance practices.

The Directors are provided with information relating to corporate conduct and governance including continuing disclosure requirements as required by the Catalist Rules, disclosure of interests in securities, restrictions on disclosure of confidential or price sensitive information, etc. The Board has received updates on changes in Catalist Rules, regulatory requirements, corporate governance guidelines and best practices on a regular basis.

All Directors are also encouraged to receive regular training such as professional development on new laws, regulations and changing commercial risks from time to time which are relevant to the Group, so as to enable them to contribute effectively to the Board or Board Committees. The training courses related to the aforesaid will be arranged and funded by the Company. All Directors of the Company have attended and completed the sustainability training organised by Singapore Institute of Directors.

Pursuant to the Memorandum and Articles of Association of the Company, the Directors of the Company may participate in any meeting of the Board or any Board Committees, which may be held by means of telephonic, electronic or other communication facilities, allowing all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

CORPORATE GOVERNANCE REPORT

The number of meetings held by the Board and Board Committees during FY2025 and the attendance of each Director where relevant is as follows:

Type of meetings	Annual General Meeting				
	Board	ARC	NC	RC	
No. of meetings	1	3	3	1	1
Attendance					
Mr Francis Tjia	1/1	3/3	3/3*	1/1	1/1*
Mr Michael Cheung	1/1	3/3	3/3*	1/1*	1/1*
Mr David Leow	1/1	3/3	3/3	1/1	1/1
Mr Steven Petersohn	1/1	2/3	2/3	1/1	1/1
Mr Henry Tan	1/1	3/3	3/3	1/1	1/1
Mr Mark Fukunaga ⁽¹⁾	1/1	3/3	3/3	1/1	1/1

Notes:

* Not a member

(1) Mr Mark Fukunaga stepped down as Non-Executive Director of the Company on 31 December 2025.

The Board has identified the following areas for which the Board has direct responsibility for decision making within the Group:

- Approval of the Group's major investments/divestments and funding decisions;
- Approval of the Group's interim and full-year financial results announcements for release on SGXNET;
- Approval of any agreement which is not in the ordinary course of business;
- Approval of any major borrowings or corporate guarantees in relation to borrowings;
- Entering into any profit-sharing arrangement;
- Entering into any foreign exchange hedging transactions;
- Appointment or removal of any key executive and legal representative;
- Incorporation or dissolution of any subsidiary;
- Issuance of shares or declaration of dividends and other returns to shareholders;
- Approval of the annual report and audited financial statements;
- Convening of general meetings;
- Approval of corporate strategies;
- Approval of material acquisitions and disposal of assets;
- Approval of transactions involving interested person;
- Appointment of new Directors; and
- Approval of announcements or press releases concerning the Group for release on SGXNET.

CORPORATE GOVERNANCE REPORT

The Management provides the Board with complete, adequate and timely information prior to meetings to enable the Directors to make timely decisions, effectively discharge its duties and make a balanced and informed assessment of the performance, position and prospects of the Company.

The Board has separate and independent access to the key management personnel of the Group at all times. Request for information is dealt promptly by the Management. In addition, the Board is kept informed of all material events and transactions as and when they occur to enable the Board to function effectively and to fulfil its responsibilities. The information made available to the Directors include interim and full-year financial results, progress reports of the Group's operations, corporate development, regulatory updates, business developments and audit reports. The Management also consults board members regularly whenever necessary and appropriate. The Board is provided with board papers in a timely manner prior to board meetings to enable Directors to consider the issues and to obtain additional information or explanation from the Management, if necessary.

The calendar of Board and Board Committees meetings are planned in advance. Draft agendas for meetings of the Board and Board Committees are also circulated in advance to the respective Chairman of the Board and Board Committees, in order for them to suggest items for the agenda and/or review the usefulness of the items in the proposed agendas.

The Directors also have separate and independent access to the Company Secretaries. The role of the Company Secretaries and their representatives are to administer, attend and prepare minutes of Board and Board Committees' meetings, assist the Chairman in ensuring that board procedures are followed and that the Company's Memorandum and Articles of Association of the Company, Catalyst Rules and other relevant rules and regulations applicable to the Company are complied with. The Company Secretaries and their representatives attend all Board and Board Committees' meetings. The decision in appointment and removal of the Company Secretary is decided by the Board as a whole.

The Board in fulfilling its responsibilities could as a group or as individuals, when deemed fit, direct the Company to appoint independent professional advisers or seek professional advice and the costs will be borne by the Company.

BOARD COMPOSITION AND GUIDANCE

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

The current Board consists of five members comprising the Executive Chairman, who is also the Chief Executive Officer ("CEO") of the Company, one Executive Director, who is also the Chief Financial Officer ("CFO") of the Company and three Non-Executive and Independent Directors:

Name of Directors	Designation	ARC	NC	RC
Mr Francis Tjia	Executive Chairman and CEO	-	Member	-
Mr Michael Cheung	Executive Director and CFO	-	-	-
Mr David Leow	Non-Executive and Lead Independent Director	Member	Chairman	Member
Mr Steven Petersohn	Non-Executive and Independent Director	Member	Member	Chairman
Mr Henry Tan	Non-Executive and Independent Director	Chairman	Member	Member

The Board considers an "Independent Director" as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporation, its substantial shareholders of not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the Company, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

CORPORATE GOVERNANCE REPORT

On an annual basis, each Independent Director is required to complete a 'Confirmation of Independence' form to confirm their independence. The form was drawn up based on the definitions and guidelines set forth in the Code and the NC Guide issued by Singapore Institute of Directors. The Directors are required to disclose to the Board any such relationship as and when this arises and the Board will determine their opinion of the independence of a Director in light of all available information.

The NC has reviewed the forms completed by each Independent Director and is satisfied that all the Independent Directors of the Company are independent in accordance with Provision 2.1 of the Code and Rule 406(3)(d) of the Catalyst Rules.

The Board is committed to upholding the highest standards of corporate governance and acknowledges the provisions set forth by the Singapore Code of Corporate Governance on board independence and the importance of safeguarding the interests of stakeholders through rigorous independent oversight of management and strategy.

Independent Directors make up a majority of the Board under Provision 2.2 of the Code where the CEO is also the Chairman of the Board.

The NC has evaluated the current Board composition and noted:

- (i) All key committees - ARC, NC, and RC are fully in accordance with Provisions 4.2, 6.2 and 10.2 on leadership and independence of Board Committees.
- (ii) Non-Executive Directors ("**NED**") hold a board majority in accordance with Provision 2.3 of the Code and have consistently and rigorously scrutinized strategic and managerial initiatives to ensure they align with the long-term welfare of all stakeholders, including shareholders, employees, customers, and suppliers.
- (iii) The Directors of the Board are seasoned and experienced business executives with a broad range of experience, expertise, and knowledge from a diverse set of industries, professions, cultures and geographies. The Directors have strong independent views on how business should be conducted, are aware of the pitfalls of any conflicts of interest, and are fully cognisant of the value of diversity of thought. Individually and as a group, they actively engage in critical discussions, expressing their opinions independently.
- (iv) A Lead Independent Director has been appointed to provide leadership in instances where the Chairman may have a potential conflict of interest in accordance with Provision 3.3 of the Code. This role also serves as a direct liaison for shareholders with concerns that cannot be adequately addressed through conventional channels involving the Chairman or Management.
- (v) The Board comprises two Executive Directors and three NEDs. The majority of the Board, or NEDs, is independent from the Management, and the NC is of the view that the NEDs members have not conducted themselves in a manner that would cause the NC to believe that they are not independent from the Management in the making of their decisions.

Furthermore, the independence of the Non-Executive and Independent Directors is evident from the fact that the Non-Executive and Independent Directors communicate on an ad-hoc basis and meet amongst themselves without the presence of the management of the Company (the "**Management**") and the Executive Directors to discuss and evaluate, among others, the performance of the Management and any matters of concern. Where applicable, the feedback and views expressed by the Non-Executive and Independent Directors is communicated by the Lead Independent Director to the Executive Chairman and CEO and/or other members of the Management after such meetings.

CORPORATE GOVERNANCE REPORT

The NC deliberated and concluded that the Board has an independent character and is providing robust independent oversight consistent with the intent of provisions of the Code.

The Company has in place a Board Diversity Policy for promoting diversity on the Board. The Board regularly examines its size and after taking into account the scope and nature of the Group's operations, the diversified background and experience of the Directors that provide core competencies. The NC will take into account the board diversity objectives and the diverse nature of the business environment in which the Company operates whilst maintaining flexibility to address succession planning and to ensure that the Company continues to attract and retain qualified individuals to serve on the Board. In concurrence with the NC, the Board is satisfied that it is of an appropriate size to facilitate effective decision-making in the best interests of the Group.

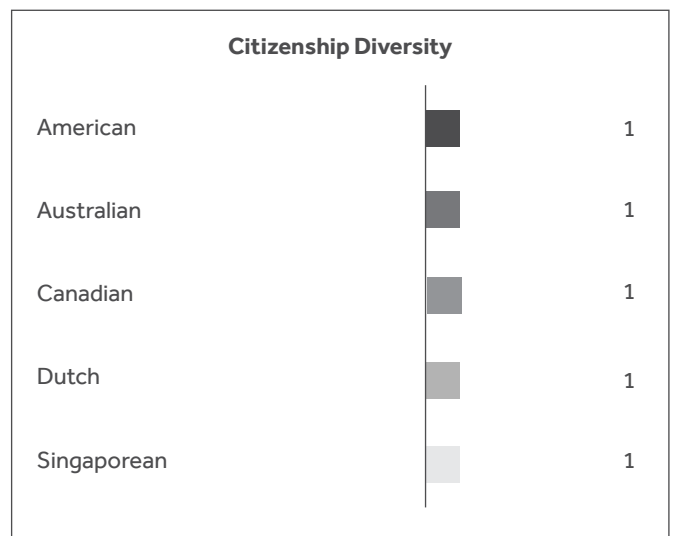
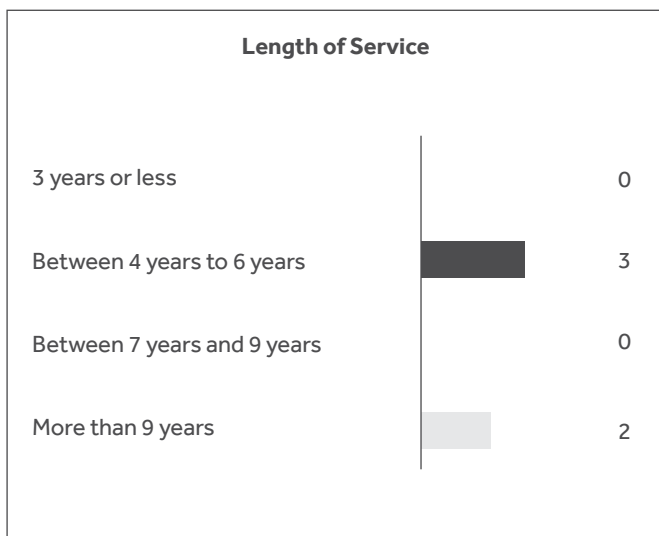
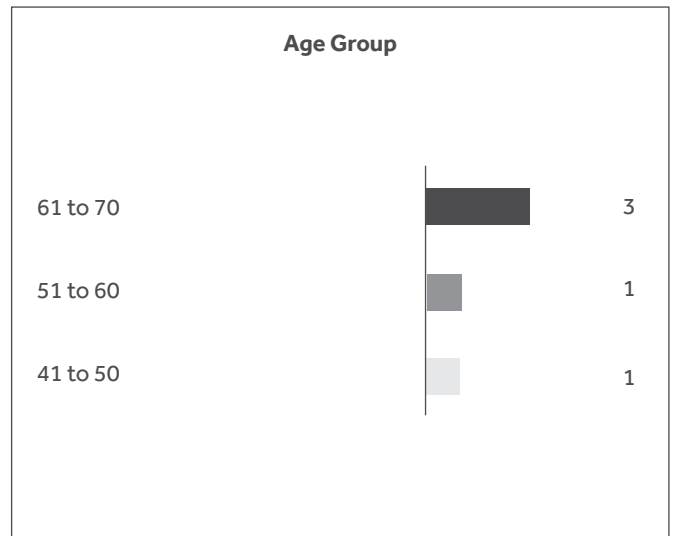
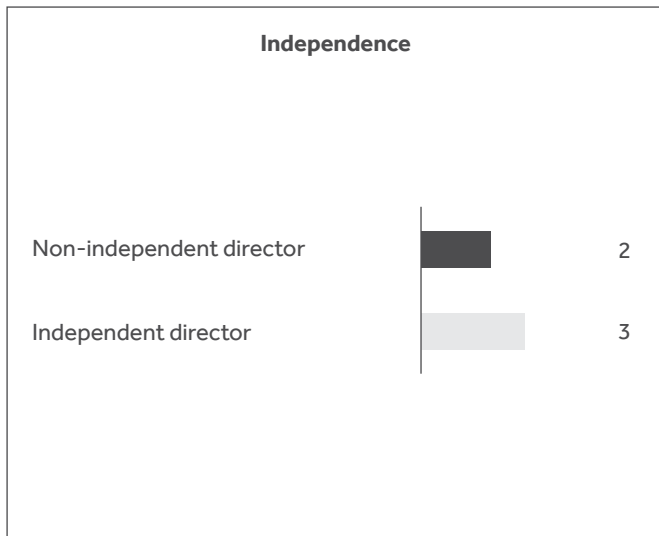
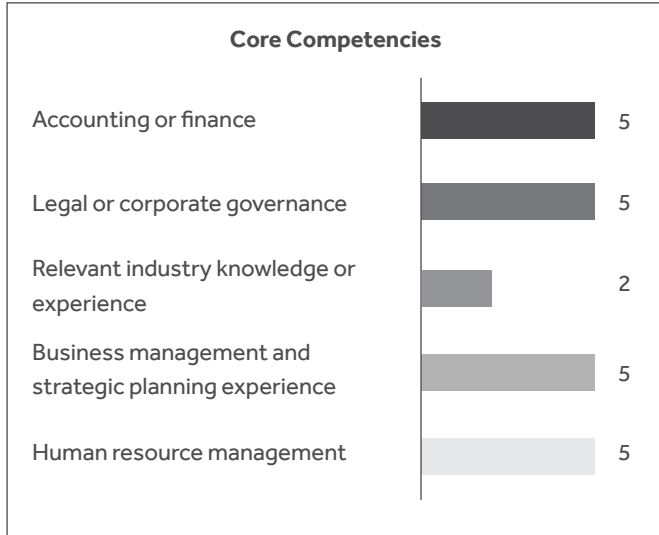
The Company recognises and embraces board diversity as an essential element in the achievement of business objectives and sustainable development. The Board considers diversity has many aspects, including but not limited to culture, gender, age, citizenship, geographic background, educational background, professional experience, length of service, skills and knowledge. The benefits of board diversity are harnessed when the Directors adopt a wide range of perspectives along with an independent mindset. Each Director has been appointed on the strength of their calibre, experience and stature and is expected to bring a valuable range of experiences and expertise to contribute to the development of the Group's strategies and the performance of its business.

The Board has considered the background and core competencies of each member of the current Board. This includes backgrounds in finance or accounting, legal, business or management experiences, automotive industry knowledge, strategic planning experience and customer-based experience or knowledge. The Board has considered them competent as they are respected individuals from different backgrounds, different nationalities and cultures, whose core competencies, qualifications, skills and experiences are diverse, extensive and complementary to the Company.

Given the diverse qualifications, experience, background, and profile of the Directors as set out in the table below, the NC is of the view that the current Board members as a group provides an appropriate balance and diversity of the relevant skills, experience and expertise required for effective management of the Group.

CORPORATE GOVERNANCE REPORT

The diversity of the current Board as at the date of this annual report is as follows:



CORPORATE GOVERNANCE REPORT

The profile of each Director including their academic and professional qualifications and other appointments is presented on pages 13 to 15 of this Annual Report.

The NC and the Board recognise the importance and value of gender diversity, however, the NC and the Board collectively are of the view that it should not be considered as the sole requirement of selection of potential candidate. The NC and Board have prioritised that the potential candidate should possess the right blend of skills, industry knowledge, relevant experience and suitability. Further, as there is currently no female Director appointed to the Board, the NC and the Board are continuously looking for such potential candidates to fill the role so that it is able to comply with a majority of Independent Directors as well as meet its diversity targets.

Notwithstanding the on-going process, the NC and the Board are cognisant that given the current environment of the Company and industry, that achieving the Board's diversity satisfactory level will be challenging. The targets to achieve diversity on the Board are assessed from time to time, based on the composition of the Board and operations of the Group at the relevant time.

Although all the Directors have an equal responsibility for the Group's operations, the role of the Non-Executive and Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, taking into account the long-term interests of shareholders. The Non-Executive and Independent Directors participate actively during Board and Board Committees' meetings and would constructively challenge and help to develop proposals on short-term and long-term business strategies and review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

To-date, none of the Independent Directors have served on the Board beyond nine years from the date of his appointment.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The Executive Chairman and the CEO of the Company is Mr Francis Tjia. While the Company has not adopted Provision 3.1 of the Code, which recommends separating the roles of Chairman and CEO, the Board is of the view that accountability and independence have not been compromised despite both roles being held by the same individual. The Board further considers that, given the Group's current structure and scope of business, a formal separation of these roles would not yield any meaningful benefit. The Board is of the view that there are sufficient safeguards and checks in place to ensure that its decisionmaking processes remain independent and are based on collective deliberation, without any individual exercising undue power or influence. This is consistent with the intent of Principle 3 of the Code. The Board remains committed to ensuring the longterm sustainability and growth of the Group through effective leadership succession planning. As part of this commitment, the Board periodically reviews the leadership structure to ensure continued alignment with the Group's strategic objectives and governance standards.

Mr Francis Tjia has extensive experience in the automobile industry and plays an instrumental role in shaping the strategic direction of the Group. As the Executive Chairman of the Company, Mr Francis Tjia ensures that board meetings are held half yearly of the financial year and as and when necessary, sets board meeting agenda, promotes a culture of openness and debate at the Board and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues. He ensures that board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group as well as effective communication with shareholders. He encourages constructive relations and effective contribution within the Board and between the Board and the Management. He also takes a leading role in ensuring that the Company strives to achieve and maintain high standards of corporate governance and an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

CORPORATE GOVERNANCE REPORT

As the CEO of the Company, Mr Francis Tjia is responsible for the effective management and supervision of daily business operations of the Group in accordance with the strategies, policies, budget and business plans as approved by the Board. The major decisions are made in consultation with the Board, a majority of which comprises Non-Executive and Independent Directors. The Board is of the opinion that the process of decision-making by the Board has been independent and has been based on collective decision without any individual or small group of individuals dominating the Board's decision-making.

The Non-Executive and Independent Directors are encouraged to meet periodically without the presence of the Executive Directors and/or the Management and led by the Lead Independent Director. The Lead Independent Director will provide feedback to the Chairman of the Board after such meetings, where appropriate. The Non-Executive and Independent Directors had met at least once a year, without the presence of Management so as to facilitate a more effective check on Management.

In line with Provision 3.3 of the Code, Mr David Leow is appointed as the Lead Independent Director to provide leadership in situations where the Executive Chairman is conflicted and especially when the Executive Chairman is not independent. This is to promote high standards of corporate governance and effective communication between the shareholders and the Company. Mr David Leow is available to shareholders who may have concerns with regards to the Group and for which contacts through the normal channels of communication with the Executive Chairman or Management has failed to resolve issues or for which such contact is inappropriate or inadequate.

BOARD MEMBERSHIP

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

The Company has established a NC to make recommendations to the Board on all board appointments and re-appointments. As at the date of this report, the NC comprises the following four Directors, majority of whom, including the Chairman of the NC, are Non-Executive and Independent Directors:

Mr David Leow (Chairman)
Mr Henry Tan (Member)
Mr Steven Petersohn (Member)
Mr Francis Tjia (Member)

The Company is in compliance with Provision 4.2 of the Code, where Mr David Leow, the Lead Independent Director of the Company, is also the Chairman of the NC.

The NC is governed by the NC's Terms of Reference which describes the duties and functions of the NC. The main objective of the NC is to build a strong and independent Board and ensure a formal and transparent process for the appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.

The roles and functions of the NC are:

- 1) making recommendations to the Board on relevant matters relating to: (i) the review of board succession plans for Directors, in particular, the appointment and/or replacement of the Executive Chairman, the CEO and key management personnel; (ii) the process and criteria for evaluation of the performance of the Board, the Board Committees and the Directors; (iii) the review of training and professional development programs for the Board and the Directors; and (iv) 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;
- 2) reviewing and determining annually, and as and when circumstances require, if a Director is independent, in accordance with the Code and any other salient factors;

CORPORATE GOVERNANCE REPORT

- 3) reviewing the composition of the Board annually to ensure that the Board and the Board Committees are of an appropriate size, comprise Directors who as a group provide an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate, and 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 and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge;
- 4) setting the objectives for achieving board diversity and reviewing the Company's progress towards achieving these objectives;
- 5) ensuring that Directors disclose their relationships with the Company, related corporations, substantial shareholders or officers, if any, which may affect their independence and review such disclosures from the Directors and highlight these to the Board as required;
- 6) ensuring that new Directors are aware of their duties and obligations, as well as deciding whether a Director is able to and has been adequately carrying out his duties as a Director. Where a Director holds a significant number of listed company directorships and principal commitments which involve significant time commitment, to provide a reasoned assessment of the ability of the Director to diligently discharge his duties, taking into consideration the Director's number of listed company board representation and other principal commitments; and
- 7) reviewing and approving the new employment of employees of the Group who are relatives of any of the Directors, CEO or substantial shareholders and their proposed terms of employment.

In accordance with Rule 720(4) of the Catalist Rules, all Directors must submit themselves for re-nomination and re-appointment at least once every three years. A retiring Director shall be eligible for re-election by the shareholders of the Company at the Annual General Meeting ("AGM"), and prior to nominating a retiring Director for re-election, the NC will evaluate the Director's contribution and performance taking into consideration factors such as attendance, preparedness, participation and any other factors as may be determined by the NC. The Company at the meeting at which a Director retires under any provision of the Company's Memorandum and Articles of Association may by ordinary resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected except in any of the following cases: (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost; or (b) where such Director has given notice in writing to the Company that he is unwilling to be re-elected.

The details of the Board who will retire by rotation at the forthcoming AGM to be held on 21 April 2026 are disclosed in the "Additional Information on Directors seeking re-election" on pages 62 to 66 of this Corporate Governance Report.

The NC has recommended and the Board has approved to table for shareholders' approval the re-election of Mr David Leow and Mr Michael Cheung, who are retiring at the forthcoming AGM as Directors of the Company. Mr David Leow and Mr Michael Cheung have abstained from voting on any resolution related to their own re-election.

Despite some of the Directors having other board representations, the NC is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company by attending the Board and Board Committees and to attend to the decision-making within the Group as and when necessary. In this respect, the Board is of the view that it is not necessary to adopt internal guidelines to address the competing time commitments that are faced when Directors serve on multiple boards or to determine the maximum number of listed company board representations which any Director may hold.

CORPORATE GOVERNANCE REPORT

Currently, no Alternate Director is appointed on the Board.

In the search and nomination process for new Directors, the NC identifies the key attributes that an incoming Director should have, which is based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board endorsed the key attributes, the NC taps on the resources of the Directors' personal contacts and recommendations of potential candidates, and proceed with the shortlisting process. The NC will consider each candidate based on the key attributes determined after taking into consideration the qualification and experience of such candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. The NC will recommend the suitable candidate to the Board for approval. If the candidates identified from this process are not suitable, executive recruitment agencies may be appointed to assist in the search process.

The dates of initial appointment and last re-election of the Directors, together with their directorships in other listed companies and their principal commitments at the date of this Annual Report are set out below:

Name of Director	Date of First Appointment	Date of Last Re-election	Present Directorships or Chairmanships in Other Listed Companies and Principal Commitment	Past Directorships or Chairmanships in Other Listed Companies and Principal Commitment over the preceding five years
Mr Francis Tjia	18 December 2015	23 April 2025	<ul style="list-style-type: none"> • OpenRoad Auto Group Limited • Multivest Holdings Limited • Openform Properties Ltd • Various other entities within the Group under which the appointments were made as part of Mr Francis Tjia's duties and responsibilities in his role as CEO of the Company. 	<ul style="list-style-type: none"> • Income Partners Asset Management (Asia) Limited • Income Partners Asset Management (HK) Limited • IP Asian Opportunities Fund
Mr Michael Cheung	18 December 2015	24 April 2024	<ul style="list-style-type: none"> • Various entities within the Group under which the appointments were made as part of Mr Michael Cheung's duties and responsibilities in his role as CFO of the Company. 	<ul style="list-style-type: none"> • Nil
Mr David Leow	17 September 2021	25 April 2023	<ul style="list-style-type: none"> • Thaler Global Pte. Ltd. • Ufinity Group Pte. Ltd. • MEC Asia Fund • CAP Management Limited • Chartered Accountants Australia and New Zealand (Singapore) Private Limited 	<ul style="list-style-type: none"> • Mencast Holdings Ltd. (SGX-Listed) • Bitapple Singapore Pte. Ltd.
Mr Steven Petersohn	17 September 2021	23 April 2025	<ul style="list-style-type: none"> • Advanced Energy Minerals Limited (ASX-Listed) 	<ul style="list-style-type: none"> • Arch Capital Solutions Ltd.

CORPORATE GOVERNANCE REPORT

Name of Director	Date of First Appointment	Date of Last Re-election	Present Directorships or Chairmanships in Other Listed Companies and Principal Commitment	Past Directorships or Chairmanships in Other Listed Companies and Principal Commitment over the preceding five years
Mr Henry Tan	17 September 2021	24 April 2024	<ul style="list-style-type: none"> • BH Global Corporation Limited (SGX-Listed) • Asia Vets Holdings Ltd. (SGX-Listed) • Penguin International Limited (SGX-Listed) • CLA Global TS Group • 2T Investment Holdings Pte Ltd • Alpha Singapore • Methodist Church of Singapore • NTS Myanmar Co. Ltd. • Cru Asia Limited • The Anglo-Chinese Schools Foundation Limited • Arcturus Professional Services Pte. Ltd. • The 4220 Foundation (Whole Word Institute) – Non-Profit organization 	<ul style="list-style-type: none"> • YHI International Limited (SGX-Listed) • China New Town Development Co Ltd (HKEX-Listed) • Dyna-Mac Holdings Ltd. (SGX-Listed) • Methodist Preschool Services Pte. Ltd.

CORPORATE GOVERNANCE REPORT

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating the Directors who are retiring and being eligible for re-election at the forthcoming AGM, is set out below:

Name of Director	Mr David Leow	Mr Michael Cheung
Date of appointment	17 September 2021	18 December 2015
Date of last re-appointment	25 April 2023	24 April 2024
Age	56	47
Country of principal residence	Singapore	Hong Kong
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The Board has accepted the NC's recommendation after considering and reviewing Mr David Leow's performance, expertise, experience, diversity of skillsets, independence and commitment in the discharge of his duties as the Non-Executive and Lead Independent Director of the Company. The Board is satisfied that Mr David Leow will continue to contribute effectively to the core competencies of the Board.	The Board has accepted the NC's recommendation after considering and reviewing Mr Michael Cheung's performance, expertise, experience, diversity of skillsets and commitment in the discharge of his duties as Executive Director and Chief Financial Officer of the Company. The Board is satisfied that Mr Michael Cheung will continue to contribute effectively to the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive. Responsible for overseeing the overall financial functions, corporate governance and corporate communications of the Group
Job title	Lead Independent Director, Chairman of the Nominating Committee, and Member of the Audit and Risk Committee and Remuneration Committee	Executive Director and Chief Financial Officer
Professional qualifications	<ul style="list-style-type: none"> • Bachelor of Commerce • Owner/ President Management programme 	<ul style="list-style-type: none"> • Bachelor of Commerce in Accounting • Master of Business Administration

CORPORATE GOVERNANCE REPORT

Name of Director	Mr David Leow	Mr Michael Cheung
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> • June 2023 to Present – Pecunia Pte. Ltd.– Non-Executive Director • December 2019 to Present – CAP Management Limited – Non-Executive Director • April 2018 to Present – Chartered Accountants Australia and New Zealand (Singapore) Private Limited – Director • October 2014 to Present – MEC Asia Fund – Non-Executive Director • June 2012 to Present – Thaler Global Pte. Ltd. – Managing Director • September 2009 to Present – Ufinity Group Pte. Ltd. – Chief Financial Officer • June 2013 to April 2024 – Mencast Holdings Ltd. – Independent Director • November 2020 to May 2022 – Bitapple Singapore Pte. Ltd. – Chief Executive Officer 	<ul style="list-style-type: none"> • May 2014 to Present – Trans-China Automotive Holdings Limited – Executive Director (since 2018) and Chief Financial Officer
Shareholding interest in the listed issuer and its subsidiaries	None	<ul style="list-style-type: none"> • 11,181,339 shares (direct interest) • 11,389,439 shares (deemed interest in the shares held through nominee account maintained with Citibank Nominees Singapore Pte. Ltd.) • 2,000,000 share options
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	None	None
Conflict of interest (including any competing business)	None	None
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

CORPORATE GOVERNANCE REPORT

Name of Director	Mr David Leow	Mr Michael Cheung
Other principal commitments including directorships	<p><u>Present</u></p> <ul style="list-style-type: none"> • Thaler Global Pte. Ltd. • Ufinity Group Pte. Ltd. • MEC Asia Fund • CAP Management Limited • Chartered Accountants Australia and New Zealand (Singapore) Private Limited • Pecunia Pte. Ltd. <p><u>Past (for the past 5 years)</u></p> <ul style="list-style-type: none"> • Mencast Holdings Ltd. (SGX-Listed) • Bitapple Singapore Pte. Ltd. 	<p><u>Present</u></p> <ul style="list-style-type: none"> • Marine Pearl Limited • TCA Shenzhen (BVI) Limited • Power Summit Corporation Limited • Trans-China Automotive Holdings (FS) Limited • Yaohua Automobile Management Service (Shenzhen) Co., Ltd. • Foshan Shenbao Automobile Sales and Services Co., Ltd. • Shenzhen Chuangfengbao Automobile Sales and Services Co., Ltd. • Guangzhou Changbao Automobile Sales and Services Co., Ltd. • Chongqing Qingdebao Automobile Sales and Services Co., Ltd. • Guangdong Yaohua Leasing Co., Ltd. • TCA International Limited • TCA Management Limited <p><u>Past (for the past 5 years)</u></p> <ul style="list-style-type: none"> • Chongqing Yaohua Automobile Sales and Services Co., Ltd. • Red Star (Shenzhen) Limited • Shenzhen Qifeng Automobile Sales and Services Co., Ltd. • TCA Auto (Thailand) Limited • Focus Win (Guangzhou) Limited • TCA Chongqing (BVI) Limited • TCA Foshan (BVI) Limited • TCA Guangzhou (BVI) Limited • TCAH (BVI) Limited • Focus Win (Chongqing) Limited • N-Tech Services Limited • Global Gallant Limited • Techart (China) Limited

CORPORATE GOVERNANCE REPORT

Mr David Leow and Mr Michael Cheung had responded negative to items (a) to (k) listed in Appendix 7F of the Catalyst Rules, as follows:

	Mr David Leow	Mr Michael Cheung
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

CORPORATE GOVERNANCE REPORT

Mr David Leow Mr Michael Cheung

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

Mr David Leow, if re-elected, is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.

BOARD PERFORMANCE

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

The Board has implemented a formal annual process for assessment of the effectiveness of the Board as a whole, each Board Committee and individual Director. Each Director is requested to complete an evaluation form to assess the effectiveness of the Board as a whole and his own contribution to the effectiveness of the Board, while each Board Committee member is requested to complete an evaluation form to assess the effectiveness of the respective Board Committees. The assessment of the Board's performance focused on a set of performance criteria for the board evaluation which includes the board structure, strategy and performance, governance on board risk management and internal controls, information to the Board, board procedures, top management and Directors' standard of conduct, etc.

The assessment criteria for each Board Committee focuses on the nature of the respective roles and responsibilities of the ARC, NC and RC.

CORPORATE GOVERNANCE REPORT

The annual assessment of individual Directors considers, among others, each Director's attendance as well as generation of constructive debate/participation for meetings of the Board and Board Committees, contribution, initiative, responsiveness of Director, knowledge of senior management and Company's business, and the Directors' self-assessment. Selected performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes.

The findings of the above were analysed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board and Board Committees. The Executive Chairman of the Board will act on the results of the performance evaluation and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation of Directors may be sought. No external facilitator was used in FY2025. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

The evaluation of Board and Board Committees performance is conducted annually to identify areas of improvement and as a form of good board management practice. The last Board's evaluation was conducted on 25 February 2026 and the results have been presented to the NC for discussion. The NC is satisfied that the Board has been effective as a whole and that each Director has contributed to the effective functioning of the Board. In addition, the NC is also satisfied that sufficient time and attention has been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations.

Following the review of FY2025, the Board is of the view that the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

As at the date of this report, the RC comprises the following three Directors, all of whom including the Chairman of the RC, are Non-Executive and Independent Directors:

Mr Steven Petersohn (Chairman)
Mr David Leow (Member)
Mr Henry Tan (Member)

The RC is governed by the RC's Terms of Reference which describes the duties and powers of the RC.

The main objective of the RC is to establish a formal and transparent procedure for developing policies on Director and executive remuneration and attract, motivate and retain a pool of talented Directors and executives through attractive and competitive remuneration packages.

The roles and functions of the RC are:

1. reviewing and recommending to the Board, in consultation with the Chairman of the Board, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of the Directors and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**");
2. reviewing and recommending to the Board, for endorsement, the specific remuneration packages for each of the Directors and Key Management Personnel;

CORPORATE GOVERNANCE REPORT

3. 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), including termination terms, to ensure they are fair;
4. ensuring that the level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives;
5. ensuring that a significant and appropriate proportion of the Executive Directors' and Key Management Personnel's remuneration is structured so as to link rewards to corporate and individual performance, and that performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company;
6. ensuring that the remuneration of the Non-Executive Directors is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities;
7. 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 with a view to achieving clear disclosure of the same;
8. reviewing and approving the design of all share option plans, employee share option schemes and/or other equity-based plans and benefits-in-kind;
9. in the case of service contracts and employment contracts, reviewing the Company's obligations arising in the event of termination of the Executive Directors' or Key Management Personnel'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;
10. approving performance targets for assessing the performance of each of the Key Management Personnel and recommend such targets as well as employee specific remuneration packages for each of such Key Management Personnel, for endorsement by the Board; and
11. conducting an annual review of and approving the remuneration of employees of the Group who are relatives of any of the Directors, Chief Executive Officer or Substantial Shareholders (including bonuses, increments and/or promotions) and to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities.

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 Company and key executives to successfully manage the Company, and to align the level and structure of remuneration with the long-term interests and risk policies of the Company.

If a member of the RC has an interest in a matter being reviewed or considered by the RC, the respective Directors will abstain from voting on the matter and will not be involved in the discussion in deciding their own remuneration.

The RC has full authority to engage any external independent professional advice on matters relating to remuneration as and when the need arise. The expense of such service shall be borne by the Company. No external remuneration consultant was engaged in FY2025.

CORPORATE GOVERNANCE REPORT

LEVEL AND MIX OF REMUNERATION

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

The RC noted that there should be appropriate and meaningful measures for the purpose of assessing the performance of Executive Directors and Key Management Personnel. In setting remuneration packages for Executive Directors and Key Management Personnel, the performance related elements of remuneration form a portion of the total remuneration package to link rewards to corporate and individual performance. This is to align the Executive Directors' interests with those of shareholders of the Company and to promote the long-term success of the Group and the Company. The RC will also take into consideration the risk policies of the Company, as well as the pay and employment conditions within the industry and in comparable companies.

The Non-Executive and Independent Directors are paid with Directors' fees taking into account factors including but not limited to contribution, effort and time spent, and the responsibilities of the Non-Executive and Independent Directors. Non-Executive and Independent Directors are not over-compensated to the extent that their independence may be compromised. The Directors' fees payable to the Non-Executive and Independent Directors of the Company each year are subject to the approval of the Company's shareholders at the AGM.

The Executive Directors do not receive Directors' fees. The remuneration packages of the Executive Directors and the Key Management Personnel comprise primarily a basic salary component and a variable component which is the bonuses and other benefits.

The service agreements with the Executive Directors, namely Mr Francis Tjia and Mr Michael Cheung ("**Service Agreements**") are for a period of three years and shall thereafter continue from year to year (unless otherwise terminated by either party giving not less than six months' prior written notice to the other). The Service Agreements are subject to review by the RC as and when required. The RC may recommend the Company to consider the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and Key Management Personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company.

The RC also terminates the Service Agreements of the Executive Directors, if any of them, amongst others, is disqualified to act as Executive Director under any applicable laws or regulations, is guilty of dishonesty, gross misconduct or wilful neglect of duty, commits any continued material breach of the terms of their respective Service Agreements, is guilty of conduct likely to bring himself or any member of the Group into disrepute, becomes bankrupt or is convicted of any criminal offence. The RC may additionally terminate the Service Agreements if the Executive Directors fail to perform their respective obligations under the Service Agreements.

The Service Agreements also provide that the Executive Directors shall not without the prior written consent of the Company during the continuance of his employment be engaged or interested either directly or indirectly in any capacity in any trade, business, occupation or activities which may hinder or otherwise interfere with the performance of his duties or which may conflict with the interests and business of the Group.

The Service Agreements cover the terms of employment, specifically salaries and bonuses.

CORPORATE GOVERNANCE REPORT

Pursuant to the terms of their respective Service Agreements, each of Mr Francis Tjia and Mr Michael Cheung is entitled to a basic monthly salary. In addition, each of Mr Francis Tjia and Mr Michael Cheung is entitled to an annual fixed bonus (“**Fixed Bonus**”) as well as an annual incentive bonus (“**Incentive Bonus**”) of a sum calculated based on the consolidated profits before tax (“**PBT**”) of the Group based on the audited financial statements for the relevant financial year, before deducting such Incentive Bonus and after deducting PBT attributable to non-controlling interests and excluding extraordinary items which are not in the ordinary course of business, if any, provided always that if their employment is for less than a full financial year of the Group, the Fixed Bonus and Incentive Bonus for that financial year shall be apportioned in respect of the actual number of days of employment on the basis of a 365-day financial year.

DISCLOSURE OF REMUNERATION

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

The level and mix of the remuneration paid or payable to each Director and key management personnel for FY2025 are disclosed below:

Board	Salary (S\$'000)	Bonus /		Directors' Fees (S\$'000)	Total (S\$'000)
		Commissions (S\$'000)	Benefits in Kind (S\$'000)		
Mr Francis Tjia	586	95	4	-	685
Mr Michael Cheung	387	61	5	-	453
Mr David Leow	-	-	-	64	64
Mr Henry Tan	-	-	-	67	67
Mr Steven Petersohn	-	-	-	60	60
Mr Mark Fukunaga ⁽¹⁾	-	-	-	29	29

Note:

(1) Mr Mark Fukunaga stepped down as Non-Executive Director of the Company on 31 December 2025.

The Group has one Key Management Personnel who is not Director or the CEO during FY2025. The details of the remuneration for this Key Management Personnel for FY2025 are as follows:

Key Management Personnel (in remuneration band)	Salary (S\$'000)	Bonus /		Total (S\$'000)
		Commissions (S\$'000)	Benefits in Kind (S\$'000)	
Mr Raymond Woo	387	61	4	452

There is no employee who is an immediate family member of a Director, CEO or substantial shareholder of the Company, whose remuneration exceeds S\$100,000 for FY2025.

The RC has reviewed and approved the remuneration packages of the Executive Directors and Key Management Personnel, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Directors and Key Management Personnel are adequate but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which Executive Director's and Key Management Personnel's entitlement to short term and long-term incentive schemes are subject and make the necessary disclosures, if any.

CORPORATE GOVERNANCE REPORT

In conjunction with the listing on the Catalist of the SGX-ST, the Company has adopted an employee share option scheme known as "TCA Employee Share Option Scheme" ("TCA ESOS") which was approved by the shareholders on 17 September 2021. The details of TCA ESOS are set out in the section entitled "Appendix J - Rules of the TCA Employee Share Option Scheme" of the Offer Document. The TCA ESOS complies with the relevant rules as set out in Chapter 8 of the Catalist Rules.

The objectives of the TCA ESOS are as follows: (a) foster an ownership culture within the Group which aligns the interests of the Group's employees with the interests of shareholders; (b) motivate participants to achieve key financial and operational goals of the Company and/or their respective business units; (c) make total employee remuneration sufficiently competitive to recruit and retain staff having skills that are commensurate with the Company's ambition to become a world-class company; and (d) to attract potential employees with relevant skills to contribute to the Group and to create value for the shareholders.

The TCA ESOS is administered by the RC with such powers and duties conferred to them by the Board. A member of the RC who is also a participant of TCA ESOS must not be involved in its deliberation in respect of the option granted or to be granted to him.

On 6 May 2025 ("Date of Grant"), the Company granted 4,000,000 share options to eligible director and employee pursuant to the TCA ESOS at an exercise price of S\$0.05 per share. Of these, 2,000,000 share options were granted to Mr Michael Cheung, the Executive Director and the CFO of the Company. The exercise period shall commence after the first anniversary of the Date of Grant and each anniversary thereafter. Options will vest at a maximum of 20% of the shares allotted on the first anniversary of the Date of Grant and each anniversary thereafter. All options shall expire on the fifth anniversary of the Date of Grant.

As at the date of this Annual Report, no share options have been exercised. Except as disclosed above, the Company had not granted any share options to other employee and Directors under the TCA ESOS.

For additional details on the TCA ESOS, please refer to the section of the Directors' Statement entitled "Share Options" on page 84 set out in this Annual Report.

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as determine the Company's levels of risk tolerance and risk policies as well as overseeing the Management in the design, implementation and monitoring of the risk management and internal control systems to control, manage and mitigate these risks. The Management reviews the risk management and internal control systems and highlights all significant matters to the ARC and Board from time to time.

The Board acknowledges that it is responsible to ensure that the Company maintains an adequate system of risk management and internal controls to safeguard the assets of the Group. In addition, it is essential to maintain adequate accounting records, develop and maintain an effective control environment within the Group. The Board recognises that all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities. Nevertheless, the Board strives to identify key risk areas in every aspect of the Group and improve internal controls to mitigate such risks in order to achieve the overall business objective of the Group and enhance long term shareholders' value.

CORPORATE GOVERNANCE REPORT

The Board and the ARC have made reference to the external audit reports submitted by the external auditors for FY2025. The Board with the concurrence of the ARC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology risks) and risk management systems are adequate and effective for FY2025.

The Group had appointed RSM Risk Advisory Pte. Ltd. ("**RSM**") as the independent internal auditors of the Group to conduct and review the adequacy and effectiveness of the Group's internal controls on a regular basis in light of the size and complexity of the Group's operations. Relying on the internal control reports from the internal auditors, management letter issued by the external auditors (to the extent as required by them to form an audit opinion on the statutory financial statements) and the representation letters from the Management, the ARC with the participation of the Board, will carry out assessments of the effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls and its corresponding mitigation actions from the independent internal auditors and external auditors to further improve the internal controls will be reported to the ARC. The ARC will follow up on the actions taken by the Management and on the recommendations made by the independent internal auditors and external auditors.

RSM is a corporate member of the Singapore chapter of the Institute of Internal Auditors ("**IIA**") and is staffed with professionals with relevant qualifications and experiences. The internal audit (including sustainability report internal review) team consists of a partner, managers and consultants. The internal audit partner has been involved with the project for four years and is familiar with the Company and industry. The internal audit team brings extensive experience in Governance, Risk Compliance for SGX listed clients and multinational companies. Specifically, the internal audit team partner has a strong background in corporate governance consulting, business consulting, internal audit, and enterprise risk management. He is also a member of Institute of Singapore Chartered Accountants (ISCA).

There have been no high-risk findings in the last three years. Other findings which include process improvements recommendations have been rectified or adopted by the Company.

The Board would ensure that there is an on-going process for identifying, evaluating and managing significant risks covering financial aspects, compliance risks and other operational areas of the Group.

For FY2025, the Board has received assurances from the CEO and the CFO of the Company that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal control systems are adequate and sufficiently effective.

The ARC have reviewed the report issued by the external auditors and their recommendations, the various management controls put in place, and reports from the independent internal auditors, the Board with the concurrence from the ARC, are satisfied with the Group's internal controls and are of the opinion that the internal controls maintained by the Group in addressing critical and significant risks relating to financial, operational, compliance and information technology risks and risk management systems are adequate and effective as at 31 December 2025 for the type and volume of business that the Group currently operates. The Board will continue to enhance and improve the existing internal controls framework to identify and mitigate these risks. The ARC will also commission an annual internal audit to satisfy itself that the Group's internal controls are robust and effective to address any significant internal control weaknesses that may arise.

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

CORPORATE GOVERNANCE REPORT

AUDIT AND RISK COMMITTEE

Principle 10: *The Board has an Audit and Risk Committee which discharges its duties objectively.*

As at the date of this report, the ARC comprises the following three Directors, all of whom including the Chairman of the ARC, are Non-Executive and Independent Directors:

Mr Henry Tan (Chairman)
Mr David Leow (Member)
Mr Steven Petersohn (Member)

In line with Provision 10.3 of the Code, none of the ARC members is a former partner or director of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The Board ensures that the members of the ARC are appropriately qualified to discharge their responsibilities. The Chairman of the ARC, Mr Henry Tan and members of the ARC, Mr David Leow and Mr Steven Petersohn possess the requisite accounting and financial management expertise and experience.

The ARC is governed by the ARC's Terms of Reference which describes the duties and powers of the ARC.

The main objective of the ARC shall be to assist the Board in discharging its statutory and other responsibilities relating to (i) the quality of the audit of the Company's internal audit function and of its external auditors; (ii) the integrity of the financial information presented by the Management to shareholders, regulators and the general public; and (iii) the adequacy of the Company's financial, compliance, administrative and operating controls, as well as internal accounting controls.

The role and functions of the ARC are:

1. assisting the Board in discharging its statutory responsibilities on financing and accounting matters;
2. reviewing the assurance from the CEO and CFO on the financial records and financial statements of the Company;
3. reviewing significant financial reporting issues and judgements so as to ensure the integrity of the financial statements, which includes reviewing and discussing with the external auditors any issues and concerns arising from the audits, any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's financial performance or financial position and the Management's response to such issues;
4. reviewing the announcements relating to the financial performance and ensuring that the outcome of the review the Group's key financial risk areas are disclosed in the annual reports, and if the findings are material, to be announced via SGXNET in accordance with the Catalist Rules;
5. reviewing the adequacy, effectiveness, independence, scope and results of the external audit and its cost effectiveness, and the independence and objectivity of the external auditors;
6. reviewing the external auditors' audit plan and audit report, and the external auditors' evaluation of the system of internal accounting controls, including financial, operational, compliance and information technology controls, as well as reviewing the Company's implementation of any recommendations to address any control weaknesses highlighted by the external auditors;

CORPORATE GOVERNANCE REPORT

7. reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on, and in particular, ensuring the Company publicly discloses and clearly communicates to the employees the existence of a whistle-blowing policy and procedures for raising such concerns;
8. reviewing the key financial risk areas, 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;
9. reviewing at least annually the adequacy and effectiveness of the risk management and internal controls systems, including financial, operational, compliance and information technology controls, and, where necessary and appropriate, provide a statement on the Board's comment on the adequacy and effectiveness of the Company's internal controls;
10. reviewing any interested person transactions and monitoring the procedures established to regulate interested person transactions, including ensuring compliance with the Company's internal control system and the relevant provisions of the Catalist Rules, as well as all conflicts of interests to ensure that proper measures to mitigate such conflicts of interests have been put in place;
11. reviewing transactions undertaken by the Group which fall within the scope of Chapter 10 of the Catalist Rules;
12. to be the primary reporting line of the internal audit function and ensuring that the internal audit function has direct and unrestricted access to the Chairman of the Board and the ARC;
13. ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company;
14. reviewing the scope and results of the internal audit procedures, and at least annually, the adequacy, effectiveness, independence, scope and results of the internal audit function;
15. ensuring the internal audit function is independent, effective and adequately resourced, is staffed with persons with the relevant qualifications and experience, and deciding on the appointment, termination and remuneration of the head of the internal audit function;
16. meeting with the external auditors and independent internal auditors, in each case without the presence of the Management, at least annually;
17. reviewing the assistance, coordination and co-operation given to the Group's Management to the independent internal auditors and external auditors;
18. reviewing the nature, extent and costs of non-audit services performed by the external auditors, to ensure their independence and objectivity;
19. appraising and reporting to the Board on the audits undertaken by the external auditors and independent internal auditors, and the adequacy of disclosure of information;
20. where necessary, commissioning an independent audit on internal controls and risk management systems for the assurance of the ARC, or where it is not satisfied with the systems of internal controls and risk management;
21. making recommendations to the Board on: (i) the proposals to shareholders on the appointment, re-appointment and removal of the external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
22. undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters arising and requiring the attention of the ARC;

CORPORATE GOVERNANCE REPORT

23. monitoring the measures undertaken by the Group to mitigate and to the extent possible remediate non-compliance by the Group, including non-compliances in respect of land use issues, and having oversight of and reviewing such measures to monitor and to the extent possible prevent further recurrence of non-compliances;
24. reviewing changes in accounting policies and practices, major risk areas and significant adjustments arising from audits, compliance statutory and regulatory requirements including the accounting standards and the Catalist Rules, and concerns and issues arising from audits including any matters which the external auditors may wish to discuss in the absence of the Management;
25. reviewing and approving all hedging policies implemented by the Group (if any) and conducting periodic review of foreign exchange transactions and hedging policies and procedures;
26. reviewing and establishing procedures for receipt, retention and treatment of complaints received by the Group, including among others, criminal offences involving the Group or the employees, and/or questionable accounting, auditing, business, safety or other matters that impact negatively on the Group, and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and
27. undertaking generally such other functions and duties as may be required by law or the Catalist Rules, and by amendments made thereto from time to time.

The ARC met up with the independent internal auditors separately at least once a year without the presence of Management. The independent internal auditors are provided with unfettered access to the documents, records, properties and personnel, including the Board, ARC and Management, and has appropriate standing within the Company for performing their internal audit review.

The independent internal auditors report directly to the Chairman of the ARC on any material weaknesses and risks identified in the course of the audit which will also be communicated to the Management. Management would update the ARC on the status of the remedial action plans.

The internal audit work carried out in FY2025 was guided by the International Standards for the Professional Practice of Internal Auditing (IIA Standards) laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors. RSM Risk Advisory Pte. Ltd. has provided a confirmation on their independence to the ARC. The ARC has assessed the independence, effectiveness, and resourcing of the internal audit function. The ARC confirms that the internal audit function operates independently, free from any undue influence, and is effective in fulfilling its mandate. The internal audit function is also deemed to be adequately resourced with qualified personnel possessing the necessary expertise and experience to execute its responsibilities effectively. This assessment is based on the scope of work performed, the quality of reporting, and the alignment of the internal audit function with the organization's risk management framework and strategic objectives.

The Board with the concurrence of the ARC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology risks) and risk management systems were adequate and effective for FY2025.

Apart from the duties listed above, the ARC will ensure that arrangements are in place for employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The ARC will 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. The ARC will also ensure that the appropriate follow-up actions are taken. In the event that a member of the ARC is interested in any matter being considered by the ARC, he will abstain from reviewing and deliberating on that particular transaction or voting on that particular resolution.

CORPORATE GOVERNANCE REPORT

The ARC has full access to and cooperation of the Management and external auditors, and full discretion to invite any Director or key management personnel to attend the meetings and has been given reasonable resources to enable it to discharge its functions properly.

The aggregate amount of fees paid and payable to Messrs Deloitte & Touche LLP for services rendered in FY2025 was HK\$2,200,000. No non-audit services were provided by the external auditors for the same period. Messrs Deloitte & Touche LLP have confirmed that they are public accounting firm registered with Accounting and Corporate Regulatory Authority and provided a confirmation on their independence to the ARC.

The ARC had reviewed all audit and non-audit fees paid to Messrs Deloitte & Touche LLP, the scope of services, the qualification, the independence and the objectivity of the external auditors in the meeting held in FY2025.

The ARC is satisfied that Messrs Deloitte & Touche LLP is able to meet the audit requirements and statutory obligation of the Company. In view of their requisite qualification and independence status, the ARC is satisfied that Rule 712 of the Catalist Rules is complied with.

The Company has complied with Rule 715 of the Catalist Rules as Messrs Deloitte & Touche LLP were engaged as the external auditors for the Company and its subsidiaries for FY2025.

ARC has met with the external auditors without the presence of Management to review the adequacy of the audit arrangements, with emphasis on the scope and quality of the audit and the independence and objectivity of the auditors.

The Group has in place a Whistle-Blowing Policy to enable persons employed by the Group to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc, to the members of ARC in writing for resolution, without any prejudicial implications for these employees. The ARC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take.

The Whistle-Blowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively. The ARC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the ARC's attention. The Group has designated an independent function to investigate whistle-blowing reports made in good faith and ensures that the identity of the whistle-blower is kept confidential and the Group is committed to ensure protection of the whistle-blower against detrimental or unfair treatment.

As of to-date, there was 3 reports received through the whistle-blowing mechanism, primarily relating to workplace conduct and human resource management matters. Following a thorough investigation, no irregularities or unusual matters were identified.

The ARC has reviewed all Interested Person Transactions during FY2025 and is of the opinion that Chapter 9 of the Catalist Rules has been complied with. Please refer to the sections entitled "Interested Person Transactions" of the Offer Document for present and on-going Interested Person Transactions.

To keep abreast of the changes in accounting standards and issues which have a direct impact on financial statements, advice is sought from the external auditors when they attended the ARC meetings, where applicable.

CORPORATE GOVERNANCE REPORT

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

ENGAGEMENT WITH SHAREHOLDERS

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

MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

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

In line with the continuous disclosure obligations of the Company pursuant to the Catalist Rules, the Company is committed to engage in regular and effective communication with its shareholders and ensures that all shareholders should be equally informed of all major developments of the Group which would likely materially affect the price or value of the Company's shares to facilitate the shareholders to exercise their ownership rights.

The Company does not practice selective disclosure as all material and price-sensitive information is released through SGXNET.

The Group believes that a high standard of transparent corporate disclosure is crucial to raising the level of corporate governance. The information is disseminated to shareholders of the Company on a timely basis through:

- announcements and/or press release released through SGXNET;
- annual reports and circulars prepared and issued to all shareholders of the Company; and
- the official website of the Company (<https://www.tca-auto.com>).

Although the Company does not presently have a formal Investor Relations Policy, it remains fully committed to providing accurate, consistent, and timely disclosure of its financial performance and material corporate developments to shareholders, the investing public, the financial community, and the media. All disclosures will be made in compliance with the Catalist Rules of the SGX-ST, as well as all other applicable securities laws and regulations.

All announcements are released on a timely basis on SGXNET and on our Investor Relations ("IR") website at www.tca-auto.com, which provides 24-hour access to corporate information, financial results, press releases, presentations, annual reports, sustainability reports, and other materials relevant to the investment community. In addition, the shareholders and potential investors or stakeholders may subscribe for automated email alerts services from the Company's website to receive email alerts on the latest announcements and press releases disclosed on SGXNET. Enquiries may also be posed to the Company's investor relations via email at info@tca-auto.com.

CORPORATE GOVERNANCE REPORT

When the opportunities arise, the Company will consider holding analyst briefings or investor roadshows to meet institutional and retail investors as well as to solicit and understand the view of shareholders and stakeholders.

All shareholders of the Company are given the opportunity to participate, voice their views or opinions and ask Directors or the Management questions regarding the Company and the Group in general meeting of the Company. The Board of the Company, including the Chairpersons of ARC, RC and NC will be present at general meetings to address any questions or concerns of shareholders at general meetings. The external auditors will also be invited to attend the AGM to address shareholders' queries about the conduct of audit and the preparation of content of the auditors' report.

The forthcoming AGM of the Company in respect of FY2025 will be convened and held physically in Room 22A and 22B, Level 22, Ocean Financial Centre, 10 Collyer Quay, Singapore 049315 on 21 April 2026 at 2.00 p.m. The notice of the AGM is announced via SGXNET within the mandatory period prior to the general meeting (or as otherwise disseminated in accordance with such laws and regulations as may be applicable), together with explanatory notes, appendices or a circular on items of special business, at least fourteen days before the meeting for ordinary resolutions and/or twenty-one days before the meeting for special resolutions.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The Company will publish the minutes of the forthcoming AGM within one month from the AGM. Such minutes is also available to shareholders on the SGXNET and on its corporate website.

There are separate resolutions at the general meetings to address each distinct issue. Each item of special business included in the notice of the general meetings will be accompanied by full explanation of the effects of a proposed resolution. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting. The Company's Memorandum and Articles of Association allow a shareholder or a depositor to appoint not more than two proxies to attend and vote in absentia at general meetings. Where the member is a Central Depository (Pte) Limited (or its nominee as notified in writing to the Company), it can appoint more than two proxies. Proxies need not be a shareholder of the Company.

The Board will put all resolutions to vote by poll and make an announcement of the detailed results showing the numbers of votes cast for and against each resolution and the respective percentages. Shareholders will be briefed on the rules, including poll voting procedures that govern general meetings of shareholders.

The Company does not have a fixed policy on payment of dividends. The issue of payment of dividend is deliberated by the Board annually having regard to various factors, including but not limited to the Group's actual and projected financial performance, projected levels of capital expenditure and other investment plans, working capital requirements and general financial conditions, and the level of the Group's cash and retained earnings.

Details of the Company's strategy and key areas of focus in relation to the management of stakeholder relationships during the year are set out in the Company's Sustainability Report.

CORPORATE GOVERNANCE REPORT

ADDITIONAL INFORMATION

MATERIAL CONTRACTS

There were no material contracts entered into by the Group involving the interests of any Director or controlling shareholder, which are either still subsisting at the end of the financial year or if not subsisting, entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

The Group has not obtained a general mandate from shareholders for interested person transactions. There were no interested person transactions equal to or exceeding S\$100,000 in aggregate between the Company or its subsidiaries and any of its interested persons (as defined in Chapter 9 of the Catalist Rules), other than the following interested person transaction entered into by the Group during FY2025:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$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 \$100,000)
Octo Holdings Limited	Controlling shareholder	RMB1,027,000	Not applicable

DEALING IN SECURITIES

The Company has complied with Rule 1204(19) of the Catalist Rules in relation to the best practices on dealing in the securities:

- (a) The Company had devised and adopted its own internal compliance code to provide guidance to its officers with regards to dealing by the Company and its officers in its securities;
- (b) Officers of the Company did not deal in the Company's securities on short-term considerations; and
- (c) The Company and its officers did not deal in the Company's shares (i) during the periods commencing one month before the announcement of the Company's financial results for its half yearly and full year financial statements, ending on the date of the announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group.

In addition, the Directors and Management are expected to observe the insider trading laws at all times even when dealing in securities within permitted trading period.

CORPORATE GOVERNANCE REPORT

RIGHTS ISSUE

As announced on 25 September 2025, the Company proposed to undertake a renounceable non-underwritten rights issue ("**Rights Issue**") of up to 294,807,591 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.02 for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing ordinary shares each in the capital of the Company.

On 31 October 2025, the Company received the listing and quotation notice ("**LQN**") from the SGX-ST for the listing and quotation of the Rights Shares, subject to compliance with the SGX-ST's listing requirements. The LQN from the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities. The Company will keep shareholders informed and make the necessary announcement(s) as and when required on the progress of the Rights Issue.

NON-SPONSOR FEES

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid/payable to the Company's Sponsor, RHT Capital Pte. Ltd. for FY2025.

FINANCIAL CONTENTS

DIRECTORS' STATEMENT	82
INDEPENDENT AUDITORS' REPORT	87
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	92
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	93
STATEMENT OF FINANCIAL POSITION	95
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	96
STATEMENT OF CHANGES IN EQUITY	97
CONSOLIDATED STATEMENT OF CASH FLOWS	98
NOTES TO THE FINANCIAL STATEMENTS	100
STATISTICS OF SHAREHOLDINGS	144
NOTICE OF ANNUAL GENERAL MEETING	146

DIRECTORS' STATEMENT

The directors present their statement together with the audited consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2025.

In the opinion of the directors,

- (i) the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on page 92 to 99 are drawn up so as to give a true and fair view of financial position of the Group and of the Company as at 31 December 2025 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended; and
- (ii) at the date of this statement, with the continuing financial support from the immediate holding company, 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:

Mr Francis Tjia
Mr Michael Cheung
Mr David Leow
Mr Henry Tan
Mr Steven Petersohn

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate, other than as disclosed under "TCA Employee Share Option Scheme" in this statement.

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Shareholdings registered in the name of director			Shareholdings in which the directors are deemed to have an interest		
	As at 21 January 2026	As at 31 December 2025	As at 31 December 2024	As at 21 January 2026	As at 31 December 2025	As at 31 December 2024
	Company (No. of ordinary shares)					
Francis Tjia ⁽¹⁾	–	–	–	310,009,852	309,494,852	309,494,852
Michael Cheung ⁽²⁾	11,181,339	11,181,339	11,181,339	11,389,439	11,389,439	11,389,439
Mark Fukunaga ⁽³⁾	–	–	–	32,708,152	32,708,152	32,708,152

Notes:

- (1) Mr Francis Tjia holds the entire shareholding interest in Octo Holdings Limited. Accordingly, Mr Francis Tjia is deemed interested in the shares held directly by Octo Holdings Limited by virtue of Section 4 of the Securities and Futures Act 2001 of the Laws of the Republic of Singapore ("SFA").
- (2) Mr Michael Cheung is deemed to have an interest in the 11,389,439 shares held by him through a nominee account maintained with Citibank Nominees Singapore Pte. Ltd.
- (3) Mr Mark Fukunaga resigned from the Group on 31 December 2025. Mr Mark Fukunaga is the CEO and Chairman of Servco Pacific Inc. ("Servco"). Mr Mark Fukunaga and his associates hold more than 20.0% shares in Servco which wholly-owns TCA Investments. Accordingly, Mr Mark Fukunaga is deemed interested in the shares held directly by TCA Investments.

According to the register of directors' shareholdings, certain director holding office at the end of the financial year had interests in options to subscribe for ordinary shares of the Company granted pursuant to TCA Employee Share Option Scheme as set out below and under "Share Options" below:

Group and Company	No. of ordinary shares under option						
	Beginning of the financial period	Granted during the financial period	Cancelled/ lapsed during the financial period	Exercised during the financial period	End of the financial period	Exercise price	Exercisable period
Michael Cheung	–	2,000,000	–	–	2,000,000	S\$0.05	6 May 2026 to 6 May 2030

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options 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.

DIRECTORS' STATEMENT

SHARE OPTIONS

TCA Employee Share Option Scheme

In conjunction with the Company's listing on the Catalist of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Group has adopted an employee share option scheme known as the "TCA Employee Share Option Scheme" ("**TCA ESOS**") which was approved by the shareholders on 17 September 2021.

The objectives of TCA ESOS are as follows: (a) foster an ownership culture within the Group which aligns the interests of the Group's employees with the interests of shareholders; (b) motivate participants to achieve key financial and operational goals of the Company and/or their respective business units; (c) make total employee remuneration sufficiently competitive to recruit and retain staff having skills that are commensurate with the Company's ambition to become a world-class company; and (d) to attract potential employees with relevant skills to contribute to the Group and to create value for the shareholders.

The TCA ESOS is administered by the Remuneration Committee ("**RC**") which consists of Mr Steven Petersohn, Mr David Leow and Mr Henry Tan with such powers and duties conferred to them by the Board. A member of the RC who is also a participant of the TCA ESOS must not be involved in its deliberation in respect of the Option granted or to be granted to him.

The further details of the TCA ESOS are set out in the section entitled "Appendix J – Rules of the TCA Employee Share Option Scheme" of the Offer Document. The TCA ESOS complies with the relevant rules as set out in Chapter 8 of the Catalist Rules.

On 17 September 2021, the Company obtained the shareholders' approval on the adoption of the TCA Employee Share Option Scheme ("**TCA ESOS**") by way of written resolutions.

On 6 May 2025 ("**Date of Grant**"), the Company announced that it had granted 4,000,000 share options pursuant to the TCA ESOS ("**2025 Option**"). The 2025 Options are exercisable from 6 May 2026 and expire on 6 May 2030, vest at a maximum of 20% of the shares allotted on the first anniversary of the Date of Grant and each anniversary thereafter.

Movements in the number of unissued ordinary shares under the TCA ESOS and their exercise prices are as follows:

Group and Company	No. of ordinary shares under option						
	Beginning of the financial period	Granted during the financial period	Cancelled/ lapsed during the financial period	Exercised during the financial period	End of the financial period	Exercise price	Exercisable period
2025 Option							
Michael Cheung	–	2,000,000	–	–	2,000,000	S\$0.05	6 May 2026 to 6 May 2030
Raymond Woo	–	2,000,000	–	–	2,000,000	S\$0.05	6 May 2026 to 6 May 2030

No unexercised options are exercisable at the end of the financial year ended 31 December 2025. Save for the above, there were no options granted to any other employees and directors from the commencement of the TCA ESOS up to the end of the financial year.

DIRECTORS' STATEMENT

RIGHTS ISSUE

As announced on 25 September 2025, the Company proposed to undertake a renounceable non-underwritten rights issue ("**Rights Issue**") of up to 294,807,591 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.02 for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing ordinary shares each in the capital of the Company.

On 31 October 2025, the Company received the listing and quotation notice ("**LQN**") from the SGX-ST for the listing and quotation of the Rights Shares, subject to compliance with the SGX-ST's listing requirements. The LQN from the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities. The Company will keep shareholders informed and make the necessary announcement(s) as and when required on the progress of the Rights Issue.

AUDIT AND RISK COMMITTEE

The members of the Audit and Risk Committee at the end of the financial year were as follows:

Mr Henry Tan (Chairman)
Mr David Leow
Mr Steven Petersohn

All members of the Audit and Risk Committee were independent and non-executive directors. The Audit and Risk Committee carried out its functions and reviewed:

- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor;
- the independence and objectivity of the independent auditor;
- the consolidated financial statements of the Group for the financial year ended 31 December 2025 and the statement of financial position and statement of changes in equity of the Company as at 31 December 2025 before their submission to the Board of Directors, as well as the independent auditor's report on the consolidated financial statements of the Group and the statement of financial position and statement of changes of equity of the Company; and
- Interested person transactions as defined under Chapter 9 of the Catalist Rules to ensure that they are on normal commercial terms and not prejudicial to the interest of the Company or its shareholders;

The Audit and Risk Committee confirmed that it has undertaken a review of all non-audit services provided by the independent auditor to the Group and is satisfied that the nature and extent of such services would not affect the independence of the independent auditor.

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

The Audit and Risk Committee has recommended to the Board of Directors the nomination of Deloitte & Touche LLP, for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

DIRECTORS' STATEMENT

INDEPENDENT AUDITOR

The independent auditor, Messrs Deloitte & Touche LLP, has expressed its willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS

Francis Tjia
Director

Henry Tan
Director

1 April 2026

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED

For the financial year ended 31 December 2025

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of Trans-China Automotive Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 92 to 143.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of IFRS Accounting Standards issued by International Accounting Standards Board ("**IASB**") 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 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("**ISAs**"). 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 *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("**ACRA Code**"), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED

For the financial year ended 31 December 2025

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter

How our audit addressed the Key Audit Matter

Going concern basis of accounting

As disclosed in Note 1 to the financial statements, as at 31 December 2025, the Group's current liabilities (excluding contract liabilities) exceeded its current assets by RMB133,811,000 and incurred a net loss of RMB134,703,000 for the year ended 31 December 2025. As at 31 December 2025, the Group also has cash and cash equivalents and pledged bank deposits amounting to RMB11,416,000 and RMB423,680,000 respectively.

As at 31 December 2025, the Group has complied with all existing financial covenants of its bank borrowings and there has not been any breach of covenants identified.

Based on the Group's cash flow forecast as drawn up by management up to June 2027, the Board of Directors has concluded that the Group will have sufficient financial resources and there is no material uncertainty regarding the Group's ability to continue as a going concern for at least the next twelve months from the date of authorisation of these financial statements.

As the going concern assessment involves significant judgements and consideration of future events, we have identified this to be a key audit matter.

We evaluated management's assessment of the Group's ability to continue as a going concern by obtaining the cash flow forecast prepared by management and understanding the key assumptions underlying the cash flow forecast.

We assessed the reasonableness of the key assumptions used in developing these forecasts by comparing to historical and available market information, and performed a sensitivity analysis and stress-test on certain key assumptions, such as growth rates, profit margins and discount rate.

We read the banking facilities agreements and evaluated management's assessment of the Group's compliance with its debt covenants as at 31 December 2025.

We also evaluated the adequacy and appropriateness of the related disclosures made in Note 1 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED

For the financial year ended 31 December 2025

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><u>Recognition of vendor rebates receivables</u></p> <p>The Group earns vendor rebates from the purchases of automobiles from different automobile vendors. These rebate arrangements vary between vendors and mainly include volume-based purchase rebates, vendor rebates for specific models and performance rebates. The vendor rebates are recognised as a deduction from cost of inventories when the related vehicles are purchased and only deducted from cost of sales when the vehicles are sold once the entitlement conditions are fulfilled.</p> <p>As at 31 December 2025, the Group has vendor rebates receivable of RMB124,473,000, estimated by management, based on the entitlement conditions that the Group considered have fulfilled.</p> <p>We identified recognition of vendor rebates receivable as a key audit matter as the balance is material to the consolidated financial statements, and the variety of rebate arrangements and the calculation of such rebates involves management's estimation in accordance with the relevant entitlement conditions.</p>	<p>We obtained an understanding of the design and implementation of relevant controls over management's internal controls in relation to the recognition of vendor rebate receivables and evaluated the accounting policy of recognising vendor rebate by examining the terms and conditions of the automotive manufacturers' supplier rebate arrangements according to the requirements of current accounting standards.</p> <p>We reperformed calculations of the vendor rebates based on the terms of the underlying vendor rebates mechanism at the report date with assessment of relevant inputs and assumptions used in calculation on a sampling basis and performed retrospective review of the management's estimation by comparing the estimates provided in prior year to actual rebates received.</p> <p>We circulated confirmations to the respective automobile vendors to confirm the rebate transactions received by the Group during the year.</p> <p>We also evaluated the adequacy and appropriateness of the related disclosures made in Notes 4(c) and 9 to the financial statements.</p>
<p><u>Net realisable value of inventories</u></p> <p>As at 31 December 2025, inventories of the Group which comprised of mainly automobiles amounted to RMB218,230,000. These inventories are carried at the lower of cost and net realisable value.</p> <p>Management determines the net realisable value of automobiles by applying judgment and assumptions. Management evaluates, among other factors, the latest actual selling prices and/or the estimated selling price of respective automobiles based on the prevailing market information available for the comparable year and model. For the year ended 31 December 2025, a provision for inventories of RMB20,534,000 is determined to be adequate.</p> <p>We focused on this area due to the size of the inventories balance and the judgments involved by management in determining the net realisable value of the inventories which is subject to high level of estimation uncertainty.</p>	<p>We obtained an understanding of the design and implementation of relevant controls over the process of valuation of inventory as well as the process of estimating the net realisable value of inventories and reviewed management's assessment of the allowance for inventories.</p> <p>We have evaluated the reasonableness of the Group's inventory provision policy and assessed the reasonableness, on a sample basis, of the estimation of the net realisable value of inventories with reference to the recent selling prices, the estimated costs necessary to make the sale, physical conditions, ageing analysis and subsequent sales of inventories.</p> <p>We also evaluated the adequacy and appropriateness of the related disclosures made in Notes 4(b) and 11 to the financial statements.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED

For the financial year ended 31 December 2025

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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 IFRS Accounting Standards issued by IASB, 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 the 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 ISAs 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 ISAs, 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 the management.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRANS-CHINA AUTOMOTIVE HOLDINGS LIMITED

For the financial year ended 31 December 2025

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

- Conclude on the appropriateness of the 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, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Mr Khor Tee Heng.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

1 April 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
Revenue	18	1,994,988	2,554,466
Cost of sales		(1,990,466)	(2,574,427)
Gross profit (loss)		4,522	(19,961)
Other income	19	135,573	207,433
Other gains, net	20	4,288	625
Selling expenses		(118,793)	(139,909)
Administrative expenses		(100,132)	(115,309)
Impairment losses	5	(25,160)	–
Non-operating losses	5	(4,754)	–
Loss from operations		(104,456)	(67,121)
Finance income		360	682
Finance costs		(32,670)	(37,011)
Finance costs, net	23	(32,310)	(36,329)
Loss before tax	21	(136,766)	(103,450)
Income tax credit	24	2,063	51
Loss for the year		(134,703)	(103,399)
Other comprehensive income (loss):			
Item that may be reclassified to profit or loss:			
- Currency translation differences		4,711	(3,419)
Total comprehensive loss for the year		(129,992)	(106,818)
Loss per share attributable to owners of the Company			
- Basic and diluted (RMB)	26	(0.23)	(0.18)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	5	134,707	224,880
Right-of-use assets	6	230,220	257,257
Intangible assets	7	56,209	57,016
Deferred tax assets	25	8,055	7,914
Other receivables	9	8,439	–
		437,630	547,067
Current assets			
Inventories	11	218,230	177,571
Trade and other receivables	9	190,356	246,916
Prepayments and deposits	10	75,863	100,979
Pledged bank deposits	12	423,680	348,973
Cash and cash equivalents	12	11,416	33,770
		919,545	908,209
Total assets		1,357,175	1,455,276
Equity attributable to the owners of the Company			
Share capital	13	41,994	41,994
Share premium	13	82,796	82,796
Reserves		70,332	65,583
Accumulated loss		(233,572)	(98,869)
Total equity		(38,450)	91,504

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
LIABILITIES			
Non-current liabilities			
Bank and other borrowings	16	4,035	13,598
Lease liabilities	6	171,660	186,171
Deferred tax liabilities	25	28,640	30,758
Amount due to a related party	30(b)	62,586	65,683
		266,921	296,210
Current liabilities			
Trade and bills payable	14	684,688	531,201
Accruals and other payables	14	41,137	65,770
Contract liabilities	15	75,348	90,309
Bank and other borrowings	16	241,100	319,533
Lease liabilities	6	36,696	38,446
Current income tax liabilities		29	21
Loans due to shareholders	30(b)	49,706	22,282
		1,128,704	1,067,562
Total liabilities		1,395,625	1,363,772
Total equity and liabilities		1,357,175	1,455,276

STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
ASSETS			
Non-current asset			
Investments in subsidiaries	8	—*	—*
Current assets			
Prepayments and deposits	10	132	134
Amounts due from subsidiaries	30(b)	203,184	187,684
Cash and cash equivalents	12	715	1,081
		204,031	188,899
Total assets		204,031	188,899
Equity attributable to the owners of the Company			
Share capital	13	41,994	41,994
Share premium	13	82,796	82,796
Reserves		(299,014)	(294,966)
Retained earnings		264,739	269,963
Total equity		90,515	99,787
LIABILITIES			
Non-current liability			
Amount due to a related party	30(b)	62,586	65,683
Current liabilities			
Accruals and other payables	14	1,224	1,147
Loans due to shareholders	30(b)	49,706	22,282
		50,930	23,429
Total liabilities		113,516	89,112
Total equity and liabilities		204,031	188,899

* Below RMB1,000

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

Group	Attributable to owners of the Group								
	Share capital	Share premium	Statutory reserve (Note)	Exchange reserve	Capital reserve	Share option reserve	Distributable reserve	Retained earnings/ (accumulated loss)	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	41,994	82,796	46,797	(807)	(171,630)	–	194,642	4,530	198,322
Loss for the year	–	–	–	–	–	–	–	(103,399)	(103,399)
Currency translation differences	–	–	–	(3,419)	–	–	–	–	(3,419)
Total comprehensive loss for the year	–	–	–	(3,419)	–	–	–	(103,399)	(106,818)
At 31 December 2024	41,994	82,796	46,797	(4,226)	(171,630)	–	194,642	(98,869)	91,504
Loss for the year	–	–	–	–	–	–	–	(134,703)	(134,703)
Currency translation differences	–	–	–	4,711	–	–	–	–	4,711
Total comprehensive loss for the year	–	–	–	4,711	–	–	–	(134,703)	(129,992)
Employee share option scheme - Value of employee services	–	–	–	–	–	38	–	–	38
Total transaction with owners recognised directly in equity	–	–	–	–	–	38	–	–	38
At 31 December 2025	41,994	82,796	46,797	485	(171,630)	38	194,642	(233,572)	(38,450)

Note: The statutory reserves are non-distributable and the transfers of these funds are determined by management of the relevant subsidiaries in the Group in accordance with the laws and regulations in the People's Republic of China.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

Company	Attributable to owners of the Company							
	Share capital	Share premium	Exchange reserve	Capital reserve	Share option reserve	Distributable reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	41,994	82,796	(15,718)	(475,000)	–	194,642	273,555	102,269
Loss for the year	–	–	–	–	–	–	(3,592)	(3,592)
Currency translation differences	–	–	1,110	–	–	–	–	1,110
Total comprehensive profit (loss) for the year	–	–	1,110	–	–	–	(3,592)	(2,482)
At 31 December 2024	41,994	82,796	(14,608)	(475,000)	–	194,642	269,963	99,787
Loss for the year	–	–	–	–	–	–	(5,224)	(5,224)
Currency translation differences	–	–	(4,086)	–	–	–	–	(4,086)
Total comprehensive loss for the year	–	–	(4,086)	–	–	–	(5,224)	(9,310)
Employees share option scheme - Value of employee services	–	–	–	–	38	–	–	38
Total transaction with owners recognised directly in equity	–	–	–	–	38	–	–	38
At 31 December 2025	41,994	82,796	(18,694)	(475,000)	38	194,642	264,739	90,515

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

	2025 RMB'000	2024 RMB'000
Operating activities		
Loss before tax	(136,766)	(103,450)
Adjustments for:		
Amortisation of intangible assets	807	807
Depreciation of property, plant and equipment	39,830	46,160
Depreciation of right-of-use assets	30,223	31,880
Finance income	(360)	(682)
Finance costs	32,670	37,011
Loss (gain) on disposal of property, plant and equipment	243	(1,154)
Employee share option expense	38	–
Gain on leases modification	(4,474)	–
Impairment losses	25,160	–
Non-operating losses	4,754	–
Provision for (reversal of) inventories written down	344	(12,940)
Operating cash flows before movements in working capital	(7,531)	(2,368)
(Increase) decrease in inventories	(41,003)	159,289
Decrease (increase) in trade and other receivables, prepayments and deposits	83,983	(9,324)
Increase in pledged bank deposits	(74,707)	(96,736)
Increase in trade and bills payable, accruals and other payables	135,870	6,405
Decrease in contract liabilities	(14,961)	(19)
Cash generated from operations	81,651	57,247
Income tax paid	(190)	(3,105)
Net cash generated from operating activities	81,461	54,142
Investing activities		
Interest received	360	682
Purchases of property, plant and equipment	(20,872)	(54,091)
Proceeds from disposal of property, plant and equipment	29,672	27,526
Net cash generated from (used in) investing activities	9,160	(25,883)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the financial year ended 31 December 2025

	2025 RMB'000	2024 RMB'000
Financing activities		
Interest paid	(32,670)	(37,011)
Proceeds from bank and other borrowings	844,916	1,905,335
Repayment of bank and other borrowings	(932,912)	(1,906,461)
Principal elements of lease payments	(21,310)	(13,189)
Repayment to a related party	(358)	(10,033)
Advance from shareholders' loan	52,557	22,016
Repayment to shareholder's loan	(23,979)	(29,055)
Net cash used in financing activities	(113,756)	(68,398)
Net decrease in cash and cash equivalents	(23,135)	(40,139)
Effect of foreign exchange rate changes	781	(1,051)
Cash and cash equivalents at beginning of the year	33,770	74,960
Total cash and cash equivalents at end of the year represented by cash and cash equivalents	11,416	33,770

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

1. GENERAL INFORMATION AND BASIS OF PREPARATION

Trans-China Automotive Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 18 December 2015 as an exempted company with limited liability under the Company Law, Cap 22 (Law 3 of 1961, as combined and revised, of the Cayman Islands). The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are principally engaged in the business of automobile dealerships in the premium market segment in the People’s Republic of China (“**PRC**”), which mainly includes (i) sales of automobiles, (ii) after-sales services including maintenance and repair services; and (iii) automobile agency services including related registration and insurance services.

The Company’s shares were listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“the Listing”) on 11 November 2021.

The consolidated financial statements are presented in Renminbi (“**RMB**”) and rounded to the nearest thousand (“**RMB’000**”), unless otherwise stated, which is different from the Company’s functional currency of United States dollars (“**US\$**”), enable the shareholders of the Company to have a more accurate picture of the Group’s financial position and performance in view of its place of operations. Certain disclosures in the consolidated financial statements refers to Hong Kong Dollars (“**HK\$**”) and Singapore Dollars (“**SGD**”).

As at 31 December 2025, the Group is in a net current liabilities position of RMB209,159,000 (2024: RMB159,353,000) and incurred a net loss of RMB134,703,000 (2024: RMB103,399,000) for the year ended 31 December 2025. Included in the net current liabilities are contract liabilities in relation to the deposits received from customers for the sales of automobiles and after-sales services amounting to RMB75,348,000 (2024: RMB90,309,000) as at 31 December 2025 which are expected to be substantially realised through sales of automobiles and after-sales services within 12 months from the end of the reporting period without refunding obligations.

Based on the Group’s cash flow forecast as drawn up by management up to June 2027 the Board of Directors has concluded that the Group will have sufficient financial resources and there is no material uncertainty regarding the Group’s ability to continue as a going concern for at least the next twelve months from the date of authorisation of these financial statements, having considered the following:

- a) The Group is able to meet its current and future obligations as management expects the operations to continue generating positive operating cash flows in the next twelve months from the date of approval of these consolidated financial statements, having considered projected revenue, expenditure and vendor rebates;
- b) The Group will continue to meet all existing financial covenants at least up to June 2027 and management will monitor the compliance with all financial covenants closely. As at 31 December 2025, the Group has complied with all existing financial covenants of its bank borrowings and there has not been any breach of covenants identified;
- c) The availability of banking facilities to finance the Group’s operations including ability to rollover short-term loans. As at 31 December 2025, the Group has undrawn facilities of RMB 96,803,000 which could be drawn down without restrictions should the need arises; and
- d) The Group has no significant commitments as at 31 December 2025 that would require significant cash outflows; and
- e) The Group has shareholders’ loans amounting to RMB 49,706,000 as at reporting date, which the major shareholder does not intend to request for repayment in the near term to ensure that the Group has sufficient liquidity to continue its operations and meet its obligations.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

1. GENERAL INFORMATION AND BASIS OF PREPARATION (CONTINUED)

Having taken into account the above, management considers that the Group will have sufficient financial resources to meet in full its working capital requirements and financial obligations as and when they fall due in the foreseeable future and there is no material uncertainty related to going concern as at the end of the reporting period. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis as explained in the accounting policies as set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS ACCOUNTING STANDARDS")

Amendments to IFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards — Volume 11 ²
IFRS 18	Presentation and Disclosure in Financial Statements ³
IFRS 19	Subsidiaries without Public Accountability: Disclosures ³

1 Effective for annual periods beginning on or after a date to be determined.

2 Effective for annual periods beginning on or after 1 January 2026.

3 Effective for annual periods beginning on or after 1 January 2027.

Management anticipates that the application of all the new and amendments to IFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future, except for IFRS 18 as described below.

IFRS 18 Presentation and Disclosures in Financial Statements

IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some paragraphs from IAS 1 have been moved to IFRS 8 and IFRS 7. Furthermore, minor amendments to IFRS 7 and IAS 33 *Earnings per Share* have been made.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements;
- improve aggregation and disaggregation.

An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to IFRS 7 and IAS 33, as well as the revised IFRS 8 and IFRS 7, become effective when an entity applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS ACCOUNTING STANDARDS") (CONTINUED)

In implementing IFRS 18, possible areas of expected change in information reported by entities may include the following:

- share of profit or loss from associates and joint ventures, fair value changes of investment properties and interest income will be classified in the investing category;
- interest expense on borrowings and lease liabilities will be classified in the financing category;
- foreign exchange differences will be classified in the same category as the related income and expenses from the item giving rise to the foreign exchange difference;
- new disclosures will be added for management-defined performance measures and specified expenses by nature;
- a reconciliation for each line item in the consolidated statement of profit or loss between the restated amounts presented applying IFRS 18 and the amounts previously presented applying IAS 1 for the immediately preceding comparative period.

Management anticipates that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods.

3. MATERIAL ACCOUNTING POLICY INFORMATION

SUBSIDIARIES

Subsidiaries are entities controlled by the Group. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. Details of the Group's significant subsidiaries and composition of the Group are disclosed in Note 8.

Basis of consolidation

The consolidated financial statements of the Group incorporate the financial statements of the Company and its subsidiaries. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with the those of the Group. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation. Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Company's separate financial statements

Investments in subsidiaries in the Company's separate financial statements are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

FOREIGN CURRENCY TRANSLATION

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in RMB. The functional currency of the Company is US\$.

In preparing the financial statements of the respective Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in an exchange reserve.

Upon the disposal of the entire interest in a foreign operation during the year, all of the exchange differences accumulated in the foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods and services, or for administrative purpose. Property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and accumulated impairment losses, if any.

Property in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets are functioning properly.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "right-of-use assets" in the consolidated statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation is recognised so as to write-off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

INTANGIBLE ASSETS

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating unit ("CGU") that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit.

Dealership rights

Dealership rights that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses. Amortisation of dealership rights is charged to profit or loss on a straight-line basis over the assets' estimated useful life of 18 years. The useful life and method of amortisation of the dealership rights are reviewed annually.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of non-financial assets is estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established. The recoverable amount is determined for the CGU to which the corporate asset belongs and is compared with the carrying amount of the relevant CGU.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND INTANGIBLE ASSETS OTHER THAN GOODWIL (CONTINUED)

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

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

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

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 Revenue from Contracts with Customers. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification of financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost, fair value through other comprehensive income or FVTPL based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

Financial assets (continued)

Classification of financial assets (continued)

The Group classifies its financial assets in the following measurement category. The basis of classification and subsequent measurement of the financial assets are further described in the respective notes.

- Financial assets at amortised cost: Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

Trade receivables and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 60 days and are therefore classified as current. Trade receivables are initially measured at their transaction price, when they are recognised at fair value. They are subsequently measured at amortised cost, less loss allowance.

Other receivables are recognised initially at fair value and are subsequently measured at amortised cost, less loss allowance. Details about the Group's credit risk management and impairment policies are disclosed in Note 28.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade receivables and other receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial asset. The ECL incorporates forward-looking information and is a probability-weighted estimate of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. Details about the Group's credit risk management and impairment policies are disclosed in Note 28.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

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

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

Financial liabilities and equity (continued)

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities at amortised cost include trade payables, bill payables, other payables and bank and other borrowings. These are initially measured at fair value, net of transaction costs that are directly attributable to the acquisition or issue of the financial liabilities, and are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories related to automobiles and spare parts are calculated using the individual method and weighted average method respectively. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

CASH AND CASH EQUIVALENTS

Cash and bank balances comprise cash on hand and on-demand deposits which are subsequently measured at amortised cost.

CURRENT AND DEFERRED TAX

Income tax expense represents the sum of current and deferred tax. It is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Current income tax

Current tax payable represents the amount expected to be paid to taxation authorities on taxable profit for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous periods. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects the uncertainty related to income taxes.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

CURRENT AND DEFERRED TAX (CONTINUED)

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from (i) initial recognition of goodwill; or (ii) initial recognition of assets and liabilities in a transaction that is not a business combination, and at the time of the transaction affects neither accounting nor taxable profit and does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences associated with such investments only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to lease liabilities and related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Offsetting

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

EMPLOYEE BENEFITS

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.

Post-employment obligations

The Group operates various post-employment schemes, including defined contribution pension plans and post-employment medical plans.

Hong Kong

The Group operates a defined contribution plan, the Mandatory Provident Fund ("MPF") scheme in Hong Kong, the assets of which are generally held in separate trustee-administered funds.

The Group's contributions to the defined contribution plan are charged to the consolidated statement of profit or loss and other comprehensive income in the year incurred. The Group has no further payment obligations once the contributions have been paid.

The PRC

Pursuant to the relevant local regulations in the PRC, the PRC subsidiaries of the Group participate in government retirement benefit schemes and are required to contribute to the scheme to fund the retirement benefits of the eligible employees. Contributions made to the schemes are calculated based on certain percentages of the applicable payroll costs or fixed sums for each employee with reference to a salary scale, as stipulated under the requirements in the PRC. The Group has no further obligation beyond the required contributions. The contributions under the schemes are expensed in the consolidated statement of profit or loss and other comprehensive income as incurred.

REVENUE RECOGNITION

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the products or services underlying the particular performance obligation is transferred to the customers.

A performance obligation represents a good and service (or a bundle or goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

REVENUE RECOGNITION (CONTINUED)

Sales of automobiles

Sales of automobiles are recognised when the control of the automobiles are transferred to the customers at a point in time, being when the automobiles are delivered to the customers, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the automobiles have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customers.

A receivable is recognised when the automobiles are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Agent commission

Agent commission are recognised in the amount of any fee or commission to which it expects to be entitled in the exchange for arranging for the specified goods or services to be provided by the other party. In this case, the Group does not control the specified good or service provide by another party before that good or service is transferred to the customer. Agent commission is recognised at point in time when the services have been rendered.

After-sales services

After-sales services, including provision of motor vehicle repair and maintenance service, is recognised when the relevant service is rendered without further performance obligations.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Deposit from customers and unused cash coupon issued for sales of automobiles and/or after-sales services are recognised as contract liabilities.

Customers can use the cash coupons on purchases of after-sales services. The cash coupons are recognised as contract liabilities at their fair value at the initial issue date and revenue from these coupons is recognised when the coupons are redeemed or expired.

HANDLING AND COMMISSION FEE INCOME AND INSURANCE REBATES

The Group is an agent if its performance obligation is to arrange for the provision of the specified service by another party. In respect of mortgage referral service and insurance brokerage referral service, the Group does not control the specified service provided by another party before that service is transferred to the customer. When the Group acts as an agent, it recognises commission income under "other income" when the customers accepted the services provided by another party and in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified services to be provided by the other party.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

VENDOR REBATES

Vendor rebates provided by vendors are recognised to the extent that the Group estimates it is probable that the associated conditions will be met and the amount can be estimated reliably. For vendor rebates that the Group considered associated conditions will be met but have yet been confirmed by the respective vendors, vendor rebates receivable is recognised at the end of each reporting period.

Vendor rebates relating to vehicles purchased and sold are deducted from cost of sales, and the vendor rebates relating to vehicle purchased but still held as inventories at the end of financial period will be deducted from the carrying value of such vehicles when they are sold so that the cost of inventories is net of the applicable rebates.

LEASES

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. A right-of-use asset and a corresponding lease liability are recognised with respect to all lease arrangements, except for short-term leases (those with a lease term of 12 months or less). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments included in the measurement of the Group's lease liabilities comprise mainly of fixed lease payments over the lease terms.

A right-of-use asset is initially measured at cost comprising the initial lease liability, any lease payments made at or before the commencement date (less any lease incentives received), any initial direct costs and any restoration costs. The right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are depreciated over the lease terms commencing from the date of the lease, and are tested for impairment in accordance with the policy similar to that adopted for property, plant and equipment in Note 5.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

LEASES (CONTINUED)

The Group as lessee (continued)

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentive receivables, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

(a) Impairment of property, plant and equipment, right-of-use assets and intangible assets (including goodwill)

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values (excluding goodwill, which is tested annually regardless of indicators) may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and value in use; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to profit or loss.

The recoverable amounts of the CGU to which the property, plant and equipment, right-of-use assets and intangible assets (including goodwill) have been determined based on value in use calculations or fair value less costs of disposal. These calculations require the use of estimates and judgements.

As at 31 December 2025, the carrying amounts, net of impairment of property, plant and equipment, right-of-use assets and intangible assets (including goodwill) were RMB134,707,000, RMB230,220,000 and RMB56,209,000 (2024: RMB224,880,000, RMB257,257,000 and RMB57,016,000) respectively. Impairment losses of RMB 25,160,000, nil and nil (2024: nil, nil and nil) have been recognised against the carrying amount of property and equipment, right-of-use assets and intangible assets (including goodwill), respectively during the year ended 31 December 2025. Details of the impairment of property, plant and equipment, right-of-use assets and intangible assets (including goodwill) are disclosed in Notes 5, 6 and 7 respectively.

(b) Net realisable value of inventories

As set out in accounting policy, motor vehicles held as inventories for sale are reviewed for their net realisable value periodically. Management determines the net realisable value of the motor vehicles against recent/subsequent sales records or indicative market price obtained through independent vehicle price research. Management will adjust the carrying amounts to the net realisable value when they are different to those previously estimated net of cost necessary to make the sales.

As at 31 December 2025, the carrying amount of inventories was RMB218,230,000 (2024: RMB177,571,000), net of write-down for inventories of RMB20,534,000 (2024: RMB20,190,000).

(c) Vendor rebates receivables

The Group receives incentive rebates from automobile suppliers from time to time depending on the policies of the manufacturers and the amount of incentive rebates for a given period is generally determined with reference to the Group's purchase volume, sales volume, customer satisfaction and other performance indicators set by the manufacturers with respect to that period. The Group recognises incentive rebates on an accrual basis based on management's best estimates and judgements as of the relevant reporting date by reference to the Group's actual purchase volume, actual sales volume and the estimated results of assessment by the automobile suppliers of the Group's performance in various aspects during that period. When the actual rebates received by the Group differ from the estimated amount, adjustment will be made and recognised in the period in which such event takes place.

As at 31 December 2025, the carrying amount of vendor rebates receivables from automobile suppliers was RMB124,473,000 (2024: RMB145,323,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. PROPERTY, PLANT AND EQUIPMENT

	Construction -in-progress	Buildings and leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2024						
Opening net book amount	324	161,290	13,262	11,721	56,724	243,321
Additions	21,025	1,599	454	3,384	27,629	54,091
Disposals	–	26	(80)	(253)	(26,065)	(26,372)
Depreciation (Note 21)	–	(25,146)	(3,523)	(3,948)	(13,543)	(46,160)
Transfer	(20,687)	11,811	–	319	8,557	–
Closing net book amount	662	149,580	10,113	11,223	53,302	224,880
At 31 December 2024						
Cost	662	316,484	51,192	44,900	105,558	518,796
Accumulated depreciation and impairment	–	(166,904)	(41,079)	(33,677)	(52,256)	(293,916)
Net book amount	662	149,580	10,113	11,223	53,302	224,880
Year ended 31 December 2025						
Opening net book amount	662	149,580	10,113	11,223	53,302	224,880
Additions	3,081	1,466	181	150	15,994	20,872
Disposals and written-off	–	(17,184)	(668)	(45)	(28,158)	(46,055)
Depreciation (Note 21)	–	(22,804)	(3,187)	(3,687)	(10,152)	(39,830)
Impairment loss recognised	–	(24,453)	(186)	(410)	(111)	(25,160)
Transfer	(2,691)	1,264	899	(580)	1,108	–
Closing net book amount	1,052	87,869	7,152	6,651	31,983	134,707
At 31 December 2025						
Cost	1,052	289,514	46,217	36,491	47,305	420,579
Accumulated depreciation and impairment	–	(201,645)	(39,065)	(29,840)	(15,322)	(285,872)
Net book amount	1,052	87,869	7,152	6,651	31,983	134,707

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation is charged so as to write-off the cost over their estimated useful lives, using the straight-line method, at the following expected useful lives:

Buildings	20 years
Leasehold improvements	Over the shorter of the relevant lease terms or 5 years
Plant and machinery	5 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	3 to 5 years

As at 31 December 2025, the property, plant and equipment with carrying value of RMB47,769,000 (2024: RMB51,921,000) was pledged as security for certain bank and other borrowings of the Group (Note 16). RMB4,754,000 net loss on disposal was recognised in current year due to the relocation of certain stores.

Impairment assessment

As a result of a decrease in revenue and incurring operating losses for certain CGUs during the year ended 31 December 2025, management concluded that impairment indicators existed on these CGUs and performed an impairment assessment on property, plant and equipment and right-of-use assets.

When determining the value in use of the CGUs, management has taken into consideration of i) the historical performance metrics and sales and purchases targets negotiated with manufacturers of these CGUs and industry indicators presented as at 31 December 2025 and ii) the approved business plan to cease automotive sales operation of BMW Guangzhou in 2025, for developing cash flow projections and concluded that certain CGUs may not be able to generate positive cash flow in the foreseeable future.

For the fair value less costs of disposal of the individual asset within the CGUs, management has considered relevant publicly available information, the alternative use of the assets.

Management determined the budgeted revenue growth rate based on past performance and its expectation of market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant CGUs:

	2025	2024
Revenue growth rate	1.3-2.05%	2.0%
Pre-tax discount rate	13.0%	12.1%
Terminal growth rate	2.0%	2.0%

Based on the result of the assessment, impairment losses of RMB25,160,000 had been recognised against the carrying amount of property, plant and equipment during the year ended 31 December 2025. No impairment losses were recognised for the year ended 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

	Leasehold buildings RMB'000	Land use right RMB'000	Total RMB'000
Cost:			
At 1 January 2024	312,764	157,194	469,958
Disposal	(8,225)	–	(8,225)
At 31 December 2024	304,539	157,194	461,733
Additions	10,861	–	10,861
Disposal	(69,621)	–	(69,621)
Exchange	80	–	80
At 31 December 2025	245,859	157,194	403,053
Accumulated depreciation:			
At 1 January 2024	125,273	51,405	176,678
Depreciation	26,589	5,291	31,880
Eliminated on modification	(7,842)	–	(7,842)
At 31 December 2024	144,020	56,696	200,716
Depreciation	24,932	5,291	30,223
Disposal	(24,845)	–	(24,845)
Eliminated on disposal	(33,323)	–	(33,323)
Exchange	61	–	61
At 31 December 2025	110,846	61,987	172,833
Accumulated impairment:			
At 1 January 2024	3,760	–	3,760
Impairment loss recognised	–	–	–
At 31 December 2024	3,760	–	3,760
Impairment loss reversal	(3,760)	–	(3,760)
At 31 December 2025	–	–	–
Carrying amount:			
At 31 December 2025	135,013	95,207	230,220
At 31 December 2024	156,759	100,498	257,257

The Group leases several assets including various offices, showrooms, car parks and stores. The lease term ranges from 3 to 25 years (2024: 3 to 25 years). The Group has land lease arrangement with PRC government and leased office and parking spaces in Hong Kong.

At 31 December 2025, certain short-term borrowings of the Group are secured by land use rights amounted to RMB95,205,000 (2024: RMB100,496,000) (Note 16).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(ii) Lease liabilities

	2025 RMB'000	2024 RMB'000
Maturity analysis:		
Within one year	36,696	38,446
Within two to five years	66,044	62,935
More than 5 years	105,616	123,236
	208,356	224,617
Analysed as:		
Current	36,696	38,446
Non-current	171,660	186,171
	208,356	224,617

The total cash outflow for lease liabilities for the year ended 31 December 2025 amounted to RMB34,908,000 (2024: RMB28,290,000).

The weighted average incremented borrowing rate applied to lease liabilities range from 6.7% to 6.8% (2024: 6.7% to 6.8%).

(iii) Short-term leases

For the year ended 31 December 2025, lease payments for short-term leases amounted to RMB1,906,000 (2024: RMB3,914,000).

The Group regularly enters into short-term leases for car parks. There are no changes to the portfolio of short-term leases from prior year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

7. INTANGIBLE ASSETS

	Goodwill			Total RMB'000
	BMW 4S dealership business RMB'000	McLaren 4S dealership business RMB'000	Dealership rights RMB'000	
Cost:				
At 1 January 2024, 31 December 2024 and 31 December 2025	90,610	4,172	30,827	125,609
Amortisation:				
At 1 January 2024	–	–	5,647	5,647
Amortisation	–	–	807	807
At 31 December 2024	–	–	6,454	6,454
Amortisation	–	–	807	807
At 31 December 2025	–	–	7,261	7,261
Impairment:				
At 1 January 2024, 31 December 2024 and 31 December 2025	41,860	4,172	16,107	62,139
Carrying amount:				
At 31 December 2025	48,750	–	7,459	56,209
At 31 December 2024	48,750	–	8,266	57,016

Goodwill is allocated to the Group's CGU identified according to their business operation.

The recoverable amount of the CGU is determined based on value in use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows were then extrapolated using the estimated growth rates beyond the five-year period. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

Management determined the budgeted revenue growth rate based on past performance and its expectation of market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant CGU:

BMW 4S dealership business

	2025	2024
Revenue growth rate	1.3-2.05%	2.0%
Pre-tax discount rate	13.0%	12.1%
Terminal growth rate	2.0%	2.0%

Based on the impairment assessment performed by management, the estimated recoverable amount of BMW 4S dealership business is significantly higher than the carrying amount of the relevant goodwill. Management believes that any reasonably possible change in any of the key assumptions would not result in an impairment of goodwill of BMW 4S dealership business.

McLaren 4S dealership business

The goodwill and dealership rights of McLaren 4S dealership business have been full impaired, no additional impairment losses were recognised during the years ended 31 December 2025 and 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries, each of which is a limited liability company, as at 31 December 2025 and 2024 are as follows:

Names	Place of incorporation/ registration	Particulars of share capital/ paid-up capital	Principal activities	Effective interest held as at 31 December	
				2025	2024
TCA Shenzhen (BVI) Limited ^{&}	British Virgin Islands	US\$10	Investment holding	100%	100%
TCA Holdings (HK) Limited ^{&}	Hong Kong	HK\$126,856,939	Investment holding	100% [#]	100% [#]
Trans-China Automotive Holdings (FS) Limited ^{&}	Hong Kong	HK\$97,556,115	Investment holding	100% [#]	100% [#]
佛山市坤寶汽車銷售服務有限公司 Foshan Shenbao Automobile Sales and Services Co., Ltd ^{*.②}	PRC	RMB50,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
深圳市創豐寶汽車銷售服務有限公司 Shenzhen Chuangfengbao Automobile Sales and Services Co., Ltd ^{*.②}	PRC	RMB50,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
廣州市昌寶汽車銷售服務有限公司 Guangzhou Changbao Automobile Sales and Services Co., Ltd ^{*.②}	PRC	RMB56,246,115	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
重慶市慶德寶汽車銷售服務有限公司 Chongqing Qingdebao Automobile Sales and Services Co., Ltd ^{*.②}	PRC	RMB80,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
廣州市銳盛汽車銷售服務有限公司 Guangzhou Ruisheng Automobile Sales and Services Co., Ltd ^{*.②}	PRC	RMB30,000,000 (2024: RMB1,000,000)	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
耀驊汽車管理服務深圳有限公司 Yaohua Automobile Management Service (Shenzhen) Co., Ltd ^{*.②}	PRC	RMB60,000,000 (2024: RMB40,000,000)	Providing management services to group entities	100% [#]	100% [#]
重慶百澤實業有限公司 Chongqing Baize Industrial Co., Ltd ^{*.②}	PRC	RMB10,000,000	Assets holding	100% [#]	100% [#]

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries, each of which is a limited liability company, as at 31 December 2025 and 2024 are as follows: (continued)

Names	Place of incorporation/ registration	Particulars of share capital/ paid-up capital	Principal activities	Effective interest held as at 31 December	
				2025	2024
廣東耀驊租賃有限公司 Guangdong Yaohua Leasing Co., Ltd ^{* &}	PRC	RMB12,734,723	Provision of licensing service	100% [#]	100% [#]
廣州耀驊捷賽汽車銷售服務有限公司 Guangzhou Yaohua Genesis Automobile Sales and Services Co., Ltd ^{* &}	PRC	RMB10,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
長沙耀驊捷賽汽車銷售服務有限公司 Changsha Yaohua Genesis Automobile Sales and Services Co., Ltd ^{* &}	PRC	RMB20,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]
佛山耀驊捷賽汽車銷售服務有限公司 Foshan Yaohua Genesis Automobile Sales and Services Co., Ltd ^{* &}	PRC	RMB10,000,000	Sale of automobiles and provision of motor vehicle after-sales services	100% [#]	100% [#]

* The English name is for identification purpose only.

& The accounts have not been audited and are insignificant to the Group.

@ Audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP for consolidation purposes.

Interest held indirectly.

The above table lists the subsidiaries of the Company which management has assessed to principally affect the results for the year or form a substantial portion of the assets and liabilities of the Group. Management has assessed that disclosure of details of other subsidiaries would result in particulars of excessive length.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. TRADE AND OTHER RECEIVABLES

	Group	
	2025 RMB'000	2024 RMB'000
Current assets		
Trade receivables	1,464	12,314
Vendor rebates receivable	124,473	145,323
Value-added tax ("VAT") receivable	35,167	32,827
Handling fee and insurance commission receivable	6,710	6,879
Mortgage commission fee receivable	5,165	31,899
Indemnity provided by manufacturers for repair and maintenance costs incurred	13,683	13,438
Finance lease receivables (Note i)	1,871	–
Other receivables	1,823	4,236
	190,356	246,916
Non-current asset		
Finance lease receivables (Note i)	8,439	–

As at 1 January 2024, trade receivables and vendor rebate receivables amounted to RMB7,006,000 and RMB149,943,000 respectively.

The Group applies the simplified approach to provide for ECL prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables. The Group considers the credit risk characteristics and the days past due to measure the ECL. During the year ended 31 December 2025, the expected losses for customers of sales of automobiles and provision of motor vehicle repair and maintenance service is minimal and the ECL rate is negligible. No provision for impairment of trade receivables has been made for the year ended 31 December 2025 (2024: Nil).

The recoverability of vendor rebates receivables and other receivables were assessed with reference to the credit status of the recipients, and there is no ECL for future 12 months.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. TRADE AND OTHER RECEIVABLES (CONTINUED)

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for other receivables.

Note i - Finance lease receivables

	2025 RMB'000
Year 1	2,511
Year 2	2,586
Year 3	2,643
Year 4	2,722
Year 5	1,588
Undiscounted lease payments	12,050
Less: unearned finance income	1,740
Net investment finance leases	10,310
Net investment in finance leases analysed as:	
Recoverable after 12 months	8,439
Recoverable within 12 months	1,871
	10,310

The Group entered into finance lease arrangements as a lessor for certain showroom to another dealership. The lease term is 5 years, and lease contract do not include extension or early termination options.

10. PREPAYMENTS AND DEPOSITS

	Group		Company	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Prepayments to manufacturers	43,257	63,771	–	–
Security deposits for borrowings from manufacturers	20,563	21,486	–	–
Other prepayments and deposits	12,043	15,722	132	134
Total	75,863	100,979	132	134

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. INVENTORIES

	2025 RMB'000	2024 RMB'000
Automobiles	199,690	141,521
Spare parts	39,074	56,240
	238,764	197,761
Provision for inventories	(20,534)	(20,190)
	218,230	177,571

As at 31 December 2025, inventories with carrying amounts of RMB59,636,000 (2024: RMB49,572,000) have been pledged as security for certain borrowings from manufacturers and bill payables disclosed in Note 14 and Note 16 respectively.

In 2024, the Group reversed RMB 12,940,000 of an inventory write-down originally recognised in 2023. This reversal occurred because the related inventories were sold above their carrying amounts during 2024. The amount has been credited to "Cost of Sales" within the 2024 profit or loss.

12. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	Group		Company	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Cash at banks	11,295	33,684	715	1,081
Cash on hand	121	86	–	–
Cash and cash equivalents	11,416	33,770	715	1,081
Pledged bank deposits	423,680	348,973	–	–
Total	435,096	382,743	715	1,081

As at 31 December 2025, the Group has cash at banks amounting to approximately RMB9,930,000 held in the PRC (2024: RMB30,802,000). These cash and bank balances are subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

Pledged bank deposits carry fixed interest rate from 0.05% to 1.45% (2024: from 0.30% to 1.95%) per annum as at 31 December 2025. Pledged bank deposits were pledged for bills payable granted by financial institutions to certain subsidiaries of the Group (Note 14). The deposits are to be released upon the settlement of relevant bills payable.

The carrying amounts of the Group's pledged bank deposits and cash and cash equivalents approximate their fair values.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. SHARE CAPITAL AND SHARE PREMIUM

The Group and The Company	Number of shares ('000)	US\$ ('000)
Ordinary share of US\$0.01 each		
Authorised		
At 1 January 2024, 31 December 2024 and 31 December 2025	10,000,000	100,000

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Total RMB'000
Issued and fully paid				
At 1 January 2024, 31 December 2024 and 31 December 2025	589,615,183	41,994	82,796	124,790

(a) Share option

On 17 September 2021, the Company obtained the shareholders' approval on the adoption of the TCA Employee Share Option Scheme ("TCA ESOS") by way of written resolutions.

On 6 May 2025 ("Date of Grant"), the Company announced that it had granted 4,000,000 share options pursuant to the TCA ESOS ("2025 Option"). The 2025 Options are exercisable from 6 May 2026 and expire on 6 May 2030, vest at a maximum of 20% of the shares allotted on the first anniversary of the Date of Grant and each anniversary thereafter.

Movements in the number of unissued ordinary shares under the TCA ESOS and their exercise prices are as follows:

Group and Company	No. of ordinary shares under option						
	Beginning of the financial period	Granted during the financial period	Cancelled/ lapsed during the financial period	Exercised during the financial period	End of the financial period	Exercise price	Exercisable period
2025 Option	–	4,000,000	–	–	4,000,000	S\$0.05	6 May 2026 to 6 May 2030

No unexercised options are exercisable at the end of the financial year ended 31 December 2025.

The fair value of options granted on 6 May 2025, determined using the Binomial Value model was S\$51,369 (equivalent to RMB288,000). The significant inputs into the model were the share price of S\$0.035 at the grant date, the exercise price of S\$0.050, standard deviation of expected share price returns of 52.43%, nil dividend yield, the option life shown above and the annual risk-free interest rate of 2.16%. The volatility measured on the standard deviation of expected share price returns was estimated based on statistical analysis of 5 comparable companies and length period equals to the time to maturity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. SHARE CAPITAL AND SHARE PREMIUM (CONTINUED)

(b) Rights issue

As announced on 25 September 2025, the Company proposed to undertake a renounceable non-underwritten rights issue ("**Rights Issue**") of up to 294,807,591 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.02 for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing ordinary shares each in the capital of the Company.

On 31 October 2025, the Company received the listing and quotation notice ("**LQN**") from the SGX-ST for the listing and quotation of the Rights Shares, subject to compliance with the SGX-ST's listing requirements. The LQN from the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities. The Company will keep shareholders informed and make the necessary announcement(s) as and when required on the progress of the Rights Issue.

14. TRADE AND BILLS PAYABLE, ACCRUALS AND OTHER PAYABLES

	Group		Company	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Trade payables	14,426	15,317	–	–
Bills payable	670,262	515,884	–	–
Trade and bills payable	684,688	531,201	–	–
Payroll and welfare payables	18,181	18,453	1,214	1,137
VAT payable	1,033	7,507	–	–
Other tax payables	1,226	2,096	–	–
Deferred income	5,327	17,122	–	–
Other payables and accrued charges	15,370	20,592	10	10
Accruals and other payables	41,137	65,770	1,224	1,147
Total	725,825	596,971	1,224	1,147

Majority of the suppliers grant credit periods ranging from 30 to 60 days to the Group and the Company.

Bills payables primarily relate to the Group's use of bank acceptance notes to finance its purchase of passenger vehicles, with a credit period of one to six months. The Group continues to recognise these bills payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. In the consolidated statement of cash flows, settlements of these bills are included within operating cash flows based on the nature of the arrangements. . The Group pledged its bank deposits and/or certain inventories to banks as security for bills payables disclosed in Note 12 and Note 11 respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. CONTRACT LIABILITIES

Contract liabilities represented the deposit received from customers for purchasing of automobiles and unused cash coupon issued by certain subsidiaries of the Group to customers for motor vehicle after-sales service and typically no credit period is allowed. The balance is expected to be recognised as revenue.

	2025 RMB'000	2024 RMB'000	2023 RMB'000
Deposits received from customers	63,520	79,822	79,953
Unused cash coupon	11,828	10,487	10,375
	75,348	90,309	90,328

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior year:

	2025 RMB'000	2024 RMB'000
Revenue recognised in relation to contract liabilities at 1 January	66,598	77,420

16. BANK AND OTHER BORROWINGS

	Group	
	2025 RMB'000	2024 RMB'000
Current:		
Bank borrowings - secured	138,755	180,901
Bank borrowings - guaranteed	10,000	20,000
Borrowings from manufacturers - secured	84,984	96,429
Other borrowings - secured	7,361	22,203
	241,100	319,533
Non-current:		
Borrowings from manufacturers - secured	2,224	6,877
Other borrowings - secured	1,811	6,721
	4,035	13,598
	245,135	333,131

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

16. BANK AND OTHER BORROWINGS (CONTINUED)

The exposure of the Group's borrowings are as follows:

	Group	
	2025	2024
	RMB'000	RMB'000
Fixed-rate borrowings	245,135	331,131

The Group's borrowings were repayable as follows:

	Group					
	Bank borrowings		Borrowing from manufacturers		Other borrowings	
	2025	2024	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	148,755	200,901	84,984	96,429	7,361	22,203
Between 1 to 2 years	–	–	2,224	4,653	889	5,832
Between 2 to 5 years	–	–	–	2,224	922	889
	148,755	200,901	87,208	103,306	9,172	28,924

The effective interest rates (weighted average effective interest rates) per annum were as follows:

	2025	2024
Bank borrowings	3.0-5.1%	4.6%
Borrowings from manufacturers	1.5%-5.8%	6.1%
Other borrowings	4.9-13.9%	5.6%

The fair values of the bank and other borrowings approximate their carrying amounts as at 31 December 2025 and 2024. Details of the Group's exposure to risks arising from non-current borrowings are set out in Note 28.

As at 31 December 2025 and 2024, certain borrowings of the Group were secured by certain assets held by the Group and personal guarantees by certain related parties of the Group.

The carrying values of assets pledged for securing bank and other borrowings are:

	2025	2024
	RMB'000	RMB'000
Inventories	59,636	49,572
Right-of-use assets	95,205	100,496
Property, plant and equipment	47,769	51,921
Security deposits for borrowings from manufactures and other borrowings	20,563	21,486
	223,173	223,475

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

17. SEGMENT REPORTING

The identification and disclosure of operating segment information is based on internal financial reports that are regularly reviewed by the Group's chief operating decision maker for the purpose of resources allocation and performance assessment. On this basis, the Group has determined that it only has one operating segment which is the sales of automobiles and after-sales services.

(i) Information about geographical area

All of the Group's revenue is derived from the sales of automobiles and after-sales services to external customers in the PRC and the principal non-current assets employed by the Group are located in the PRC. Accordingly, no analysis by geographical segments has been provided for the reporting period.

(ii) Information about major customers

The Group's customer base is diversified and there is no customer with whom transactions have exceeded 10% of the Group's revenues for both years.

18. REVENUE

	2025 RMB'000	2024 RMB'000
Sales of automobiles	1,540,204	2,051,846
After-sales services	446,899	497,840
Agent commission	7,885	4,780
	1,994,988	2,554,466

During the years ended 31 December 2025 and 31 December 2024, all of the Group's revenue are from contracts with customers and are recognised at a point in time.

All contracts from sales of automobiles and after sales-services are for periods of one year or less.

19. OTHER INCOME

	2025 RMB'000	2024 RMB'000
Handling and commission fee income	112,737	184,442
Insurance rebates, net	(1,108)	206
Customers' deposits forfeited	5,549	1,264
Government grants (Note)	322	1,210
Pre-owned cars and fleet sale commissions	5,433	6,258
Others	12,640	14,053
	135,573	207,433

Note: Government grants represent cash received from unconditional grants by the local government to encourage business operations in the PRC. Government grants are recognised in profit or loss when received.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

20. OTHER GAINS (LOSSES), NET

	2025 RMB'000	2024 RMB'000
(Loss) gain on disposals of property, plant and equipment	(243)	1,154
Net exchange differences	(1,134)	1,084
Gain on leases termination	4,474	–
Others	1,191	(1,613)
	4,288	625

21. LOSS BEFORE TAX

	2025 RMB'000	2024 RMB'000
Cost of sales of automobiles and spare parts	1,964,427	2,557,144
Employee benefit expenses (including directors' emoluments) (Note 22)	119,014	138,644
Provision for (reversal of) inventories write-down	344	(12,940)
Audit fees:		
- auditors of the Company and network firms	2,183	1,965
- other auditors	291	238
Depreciation of property, plant and equipment	39,830	46,160
Depreciation of right-of-use assets	30,223	31,880
Amortisation of intangible assets	807	807
Short-term lease expenses	1,906	3,914

There are no non-audit services paid or payable to the auditors of the Company and network firms.

22. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2025 RMB'000	2024 RMB'000
Wages and salaries	106,705	124,435
Pension costs - defined contribution plans	12,271	14,209
Share option	38	–
	119,014	138,644

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

23. FINANCE COSTS, NET

	2025 RMB'000	2024 RMB'000
Finance income		
- Bank interest income	360	682
Finance costs		
- Interest on bank and other borrowings	(11,775)	(16,929)
- Interest on lease liabilities	(13,598)	(15,101)
- Interest on shareholders' loan (Note 31(a))	(2,153)	(1,079)
- Other finance charges	(5,144)	(3,902)
	(32,670)	(37,011)
Finance costs, net	(32,310)	(36,329)

24. INCOME TAX CREDIT

	2025 RMB'000	2024 RMB'000
Current income tax:		
- PRC enterprise income tax ("EIT")	196	94
Over-provision in prior year		
- EIT	-	(1,758)
Total current tax expense (credit)	196	(1,664)
Deferred tax (Note 25)	(2,259)	1,613
Total	(2,063)	(51)

The income tax credit for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2025 RMB'000	2024 RMB'000
Loss before tax	(136,766)	(103,450)
Tax calculated at the respective domestic tax rates applicable to the subsidiaries in the respective jurisdictions	(22,180)	(24,094)
Tax effect of expenses not deductible for tax purposes	78	68
Utilisation of tax losses previously not recognised	-	(25)
Tax effect of tax losses not recognised	20,039	25,758
Over-provision in prior year	-	(1,758)
Income tax credit	(2,063)	(51)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

24. INCOME TAX (CREDIT) EXPENSE (CONTINUED)

Income tax is recognised based on management's best knowledge of the income tax rates expected for the financial year.

The EIT has been provided for at applicable tax rates under the relevant regulations of the PRC on the estimated assessable profit of entities within the Group established in the PRC for the year. The general EIT rate is 25% (2024: 25%). Certain subsidiaries in the PRC were able to qualify as Large-Scale Development of Western China which are subject to a preferential EIT rate of 15% (2024: 15%) for the years ended 31 December 2025 and 2024.

25. DEFERRED TAX

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

The net movement on the deferred tax account is as follows:

	2025 RMB'000	2024 RMB'000
Opening balance at the beginning of year	(22,844)	(21,231)
Credited (Charge) to profit or loss (Note 24)	2,259	(1,613)
Closing balance at the end of year	(20,585)	(22,844)

The following are the major deferred tax assets (liabilities) recognised by the Group, and the movements thereon, during the current and prior reporting periods:

Deferred tax assets

	Provision for inventory RMB'000	Lease liabilities RMB'000	Unused cash coupon RMB'000	Social Insurance RMB'000	Decelerated tax depreciation RMB'000	Total RMB'000
At 1 January 2024	7,678	25,234	2,480	1,310	620	37,322
(Charged) Credited to profit or loss	(3,835)	13,853	141	140	1,097	11,396
At 31 December 2024	3,843	39,087	2,621	1,450	1,717	48,718
Credited (Charged) to profit or loss	755	(5,479)	(614)	–	(359)	(5,697)
At 31 December 2025	4,598	33,608	2,007	1,450	1,358	43,021

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

25. DEFERRED TAX (CONTINUED)

Deferred tax liabilities

	Accelerated depreciation RMB'000	Unremitted earnings (Note) RMB'000	Accelerated amortisation RMB'000	Right-of-use assets RMB'000	Total RMB'000
At 1 January 2024	–	(4,482)	(28,837)	(25,234)	(58,553)
(Charged Credited) to profit or loss	(3,513)	1,649	2,708	(13,853)	(13,009)
At 31 December 2024	(3,513)	(2,833)	(26,129)	(39,087)	(71,562)
(Credited) Charged to profit or loss	(776)	1,785	1,468	5,479	7,956
At 31 December 2025	(4,289)	(1,048)	(24,661)	(33,608)	(63,606)

The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2025 RMB'000	2024 RMB'000
Deferred tax assets	8,055	7,914
Deferred tax liabilities	(28,640)	(30,758)

At the end of the reporting period, the Group has the following unutilised tax losses available for offsetting against future taxable profits for which no deferred tax asset has been recognised due to the unpredictability of future profit streams.

	2025 RMB'000	2024 RMB'000
Tax losses expiring:		
- Within 1 year	5,504	9,662
- Between 2-5 years	225,669	139,185
- Without expiry date	88,281	129,011
	319,454	277,858

Note: The EIT Law and its implementation rules impose a withholding tax at 10%, unless reduced by a tax treaty or arrangement, for dividends distributed by the mainland China-resident enterprises to their non-mainland China resident corporate investors for profits earned since 1 January 2008. Under the Sino-Hong Kong Double Tax Arrangement, a qualified Hong Kong tax resident is entitled to a reduced withholding tax rate of 5% if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the mainland China enterprise directly. Since the Group controls the quantum and timing of distribution of profits of the Group's subsidiaries in the mainland China, deferred tax liabilities are only provided to the extent that such profits are expected to be distributed in the foreseeable future.

As at 31 December 2025, the aggregate amount of temporary differences associated with unremitted earnings of the PRC subsidiaries amounted to RMB20,956,000 (2024: RMB56,652,000) for which deferred tax liabilities have been recognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

26. LOSS PER SHARE

(a) Loss earnings per share

The calculation of the loss per share attributable to owners of the Company is based on the loss attributable to owners of the Company.

	2025	2024
Loss attributable to owners of the Company (RMB'000)	(134,703)	(103,399)
Weighted average number of ordinary shares		
Weighted average number of ordinary shares in issue (thousands)	589,615	589,615
Basic loss per share (RMB)	(0.23)	(0.18)

(b) Diluted loss per share

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary share: share options.

The weighted average number of shares on issue has been adjusted as if all dilutive share options were exercised. The number of shares that could have been issued upon the exercise of all dilutive share options less the number of shares that could have been issued at fair values (determined as the Company's average share price for the financial year) for the same total proceeds is added to the denominator as the number of shares issued for no consideration. No adjustment is made to the net profit.

Diluted loss to per share equals to basic loss per share as the dilutive potential turned out to be anti-dilutive to the net loss during the year ended 31 December 2025. Diluted loss per share equals to basic loss per share as there were no potential ordinary shares in issue during the year ended 31 December 2024.

27. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt and equity of the Group. Debt is defined by the Group as bank and other borrowings and lease liabilities as disclosed in Notes 16 and 6 respectively. Net debt is defined as debt after deducting cash and cash equivalents. Equity includes issued capital, share premium, reserves and retained earnings.

Management reviews the capital structure on a continuous basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. Based on management's recommendations, the Group will balance its overall capital structure through payment of dividends, issue of new shares as well as the raising of new borrowings.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT

Categories of financial instruments

	Group		Company	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets				
At amortised cost	619,287	605,610	203,899	188,765
Financial liabilities				
At amortised cost	1,075,666	965,854	113,516	89,112
Lease liabilities	208,356	224,617	–	–

Financial risk management objectives and policies

The Group's and the Company's major financial instruments include trade and other receivables, deposits, pledged bank deposits, cash and cash equivalents, trade and bills payable, other payables, bank and other borrowings, loans due to shareholders, amount due to a related party and lease liabilities. Details of the financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

Currency risk

Certain bank balances, trade and other payables and loans due to shareholders are denominated in foreign currency other than the functional currencies of respective group entities which exposes the Group to foreign currency risk. Certain bank balances are denominated in foreign currency which exposes the Company to foreign currency risk. The Group and the Company currently do not have a foreign exchange hedging policy. However, the management of the Group and the Company monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

The carrying amounts of the Group's and the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Group			
	Assets		Liabilities	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
SGD	94	675	1,224	1,147
US\$	4,278	911	37,227	6,356
HK\$	469	104	7,119	2,800
RMB	216	19,415	–	33,324

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

	Company			
	Assets		Liabilities	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
SGD	90	671	1,224	1,147
HK\$	30,578	105	37,227	2,800

Sensitivity analysis

The Group is mainly exposed to SGD, US\$, HK\$ and RMB. The following table details the Group's sensitivity to a 5% (2024: 5%) increase and decrease in SGD, US\$ and HK\$ against RMB. 5% (2024: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible changes in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2024: 5%) change in foreign currency rates. A positive number below indicates a decrease in loss for the year where SGD, US\$, HK\$ and RMB strengthen by 5% (2024: 5%) against the functional currency of Group entities. For a 5% (2024: 5%) weakening of SGD, US\$, HK\$ and RMB against the functional currency of the Group entities, there would be an equal and opposite impact on the loss for the year.

Group	SGD impact		US\$ impact		HK\$ impact		RMB impact	
	2025	2024	2025	2024	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Impact on profit or loss for the year	(57)	(24)	214	(272)	(1,838)	(135)	11	(695)

Company	SGD impact		HK\$ impact	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Impact on profit or loss for the year	(57)	(24)	(332)	(185)

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during both years.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to its lease liabilities, pledged bank deposits, variable-rate bank and other borrowings (see Note 6, Note 12 and Note 16 respectively).

The Group's and the Company's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and bank and other borrowings. The Group and the Company manage its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

During the years ended 31 December 2025 and 2024, the Group and the Company have not hedged its cash flow and fair value interest rate risks.

The management considers that the exposure of cash flow interest rate risk of the Group and the Company arising from variable-rate bank balances is insignificant. No sensitivity analysis is presented accordingly.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's and the Company's counterparties default on their contractual obligations resulting in financial losses to the Group and the Company. The Group's credit risk is primarily attributable to its trade and other receivables, deposits, pledged bank deposits and cash and cash equivalents and the Company's credit risk is primarily attributable to its deposits, amounts due from subsidiaries and cash and cash equivalents.

The Group applied the simplified approach in IFRS 9 to measure the credit loss allowance at lifetime ECL. Except for handling fee and insurance commission receivable, mortgage commission fee receivable, indemnity provided by manufacturers and vendor rebates receivable (included in other receivables) which are assessed individually based on the credit risk of the counterparty, the Group determines the ECL on the remaining trade receivables on a collective basis by using a provision matrix grouped by common risk characteristic.

The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate expected impairment losses are made. Moreover, credit limits are set for individual counterparties and periodic reviews are conducted to ensure that the limits are strictly followed.

The Group and the Company consider 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. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor/customer;
- significant increases in credit risk on other financial instruments of the same customer; and
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the group and changes in the operating results of the customer.

Pledged bank deposits and cash and cash equivalents are deposited in financial institutions with high credit quality and the Group and the Company do not expect any significant counterparty risk.

The Group and the Company apply the "three-stage" approach on the remaining other receivables and deposits to provide for ECL. The maximum period considered when measuring ECL is the maximum contractual period over which the Group and the Company are exposed to credit risk. IFRS 9 outlines the "three-stage" model for impairment based on the changes in credit quality since initial recognition are summarised as follows:

- Stage 1: Financial instruments that are not credit-impaired on initial recognition and has their credit risk continuously monitored by the Group and the Company. Provision for impairment is measured at an amount equal to the portion of lifetime ECL that result from default events possible within the next 12 months ("**12-month ECL**");
- Stage 2: Financial instruments with significant increase in credit risk since initial recognition, but are not yet deemed to be credit-impaired. Provision for impairment is measured based on ECL on a lifetime basis ("**lifetime ECL**"); and
- Stage 3: Financial instruments that are credit impaired where provision for impairment is measured based on lifetime ECL.

The Group and the Company measure provision for impairment of financial assets under IFRS 9 ECL model. The ECL is measured on either a 12-month or lifetime basis, depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. The measurement of ECL is a function of PD, EAD and LGD that are defined below:

- Probability of Default ("**PD**"): The PD represents the likelihood of a customer defaulting on the corresponding other receivables and deposits;
- Exposure at Default ("**EAD**"): The EAD represents the expected balance at default, taking into account the repayments from the balance sheet date to the default event. EAD is based on the amounts the Group and the Company expect to be owed at the time of default; and

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

- Loss given Default (“LGD”): The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money. LGD representing the percentage of loss expected to be made if the default occurs in the next 12 months or over the remaining expected lifetime of the other receivables and deposits respectively.

The lifetime PD is calculated by applying a maturity profile to the 12-month PD. The maturity profile set out how defaults develop on the other receivables and deposits from the point of initial recognition. The maturity profile is based on historical data and forward-looking information.

Forward-looking information incorporated in the ECL model

The assessment of ECL incorporates forward-looking information and is performed semi-annually. The criteria used in the assessment are monitored and reviewed periodically for appropriateness by the management. The Group and the Company consider forward-looking information with reference to the macro-economic indicators in the PRC including:

- Annual industrial production growth; and
- Unemployment rate.

During the years ended 31 December 2025 and 2024, the ECL is minimal and the ECL rate approximate to zero, given there is no history of significant defaults and no adverse change is anticipated in the future business environment.

Liquidity risk

Prudent liquidity management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities.

The Group’s and the Company’s primary cash requirements have been the payment for operating expenses. The Group and the Company mainly finances its working capital requirements through proceeds from bank and other borrowings, amount due to a related party and loans due to shareholders.

The Group’s and the Company’s policy is to regularly monitor current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and adequate amount of committed credit facilities to meet its liquidity requirements in the short and long term.

Management is of the opinion that the Group is able to meet their obligations for the next financial year as and when they fall due. Refer to Note 1 for management’s assessment on the appropriateness of the continuing use of the going concern assumption in the preparation of the financial statements.

The following table details the Group’s and the Company’s remaining contractual maturity for its financial liabilities which has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The maturity dates for financial liabilities are based on the agreed repayment dates.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The Group

The table includes both interest and principal cash flows. The undiscounted amount is derived from interest rate at the end of the reporting period.

	Effective interest rate	On demand/ maturity less than 1 year RMB'000	Maturity between 1 to 2 years RMB'000	Maturity between 2 to 5 years RMB'000	Maturity over 5 years RMB'000	Total undiscounted cash flow RMB'000	Total RMB'000
At 31 December 2025							
Trade and bills payable, accruals and other payables	–	718,239	–	–	–	718,239	718,239
Bank and other borrowings	1.5-13.9%	254,703	3,652	933	–	259,288	245,135
Lease liabilities	6.7%	39,168	30,761	62,087	136,797	268,813	208,356
Amount due to a related party	–	–	–	62,586	–	62,586	62,586
Loans due to shareholders	8.0%	53,682	–	–	–	53,682	49,706
		1,065,792	34,413	125,606	136,797	1,362,608	1,284,022
At 31 December 2024							
Trade and bills payable, accruals and other payables	–	554,278	–	–	–	554,278	570,246
Bank and other borrowings	5.2%	329,718	8,484	2,352	–	340,554	333,131
Lease liabilities	6.7%	38,547	33,279	70,971	150,452	293,249	224,617
Amount due to a related party	–	–	65,683	–	–	65,683	65,683
Loan due to shareholder	8.0%	23,619	–	–	–	23,619	22,282
		946,162	107,446	73,323	150,452	1,277,383	1,215,959

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The Company

	Effective interest rate	On demand/ maturity less than 1 year RMB'000	Maturity between 2 to 5 years RMB'000	Total undiscounted cash flow RMB'000	Total RMB'000
At 31 December 2025					
Accruals and other payables	–	1,224	–	1,224	1,224
Amount due to a related party	–	–	62,586	62,586	62,586
Loans due to shareholders	8.0%	53,682	–	53,682	49,706
		54,906	62,586	117,492	113,516
At 31 December 2024					
Accruals and other payables	–	1,147	–	1,147	1,147
Amount due to a related party	–	–	65,683	65,683	65,683
Loans due to shareholders	8.0%	23,619	–	23,619	22,282
		24,766	65,683	90,449	89,112

Fair value measurements of financial instruments

The management of the Group and the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements/ financial statements of the company approximate their fair values at the end of the reporting period based on discounted cash flow analysis.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Bank and other borrowings	Lease liabilities	Amount due to a related party	Loans from shareholders	Other interest payable	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	334,257	238,189	73,900	28,768	–	675,114
Financing cash flows	(18,055)	(28,290)	(10,033)	(8,118)	(3,902)	(68,398)
New lease entered/ lease modification	–	(992)	–	–	–	(992)
Finance costs	16,929	15,101	–	1,079	3,902	37,011
Exchange realignment	–	609	1,816	553	–	2,978
At 31 December 2024	333,131	224,617	65,683	22,282	–	645,713
Financing cash flows	(99,771)	(34,908)	(358)	28,578	(5,144)	(111,603)
New lease entered/ lease modification	–	5,047	–	–	–	5,047
Finance costs	11,775	13,598	–	2,153	5,144	32,670
Exchange realignment	–	2	(2,739)	(3,307)	–	(6,044)
At 31 December 2025	245,135	208,356	62,586	49,706	–	565,783

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

30. RELATED PARTY DISCLOSURES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, common significant influence or joint control of key management and their close family member of the Group are also considered as related parties.

The Company's immediate and ultimate holding company is Octo Holdings Limited, an exempted limited company established in British Virgin Islands ("BVI"). Mr Francis Tjia, the Executive Chairman and Chief Executive Officer, holds the entire shareholding interest in Octo Holdings Limited. Accordingly, Mr Francis Tjia is deemed interested in the shares held directly by Octo Holdings Limited by virtue of Section 4 of the Securities and Futures Act 2001 of the Laws of the Republic of Singapore ("SFA").

(a) The Group had the following material transaction with its related party during the reporting periods:

	2025 RMB'000	2024 RMB'000
Interest expense on loans due to shareholders	2,153	1,079

(b) Balances with related parties at end of each reporting period are as follows:

	Note	Group		Company	
		2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Non-trade in nature					
Amount due to a related party	(i)	62,586	65,683	62,586	65,683
Amounts due from subsidiaries	(ii)	–	–	203,184	187,684
Loans due to shareholders	(iii)	49,706	22,282	49,706	22,282

Notes:

- (i) The balance with a related party was unsecured, interest free and due on 30 June 2027.
- (ii) The balances with subsidiaries were unsecured, interest free and repayable on demand, with their carrying values approximating their fair values.
- (iii) The loans due to shareholders, mainly Octo Holdings Limited, was unsecured, carried a fixed interest of 8% per annum and repayable on demand.

(c) Compensation of directors and key management personnel

	2025 RMB'000	2024 RMB'000
Wages and salaries	8,644	11,981
Employer's contribution to defined contribution plans, including MPF	67	59
Share option scheme	38	–
	8,749	12,040

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

30. RELATED PARTY DISCLOSURES (CONTINUED)

(d) Personal guarantees from related parties

The bank and other borrowings were supported by personal guarantees provided by certain directors of the immediate holding company to the extent as follows:

	2025	2024
	RMB'000	RMB'000
Personal guarantee from directors of the immediate holding company	380,181	589,200

31. SUBSEQUENT EVENTS

There are no material subsequent events undertaken by the Company or the subsidiaries of the Group after 31 December 2025.

STATISTICS OF SHAREHOLDINGS

As at 13 March 2026

Class of Shares	- Ordinary shares
No. of Shares (excluding treasury shares and subsidiary holdings)	- 589,615,183 ordinary shares
Voting Rights	- One vote per share
No. of Treasury Shares and percentage	- Nil
No. of Subsidiary Holdings and percentage	- Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	11	1.89	436	0.00
100 - 1,000	104	17.87	91,399	0.01
1,001 - 10,000	220	37.80	1,101,308	0.19
10,001 - 1,000,000	217	37.29	38,215,935	6.48
1,000,001 AND ABOVE	30	5.15	550,206,105	93.32
TOTAL	582	100.00	589,615,183	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	MORGAN STANLEY ASIA (SINGAPORE) SECURITIES PTE LTD	286,897,986	48.66
2	UOB KAY HIAN PRIVATE LIMITED	65,757,896	11.15
3	CITIBANK NOMINEES SINGAPORE PTE LTD ⁽¹⁾	39,487,630	6.70
4	BNP PARIBAS NOMINEES SINGAPORE PTE LTD	26,302,410	4.46
5	ABN AMRO CLEARING BANK N.V.	23,336,709	3.96
6	DB NOMINEES (SINGAPORE) PTE LTD	15,572,000	2.64
7	RAFFLES NOMINEES(PTE) LIMITED	13,839,422	2.35
8	CHEUNG CHEE WAI MICHAEL ⁽¹⁾	10,900,731	1.85
9	AGUS TANDIONO	7,905,161	1.34
10	HSBC (SINGAPORE) NOMINEES PTE LTD	7,551,904	1.28
11	NOMURA SINGAPORE LIMITED	4,547,731	0.77
12	WOO CHUNG WAI (RAYMOND WOO)	4,449,989	0.75
13	JOSPRING INVESTMENTS LIMITED	4,278,117	0.73
14	BOUSTEAD SINGAPORE LIMITED	4,060,000	0.69
15	DBS NOMINEES (PRIVATE) LIMITED	3,944,360	0.67
16	PHILLIP SECURITIES PTE LTD	3,346,012	0.57
17	TAN CHEE BENG RAYMOND (CHEN ZHIMING RAYMOND)	3,300,100	0.56
18	LIM SIEW ENG	2,778,400	0.47
19	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	2,629,138	0.45
20	MAYBANK SECURITIES PTE. LTD.	2,303,400	0.39
	TOTAL	533,189,096	90.44

Note:

(1) Mr Michael Cheung is deemed to have an interest in the 11,389,439 shares held by him through a nominee account maintained with Citibank Nominees Singapore Pte. Ltd.

STATISTICS OF SHAREHOLDINGS

As at 13 March 2026

SUBSTANTIAL SHAREHOLDERS AS AT 13 MARCH 2026

(As recorded in the Register of Substantial Shareholders)

No.	Name	Direct Interest		Deemed Interests	
		No. of shares held	%	No. of shares held	%
1.	Octo Holdings Limited	310,009,852	52.58	–	–
2.	Francis Tjia ⁽¹⁾	–	–	310,009,852	52.58
3.	TCA Investments	32,708,152	5.55	–	–
4.	Mark Fukunaga ⁽²⁾	–	–	32,708,152	5.55

Notes:

- (1) Mr Francis Tjia holds the entire shareholding interest in Octo Holdings Limited. Accordingly, Mr Francis Tjia is deemed interested in the shares held directly by Octo Holdings Limited by virtue of Section 4 of the Securities and Futures Act 2001 of the Laws of the Republic of Singapore ("SFA").
- (2) Mr Mark Fukunaga is CEO and Chairman of Servco Pacific Inc. ("Servco"). Mr Mark Fukunaga and his associates hold more than 20.0% shares in Servco which wholly-owns TCA Investments. Accordingly, Mr Mark Fukunaga is deemed interested in the shares held directly by TCA Investments.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 13 March 2026, 38.04% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited which requires at least 10% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed at all times held by the public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or “**Meeting**”) of Trans-China Automotive Holdings Limited (the “**Company**”) will be held at Room 22A and 22B, Level 22, Ocean Financial Centre, 10 Collyer Quay, Singapore 049315 on Tuesday, 21 April 2026 at 2.00 p.m., to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Directors’ Statement and Independent Auditors’ Report thereon. **Resolution 1**
2. To re-elect the following Directors who will be retiring pursuant to Articles 86(1) of the Articles of Association of the Company:
 - (a) Mr David Leow **Resolution 2**
 - (b) Mr Michael Cheung **Resolution 3**

[See Explanatory Note 1]
3. To approve the payment of Directors’ fees amounting up to S\$219,750 for the financial year ended 31 December 2025, to be paid in arrears. **Resolution 4**
4. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company, and to authorise the Directors to fix their remuneration. **Resolution 5**
5. To transact any other business which may properly be transacted at the AGM of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:

ORDINARY RESOLUTIONS

6. **Authority to Allot and Issue Shares** **Resolution 6**

That pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the Memorandum and Articles of Association of the Company, the Directors of the Company be authorised and empowered to:

 - (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options or otherwise issue convertible securities (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided always that:

NOTICE OF ANNUAL GENERAL MEETING

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares

provided that any adjustment(s) in accordance with sub-paragraphs (2)(a) or (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution; and

in paragraphs (1) and (2) above, "subsidiary holdings" has the meaning given to it in the Catalist Rules of the SGX-ST;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum and Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note 2]

NOTICE OF ANNUAL GENERAL MEETING

7. Renewal of the Share Purchase Mandate

Resolution 7

That:

- (a) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases through the SGX-ST's trading system, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted (the "**Other Exchange**"), through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules of the SGX-ST ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations, including but not limited to the Companies Act (as revised) of the Cayman Islands (the "**Cayman Islands Companies Act**"), the Memorandum and Articles of Association of the Company and the rules and regulations of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next AGM of the Company following the passing of this Resolution or the date by which such AGM is required to be held (whereupon it will lapse, unless renewed at such meeting);
 - (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting (if so varied or revoked prior to the next AGM of the Company); or
 - (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held as a treasury share and dealt with in accordance with the Cayman Islands Companies Act; and
- (d) the Directors and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution and/or the Share Purchase Mandate.

NOTICE OF ANNUAL GENERAL MEETING

In this Resolution:

"Average Closing Price" means:

- (i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs during such five Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"Closing Market Price" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Percentage" means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Cayman Islands Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered by the capital reduction. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10.0% limit;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related or ancillary expenses in respect of the purchase or acquisition such as brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)) to be paid for a Share which will be determined by the Directors, provided that such purchase price shall not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and

"Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the conclusion of the next AGM of the Company or the date by which such AGM is required to be held, or the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting, whichever is the earliest, after the date of this Resolution.

[See Explanatory Note 3]

NOTICE OF ANNUAL GENERAL MEETING

8. **Authority to grant options and issue shares under TCA Employee Share Option Scheme ("TCA ESOS")**

Resolution 8

That pursuant to the Catalist Rules of the SGX-ST and the Memorandum and Articles of Association of the Company, the Directors of the Company be authorised and empowered to offer and grant options from time to time under the prevailing TCA ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of share options granted by the Company under TCA ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to TCA ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required to be held, whichever is earlier.

[See Explanatory Note 4]

BY ORDER OF THE BOARD

Lee Wei Hsiung
Loo Shi Yi
Company Secretaries
Singapore, 2 April 2026

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

1. Pursuant to Article 86 of the Company's Articles of Association, each Director of the Company shall retire at least once every three (3) years and a retiring Director shall be eligible for re-election.

Mr David Leow will, upon re-election as Director of the Company, remain as Non-Executive and Lead Independent Director of the Company, Chairman of Nominating Committee, and a member of the Audit and Risk Committee and Remuneration Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST. Please refer to Corporate Governance Report on pages 62 to 66 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

Mr Michael Cheung will, upon re-election as Director of the Company, remain as the Executive Director and Chief Financial Officer of the Company. Please refer to Corporate Governance Report on pages 62 to 66 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

2. The Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

3. The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Percentage (as defined in Ordinary Resolution 7), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined in Ordinary Resolution 7) and will empower the Directors of the Company, effective until (i) the conclusion of the next AGM of the Company following the passing of the resolution granting the said authority or the date by which such AGM is required to be held (whereupon it will lapse, unless renewed at such meeting), or (ii) it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM), or (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate (as defined in Ordinary Resolution 7) are carried out to the full extent mandated, whichever is the earliest.
4. The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company, from the date of this AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to allot and issue shares in the capital of the Company pursuant to the exercise of options granted or to be granted under TCA ESOS (as defined in Ordinary Resolution 8) provided that the aggregate additional shares to be allotted and issued pursuant to TCA ESOS does not exceed in total (for the entire duration of TCA ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. The AGM will be held in a wholly physical format at Room 22A and 22B, Level 22, Ocean Financial Centre, 10 Collyer Quay, Singapore 049315 at 2.00 p.m. There will be no option for Shareholders to participate virtually.
2. Attendees must bring their original NRIC/Passport for verification and registration on the day of the AGM.
3. A Shareholder of the Company (including Depositors holding Shares through The Central Depository (Pte) Limited (“CDP”), and including Relevant Intermediaries*) entitled to vote at the AGM may appoint a proxy or proxies to attend and vote at the AGM.
4. A Shareholder who is not a Relevant Intermediary or CDP may appoint not more than two proxies to attend and vote at the AGM. Where such Shareholder’s Proxy Form appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in the Proxy Form.
5. The instrument appointing the proxy or proxies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; or
 - (b) if submitted electronically, be submitted via email to the following email address: shareregistry@incorp.asia,
by no later than 2.00 p.m. on 18 April 2026, being 72 hours before the time appointed for the holding of the Meeting, and in default the instrument of proxy shall not be treated as valid.
6. The instrument appointing the proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same. Where the Proxy Form is executed by an attorney on behalf of the appointer, the power of attorney or other authority under which it is signed or authorised on behalf of the appointer, or a duly certified copy thereof, must be lodged with the instrument appointing the proxy.
7. If a Depositor who has Shares entered against his/her name in the Depository Register or a Shareholder who has Shares registered in his/her name in the Register of Members of the Company wishes to appoint a proxy or proxies to attend and vote at the AGM, he/she must complete, sign and return the Depositor Proxy Form or the Shareholder Proxy Form, respectively, for the Shares entered against his/her name in the Depository Register or the Shares registered in his/her name in the Register of Members of the Company (as the case may be).
8. A Depositor’s name must appear on the Depository Register maintained by CDP at least 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on the resolution. Any Depositor who is holding his/her Shares via the CDP but whose name is not registered with the CDP 72 hours before the AGM will not be entitled to attend and vote at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

- Documents and information relating to the AGM, including this Notice of AGM, Proxy Forms, Notification to Shareholders, the Annual Report for the financial year ended 31 December 2025 ("**Annual Report 2025**") and the Appendix to Shareholders dated 2 April 2026 in relation to the proposed renewal of the share purchase mandate ("**Appendix**") are electronically available on the Company's website at the URL <https://tca-auto.com> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. You will need an internet browser and a PDF reader to view these documents.

Printed copies of the Annual Report 2025 and the Appendix will not be despatched to Shareholders, unless otherwise requested. For Shareholders' convenience, printed copies of (a) this Notice of AGM, (b) the Proxy Forms and (c) a Request Form (to request for printed copies of the Annual Report 2025 and the Appendix) have been despatched to Shareholders.

- Shareholders who wish to receive a printed copy of the Annual Report 2025 and the Appendix are required to complete the Request Form and return it to the Company in the following manner:
 - if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; or
 - if submitted electronically, be submitted via email to shareregistry@incorp.asia,

by no later than 10 April 2026. A printed copy of the Annual Report 2025 and the Appendix will then be sent to the address specified by the Shareholders at their own risk.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

- Shareholders may submit questions related to the resolutions to be tabled at the AGM no later than 2.00 p.m. on 10 April 2026 via email to shareregistry@incorp.asia or by post to 36 Robinson Road, #20-01 City House, Singapore 068877. The responses would be published on SGXNet and, if available, the Company's website on 15 April 2026.
- Shareholders submitting questions are required to state: (a) their full name; and (b) their identification or registration number, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
- Any relevant and subsequent queries received after 2.00 p.m. on 10 April 2026 will be addressed at the AGM through the publication of the minutes of the AGM on SGXNet and the Company's website within one month from the conclusion of the AGM.

ATTENDANCE AT THE AGM

- Due to the limited sitting capacity of the venue, only Shareholders whose names appear in the Register of Members and Depositors whose names appear in the Depository Register as at 72 hours before the time appointed for holding the AGM or the appointed proxy or proxies shall be entitled to attend the AGM of the Company.

* *Relevant Intermediary is:*

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

NOTICE OF ANNUAL GENERAL MEETING

- (c) *the Central Provident Fund Board (“CPF Board”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.*

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend and vote at the AGM and/or any adjournment thereof, a Depositor/Shareholder of the Company (i) consents to the collection, use and disclosure of the Depositor's/Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Depositor/Shareholder discloses the personal data of the Depositor's/Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Depositor/Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Depositor/Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Depositor's/Shareholder's breach of warranty.



Cricket Square, Hutchins Drive,
P.O. Box 2681, Grand Cayman,
KY1-1111, Cayman Islands
www.tca-auto.com