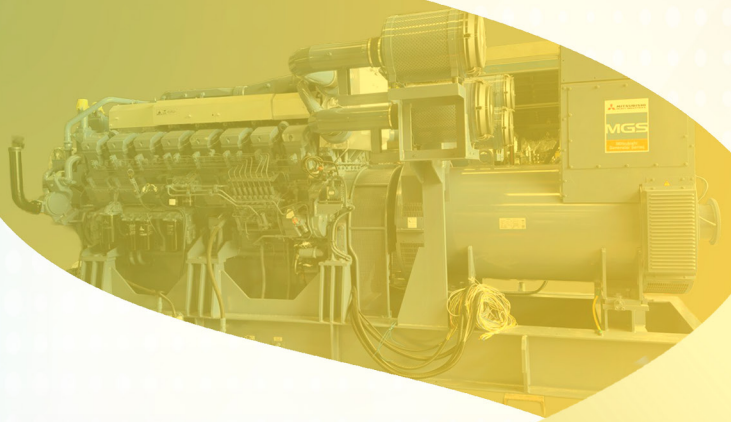
XMH



2026
ANNUAL REPORT

BUILDING FROM STRENGTH TO STRENGTH
SHAPING THE FUTURE



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CORPORATE PROFILE

XMH Holdings Ltd. ("**XMH**" or the "**Group**") began in 1955, as a small machinery repair and maintenance shop in Kitchener Road, and listed on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 26 January 2011.

Building on seven decades of industry experience, XMH continues to strengthen its position as a reputable and trusted provider of diesel engine, propulsion, and power generation solutions. With a strong presence across Asia and a diverse customer base spanning the marine and industrial sectors, we remain committed to delivering reliable products, value-added services, and innovative solutions that meet the evolving needs of our customers. The recognition and achievements attained over the years serve as a strong foundation for our continued growth. Guided by our commitment to operational excellence, innovation, and customer satisfaction, we will continue to enhance our capabilities, strengthen strategic partnerships, and pursue sustainable opportunities to create long-term value for our stakeholders.

Our journey has been marked by strategic growth and diversification. Over the years, the Group has secured distributorship, agency, dealership rights and original equipment manufacturer from prominent global brands such as MHI-Mitsubishi Marine Engine and Mitsubishi Generator Series, Kawasaki-Turbine, MTU, Akasaka, Volvo Penta, Steyr Motors (effective from 15 June 2026), BUKH, SOLÉ, D-I, Masson, Reintjes, Kamome and Mecc Alte. We continued to scale up the value chain with the introduction of "**AceGen**", our in-house range of power generating sets, and "**XMH IPS**", a one-stop integrated solution for vessel owners requiring diesel engine- or electricity-driven propeller-based propulsion systems. To further expand our capabilities and enhance our product portfolio, we also acquired Mech-Power Generator Pte Ltd, a generator solutions company – a strategic move that deepened our presence in the power generation sector.

In its pursuit of excellence and quality, the Group has attained several key certifications, including the ISO 9001:2015 (Quality Management System), ISO 45001:2018 (Occupational Health & Safety Management Systems) and the bizSAFE STAR certification from the Workplace Safety and Health Council of Singapore.

With its acquisitions, XMH's business activities can be broadly categorised into:

Distribution

- Distribution and provision of value-added products and services such as provision of marine diesel engines, power generating sets, gearbox and propeller that suit the marine and industrial industries (tugboats, ferry, offshore vessels, fishing vessels, etc.) application. We also provide one-stop integrated customised solutions.

Project

- Project, which comprise design, fabrication, assembly, testing, installation and commissioning, and maintenance services of generator sets for industries (data center, hospital, LTA, hotel, industrial and commercial building, etc.). We have a 24-hour customer support hotline. Suite of services include the design and manufacture of:
  - Generator sets;
  - Auto Mains Failure / Synchronizing control panels and switchboards for emergency generators;
  - Generator exhaust silencers for industrial / residential / critical applications;
  - Steel skid base frames for generating sets;
  - Intake and discharge acoustic attenuation ducts;
  - Single / double layer steel day tanks from 1,000 litres and above;
  - Bulk fuel oil storage tanks (single / double layer) constructed to BS EN 12285-1: 2003 standards;
  - Fuel transfer systems;
  - Weatherproof / soundproof outdoor enclosures acoustically treated from 60-85 dB; and
  - Resistive load banks and RTG operator cabins; and supporting equipment, such as auto mains failure.

After-Sales Services

- After-sales services, we source and stock genuine spare parts and accessories for engines. We also provide skilled engineers and technicians for commissioning, overhaul, defect analysis, repair and maintenance services. We have a 24-hour customer support hotline.

CORPORATE PROFILE

Distribution Segment



MHI



D-I



BUKH



Steyr Motors

Project Segment

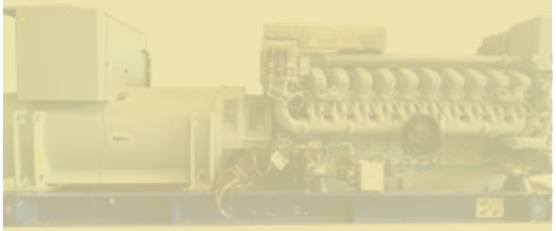




After-Sales Segment







Mission

To deliver optimal and reliable solutions to our marine and industrial customers.



Vision

To be Asia's most trusted partner in power solutions.

COMPANY VALUES

Collaboration for Success

Through teamwork and working closely with customers, we deliver the best possible solutions to meet customers' needs.

Belief in People

We believe our staff are capable of performing to expectations and have the potential to attain higher standards of excellence when nurtured.

Strive for Progress

We seek to continually improve our level of proficiency and expertise in our scope of work.

Commitment to Reliability

We pledge to only deliver optimally dependable solutions that fulfill customers' requirements.

Integrity in All We Do

We adhere to ethical principles in all our dealings with business partners, colleagues and ourselves.

Resourcefulness for the Right Solution

We employ clever and enterprising methods to devise optimal products and/or services suited to meet customers' needs.

XMH ANNIVERSARY

A JOURNEY OF **CONTINUOUS GROWTH**

Building on our achievements, expanding our capabilities, and creating lasting value for the future, we will continue to deliver consistent progress through resilience, innovation and disciplined execution.



CORPORATE MILESTONES

1950s

- Founded as a small machinery repair and maintenance shop in Kitchener Road by Mr. Tan Tum Beng in 1955.

1960s

- Engaged in the resale of used industrial diesel engines and machinery from suppliers in the United Kingdom.
- Provided engine modification service for customers in the timber industry.

1970s

- Converted from sole proprietorship to partnership – Meng Wah Machinery Work.

1980s

- Became one of the leading suppliers of used industrial and marine diesel engines and related machinery manufactured in Japan.









1990s

- Incorporated Xin Ming Hua Pte Ltd on 31 January 1991 following the transfer of business and assets from its original partnership arrangement.
- Began the distribution of a limited range of marine diesel engines and power generating sets under Mitsubishi brand in 1996.
- Secured exclusive distribution rights for SOLÉ brand of marine diesel engines and its genuine spare parts for certain regions in 1998.

CORPORATE MILESTONES

2000s

- Progressively secured more distribution rights for products including Akasaka, Hyundai, Doosan, Korsør, Reintjes, D-I and CENTA with some on exclusive basis.
- Developed a range of power generating sets under our in-house brand to offer value-added customisation service.
- Set up China (Shanghai) overseas office in 2006 to support marketing activities in China.
- Established XMH Engineering Pte. Ltd. in 2007 to design and develop XMH IPS, a one-stop integrated solution for the propulsion requirements of marine vessels.







CORPORATE MILESTONES



2010s

- Signed distributorship agreement between Mitsubishi Heavy Industries Ltd. ("**MHI**"), Mitsubishi Heavy Industries Engine System Asia Pte. Ltd. ("**MHIESA**") and Xin Ming Hua Pte Ltd on 19 January 2010.
- Listed on the SGX-ST Mainboard on 26 January 2011.
- Set up Vietnam (Ho Chi Minh City) overseas marketing office to support marketing initiatives in Vietnam.
- Secured two new principals – Guangzhou Diesel and Kamome Propeller.
- Set-up PT Xin Ming Hua Engine in 2012 to provide after-sales support and to have close proximity and to better serve our customers in Indonesia.
- Established AceGen Pte. Ltd. in 2013 to assembly our in-house "**AceGen**" brand power generating sets.
- Enhanced our new corporate logo, among others through a rebranding exercise.
- Acquired and successfully integrated Mech-Power Generator Pte Ltd and its subsidiary into the enlarged Group on 7 September 2013.
- Welcomed Credence Capital Fund II as our first major institutional and substantial shareholder.
- Breakthrough into Vietnam with orders for generator sets.
- Acquired 80% shareholdings of Z-Power Automation Pte. Ltd. into the enlarged Group on 4 March 2015.
- Accredited with prestigious ABB Value Provider Certification in June 2015.
- Moved into new office building at Tuas Crescent.
- Set up new outlet under PT Xin Ming Hua Engine on 8 June 2016 in Surabaya, Indonesia.
- Closed down China (Shanghai) overseas office in March 2017.
- Set up new outlet under PT Xin Ming Hua Engine on 8 January 2018 in Samarinda, Indonesia.
- Incorporation of Vivo Power Myanmar Company Limited in Myanmar in February 2018.
- Disposal of shares in Z-Power Automation (Vietnam) Co., Ltd. in February 2018.
- Struck off of wholly-owned subsidiary, AceGen Pte. Ltd. in February 2018.
- Disposed of Z-Power Automation Pte. Ltd. on 8 October 2019.

CORPORATE MILESTONES

2020s

- Despite the challenging operating environment brought about by the external and internal disruptions caused by the COVID-19 pandemic, the Group remained resilient and agile. The Group streamlined its cost structures, stayed focus and persevered throughout the year. This allowed the Group to turn around to achieve a profitable FY2021. The Group also managed to record a healthy book orders as a head start for FY2022.
- Awarded as approved System Integrator Framework by MTU Asia Pte Ltd in 2021.
- Awarded as approved Original Equipment Manufacturer Framework by MTU Asia Pte Ltd in 2021.
- Appointed as a Generator original equipment manufacturer for the territory in Singapore by Volvo Group in 2021.
- Awarded as the biggest distributor amongst all MHI's marine engine distributors in the world for 2021 by MHI.
- Achieved a committed book orders of more than S$100 million since FY2022.
- Breakthrough historical high revenue record of more than S$120 million in FY2023.
- Awarded as the world's no.1 distributor amongst all D-I distributors for 2022 by D-I.
- Awarded as the biggest distributor amongst all MHI's marine engine distributors in the world for 2022 by MHI.
- Awarded for outstanding performance on the first year distribution of Masson gearboxes for 2022 by Masson.
- Awarded as the biggest distributor amongst all MHI's marine engine distributors in the world for 2023 by MHI.
- Awarded Top Spare Parts Sales for 2023 by MHI.
- Awarded The Best International Distributor for 2023 by D-I.
- Installation of 1,053 solar panels with total of 652.86 kWp.
- Awarded The Best Distributor and outstanding performance on the second year distribution of Masson gearboxes for 2023 by Masson.



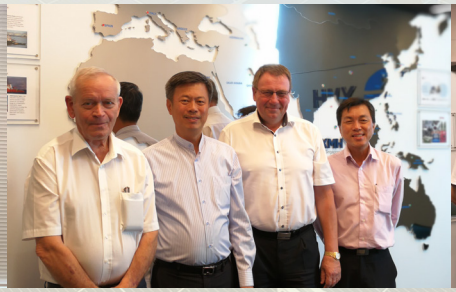






- Entered into a Collaboration between Mech-Power Generator Pte Ltd, Static Power Pte Ltd and PCSI Tech Solution Trading Inc. for projects in the Philippines on 11 January 2024.
- Signed Distributor Agreement of Gas Turbine Engines between Kawasaki Heavy Industries, Ltd. and Mech-Power Generator Pte Ltd on 24 May 2024.







CORPORATE MILESTONES

- Awarded The Best International Distributor for 2024 by D-I.
- Authorised as an Original Equipment Manufacturer partner by Mecc Alte in 2025.
- Awarded The Best International Distributor for 2025 by D-I.







- Awarded MGS Engine Lifeline Award 2025 by MHI.
- Awarded Three Diamond Award as the best worldwide distributor for Mitsubishi marine engines, Mitsubishi generators and Mitsubishi spare parts by MHI in 2024.
- Appointed as an Authorised Singapore Distributor for Mitsubishi Generator Series ("**MGS**") products from 1 October 2025 to 30 September 2027 by MHIESA.
- Welcomed MHIESA became a shareholder of Mech-Power Generator Pte Ltd through the acquisition of a 14.8% equity interest on 10 October 2025, marking the beginning of a strategic partnership with the Group.
- Awarded as the biggest distributor amongst all MHI's marine engine and MGS distributors in the world for 2025 by MHI.
- Signed Distributorship Agreement between MHIESA and Xin Ming Hua Pte Ltd for 2026 and 2027 in April 2026 for Mitsubishi Marine Diesel Engine Products.
- Signed Distributorship Agreement between Steyr Motors and Xin Ming Hua Pte Ltd on 15 June 2026.













CHAIRMAN'S MESSAGE

Dear Shareholders,

I am honoured to present the Annual Report of XMH Holdings Ltd. for the financial year ended 30 April 2026 ("**FY2026**"). FY2026 was another outstanding year for the Group, as we delivered record performance, surpassing the strong results achieved in previous years. These achievements reflect the successful execution of our growth strategies, the dedication of our people and our continued commitment to delivering excellence and creating sustainable value for our stakeholders.

Overview

Throughout FY2026, the Group continued to demonstrate resilience, agility and adaptability amid an increasingly complex and dynamic global environment. FY2026 was marked by significant macroeconomic and geopolitical uncertainties, including heightened tensions among major economies, ongoing conflicts in the Middle East and evolving global trade policies. These developments, coupled with volatility in energy and commodity prices, persistent inflationary pressures affecting customers' purchasing behaviour and fluctuating demand across various sectors, created a challenging operating environment for businesses worldwide.

Despite these uncertainties, the Group remained focused on executing its strategic priorities. By leveraging our technical expertise, operational excellence and customer-centric approach, we strengthened our market position, maintained business continuity and capitalised on growth opportunities across our key markets.

Our Distribution segment continued its positive trajectory, building on the momentum from FY2025. By aligning closely with customers' needs and maintaining strong relationships with suppliers, we were able to meet delivery timelines, uphold product quality, and enhance service levels. This segment remains a cornerstone of our business and a key driver of revenue growth.

Our Project segment also continued to make a meaningful contribution to Group revenue despite recording a moderate decline compared with FY2025.

Collectively, these achievements demonstrate the strength of our diversified business model and the strong commitment of our people to deliver success to the Group.

Financial Highlights

The Group's results in FY2026 further underscores its robust operational capabilities surpassing the outstanding results achieved in FY2025. The Distribution segment continued to perform strongly and was the primary driver of revenue and earnings growth during the year.

The Group recorded a revenue growth of 10.9%, reaching S$185.4 million in FY2026, compared to FY2025. Gross profit increased by 15.6% year-on-year to S$63.0 million in FY2026. Despite the substantial increase in business activity, the Group maintained prudent cost control, with operating expenses (excluding write-back of impairment losses on financial assets, net foreign exchange gains, and income tax expenses) rising by only 6.2% to S$30.0 million. The increase in operating expenses was primarily attributable to higher staff costs, marketing, branding, and promotional expenses.

As a result of strong top-line performance and disciplined expense management, the Group achieved a net profit before tax of S$38.9 million in FY2026, representing a significant increase of 25.0% over FY2025.

CHAIRMAN'S MESSAGE



"As XMH Holdings Ltd. celebrates its 70th anniversary, we reflect with pride on our enduring legacy and the strong foundation built over the decades. Building from strength to strength, we remain focused on shaping the future with confidence. Our record FY2026 performance reflects the resilience of our people, the strength of our business and our unwavering commitment to delivering sustainable long-term value for our stakeholders."

CHAIRMAN'S MESSAGE



Strategic Outlook

As the Group enters FY2027, we are optimistic about the outlook for our core operations, supported by sustained business momentum and a healthy order pipeline. With an order book of S$110.4 million as at 17 July 2026, underpinned by contributions from both the Distribution and Project segments, the Group is well-positioned to navigate the evolving business environment while maintaining steady operations. The healthy order pipeline provides a stable foundation for the Group's ongoing activities.

While geopolitical tensions, evolving trade policies, inflationary pressures, supply chain disruptions and regulatory developments continue to create uncertainty, we remain confident in the resilience of our business. Our diversified operations, established customer relationships and disciplined execution provide a solid foundation for sustainable growth.

The Group is committed to pursuing sustainable growth while maintaining operational resilience and financial discipline. In line with this commitment, the Group will continue to strengthen its position in existing markets while selectively pursuing opportunities in new geographical markets and underserved customer segments. By leveraging its technical expertise, long-standing customer relationships and strong operational capabilities, the Group aims to diversify its revenue streams, broaden its customer base and further enhance its market presence across the region.

At the same time, the Group remains committed to fostering strong and collaborative partnerships with its suppliers to maintain a resilient and reliable supply chain. These strategic relationships are essential in ensuring a stable supply of products, responding effectively to evolving customer requirements and maintaining high standards of service delivery. The Group will also continue to work closely with suppliers to explore and develop advanced engine technologies, with a view to enhancing its product offerings and strengthening its long-term competitiveness.

In addition, the Group will continue to enhance its operational capabilities through process improvements, prudent resource allocation and the adoption of appropriate technologies. These initiatives are intended to improve efficiency, productivity and cost-effectiveness, while strengthening operational readiness and enabling the Group to respond swiftly to evolving market conditions and customer needs.

Guided by these strategic priorities, the Group will continue to pursue growth opportunities prudently while maintaining a strong focus on risk management, innovation and operational efficiencies. We remain committed to creating sustainable long-term value for our customers, stakeholders and shareholders.

CHAIRMAN'S MESSAGE



Appreciation

On behalf of the management, I would like to extend our gratitude to the Board of Directors for their insight and advice. I also would like to take this opportunity to thank Mr. Tan Leong Kim for his stellar contributions during his tenure as Chief Financial Officer of the Company.

On behalf of the Board of Directors, I would also like to extend my heartfelt appreciation to our management team and employees for their unwavering dedication and hard work throughout FY2026. Your commitment has been instrumental in our success.

We also like to thank our customers, suppliers, and business associates for their continued trust and collaboration. Your support remains the cornerstone of our success, and we are committed to nurturing these valued relationships.

To our esteemed shareholders, thank you for your steadfast confidence in XMH Holdings Ltd. and its leadership. In recognition of the strong financial performance and the confidence in our business, the Board is pleased to propose a special interim dividend of 3.0 Singapore cents and a total final plus special dividends of 8.0 Singapore cents per share for the financial year ended 30 April 2026. The proposed final plus special dividends of 8.0 Singapore cents is subject to shareholders' approval at the upcoming Annual General Meeting.

Looking ahead, we are confident that our clear strategic direction, underpinned by the collective strength of our team, will propel the Group toward sustainable growth and enduring value creation for all stakeholders.

Yours sincerely,

Mr. Tan Tin Yeow
Chairman and Managing Director

OPERATIONS AND FINANCIAL REVIEW

TOTAL REVENUE

S$185.4m

10.9% higher than FY2025

DISTRIBUTION REVENUE

S$109.3m



PROJECT REVENUE

S$60.5m



AFTER-SALES REVENUE

S$15.6m



Financial Performance

The Group delivered another outstanding financial performance in FY2026, achieving strong growth in both revenue and profitability. Total revenue increased by 10.9% to S$185.4 million from S$167.1 million in FY2025, driven primarily by the strong performance of the Distribution segment despite lower revenue from the Project segment.

The Distribution segment continued to perform strongly, supported by sustained demand for engines used in commodity transportation tugboats across the Group's key markets. Demand was driven by both existing and new customers, underscoring the competitiveness and relevance of the Group's product offerings. Consequently, revenue from the Distribution segment increased by 27.1% to S$109.3 million in FY2026 from S$86.0 million in FY2025.

Revenue from the After-Sales segment remained stable at S$15.6 million in both FY2026 and FY2025.

The revenue growth was partially offset by a modest decline in the Project segment, where revenue decreased by 7.6% to S$60.5 million from S$65.5 million in FY2025. The decline was mainly due to lower project completion volumes and fewer projects achieving revenue recognition milestones during the year, arising from delays in the commencement and progress of certain data centre projects.

In line with the higher revenue, gross profit rose by 15.6% to S$63.0 million in FY2026 from S$54.5 million in FY2025. Gross profit margin improved from 32.6% to 34.0%, reflecting a favourable sales mix, effective cost management and enhanced operational efficiency.

Other income decreased by S$0.3 million, or 10.1%, from S$3.2 million in FY2025 to S$2.9 million in FY2026. The decrease was mainly attributable to lower rental income following the non-renewal of a tenancy agreement upon its expiry, as well as lower miscellaneous income during the year.

Operating Expenses

The Group's total operating expenses, excluding write-back of impairment losses on financial assets, net foreign exchange gains and income tax expenses, increased by S$1.8 million, or 6.2%, to S$30.0 million in FY2026 from S$28.2 million in FY2025.

Operating expenses increased mainly due to higher employee-related costs, including performance bonuses awarded in recognition of the Group's strong financial performance, as well as increased marketing and business development activities.

The increase in operating expenses was partially offset by lower finance costs, primarily attributable to the early full repayment of a term loan in FY2025, as well as the early repayment and lower utilization of revolving credit and trade financing facilities during FY2026.

As a result, profit attributable to shareholders increased to S$31.6 million in FY2026, marking another year of record earnings for the Group.

OPERATIONS AND FINANCIAL REVIEW

ORDER BOOK

S$110.4 million

as at 17 July 2026



Financial Position

As at 30 April 2026, the Group's total assets stood at S$188.1 million, a decrease of S$15.3 million, or 7.5%, from S$203.4 million as at 30 April 2025. The reduction was mainly attributable to lower contract assets, cash and short-term deposits, and property, plant and equipment.

Contract assets declined by S$18.4 million, from S$31.9 million to S$13.5 million, mainly due to progressive billings issued during the financial year.

Cash and short-term deposits decreased by S$4.6 million, primarily due to the early repayment of trade financing facilities during the year, reflecting prudent cash flow management and the Group's efforts to reduce finance costs.

Property, plant and equipment were lower by S$2.4 million to S$34.4 million as at 30 April 2026, mainly due to depreciation charges, partially offset by additions during the year.



These reductions were partially offset by increases in inventories and trade and other receivables.

Inventories grew by S$6.9 million, or 9.6%, to S$78.8 million as at 30 April 2026. The increase reflects Management's proactive inventory strategy to support a healthy order book and mitigate supply chain risks to ensure the timely fulfilment of customer orders and ongoing projects.

Trade and other receivables rose by S$4.5 million, or 30.8%, to S$19.1 million, primarily reflecting higher billing activities arising from increased revenue and the conversion of contract assets into receivables upon the achievement of project milestones.

Liabilities

Total liabilities fell by S$44.8 million to S$77.1 million as at 30 April 2026, compared to S$121.9 million in the previous year.

Loans and borrowings declined significantly by S$27.6 million, or 84.7%, to S$5.0 million. The reduction was mainly driven by the early repayment of trade financing facilities and lower facility utilisation during the year, consistent with the Group's ongoing efforts to strengthen its balance sheet and optimise financing costs.

Trade and other payables also decreased by S$17.0 million to S$64.7 million in FY2026, primarily due to payments made to suppliers and contractors during the financial year.

OPERATIONS AND FINANCIAL REVIEW



Shareholders' Equity

The Group's total equity attributable to owners of the Company increased by S$26.4 million, or 32.4%, to S$107.9 million as at 30 April 2026, compared to S$81.5 million as at 30 April 2025.

The increase was primarily driven by the strong profitability achieved during the financial year, demonstrating the Group's ability to consistently convert earnings into tangible value for shareholders while maintaining a disciplined approach to capital management.

Overall, the stronger balance sheet, supported by higher equity and substantially lower borrowings, provides the Group with greater financial flexibility to support future growth opportunities.

Consequently, the Group's net asset value per share increased by 24.09 Singapore cents, or 32.4%, to 98.44 Singapore cents in FY2026 from 74.35 Singapore cents in FY2025.

Statement of Cash Flows

Net cash generated from operating activities more than doubled to S$22.9 million in FY2026 from S$9.4 million in FY2025, reflecting stronger operating performance and improved working capital management.

The improvement was primarily attributable to lower working capital requirements, including a reduction in contract assets of S$38.8 million, a decrease in prepayments of S$0.5 million and a smaller increase in inventories of S$22.2 million compared to the previous year. In addition, profit before tax (after adjusting for non-cash items) increased by approximately S$5.9 million, in line with higher revenue and profitability.

These positive factors were partially offset by a reduction in trade and other payables of S$50.2 million, higher income tax payments of S$2.6 million arising from increased taxable profits, and an increase in trade and other receivables of S$1.5 million.

Net cash generated from investing activities amounted to S$12.7 million, compared to net cash used of S$0.1 million in FY2025, mainly due to proceeds of approximately S$13.0 million from the partial disposal of a subsidiary corporation during the year.

Net cash used in financing activities increased significantly by S$26.6 million to S$37.4 million in FY2026, primarily due to higher net repayments of trade financing facilities and increased dividend payments during the year.

Consequently, the Group recorded a net decrease in cash and cash equivalents of approximately S$1.8 million in FY2026 as compared to $1.5 million in FY2025 mainly due to significant debt repayments and higher dividend distributions during the year.

Order Book

As at 17 July 2026, the Group's order book stood at approximately S$110.4 million. The healthy order book provides revenue visibility for the coming financial periods and reflects the continued demand for the Group's products and services. It also reinforces Management's confidence in the Group's ability to sustain its business momentum and support future growth.

PRODUCTS WE CARRY

DELIVERING WITH EXCELLENCE

MITSUBISHI HEAVY INDUSTRIES ENGINE & TURBOCHARGER, LTD.

MITSUBISHI MARINE ENGINE

MGS Mitsubishi Generator Series

Kawasaki Powering your potential

ROLLS ROYCE

mtu A Rolls-Royce solution

AKASAKA DIESELS

VOLVO PENTA

STEYRMOTORS

(Effective from 15 June 2026)

BUKH since 1899

Solé Diesel

D-I INDUSTRIAL CO., LTD

masson

REINTJES POWERTRAIN SOLUTIONS

KAMOME PROPELLER

mecc alte

Mencast PARTNER PERFECT

AceGen

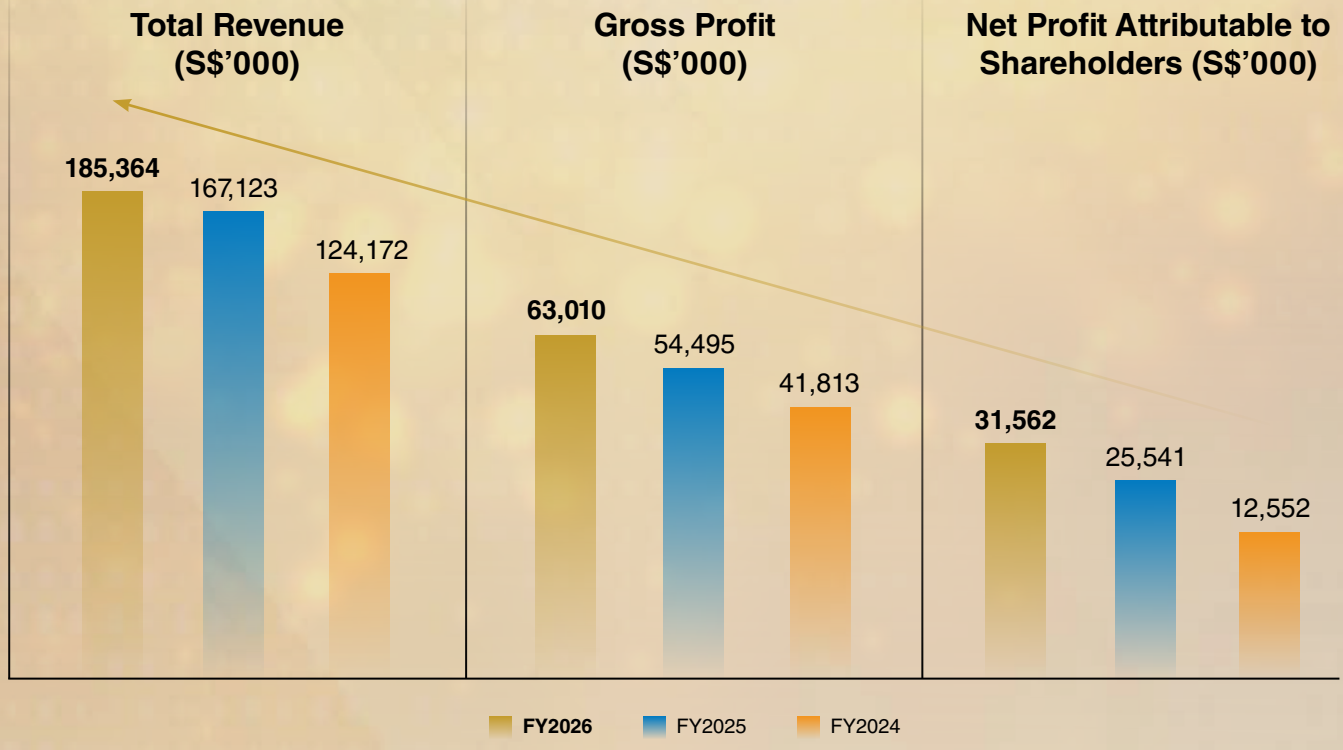
Mech-Power

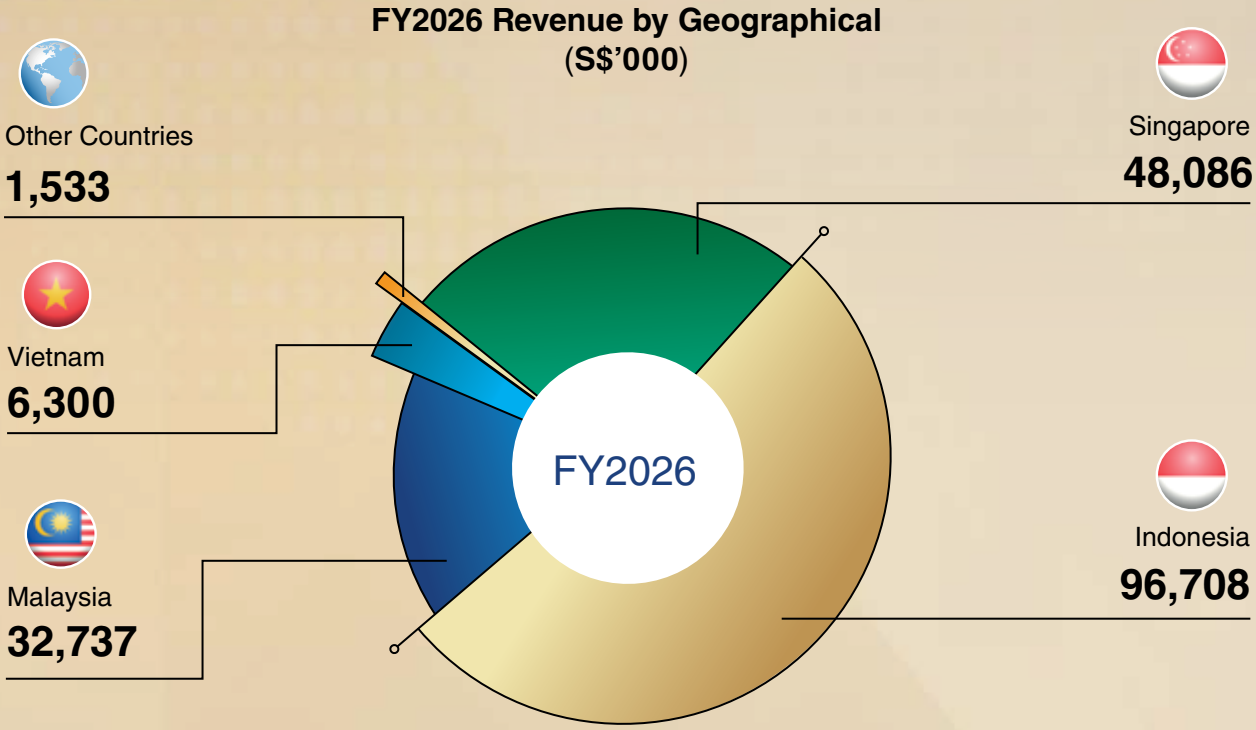
Building Quality To Power The World

XMH | IPS

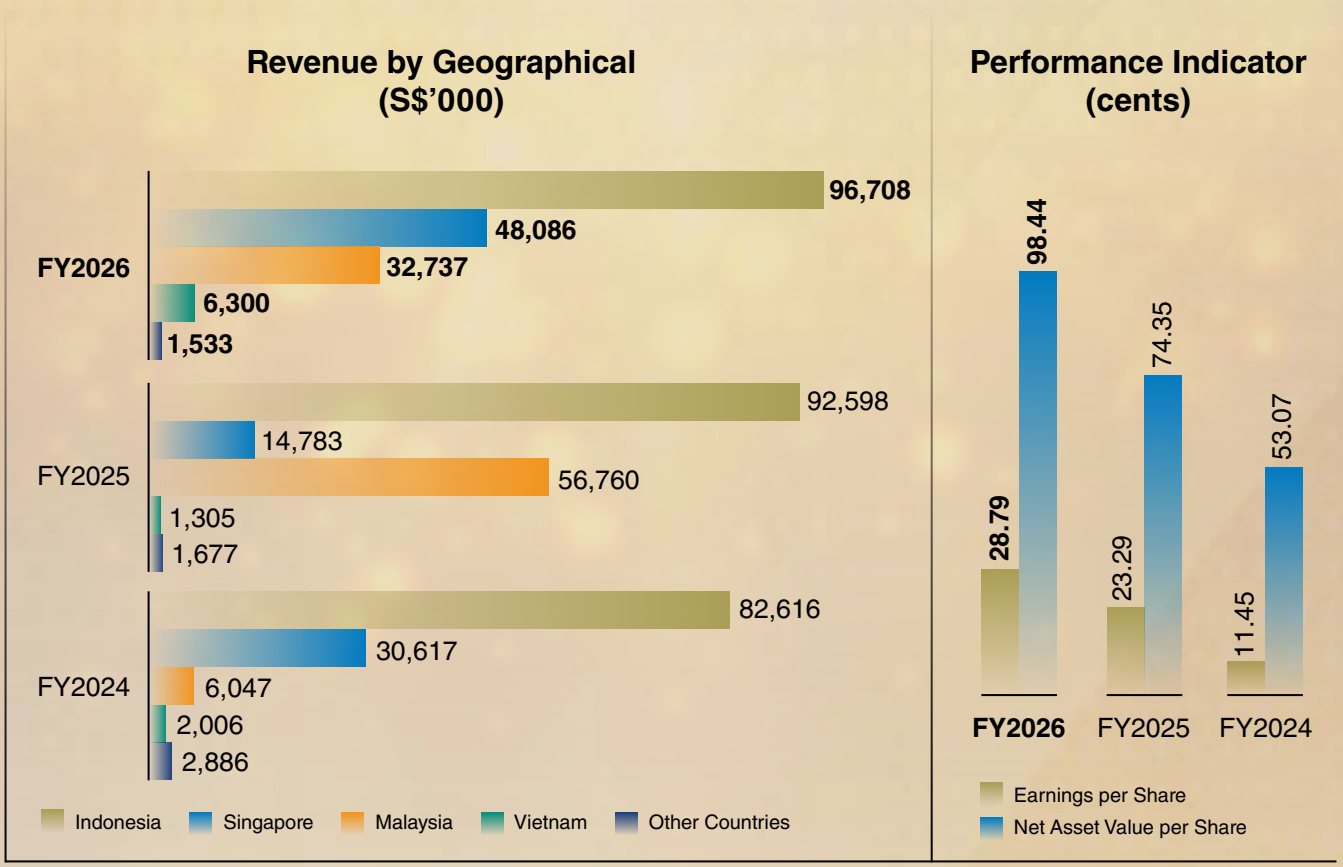
TAIYO ELECTRIC CO.,LTD.

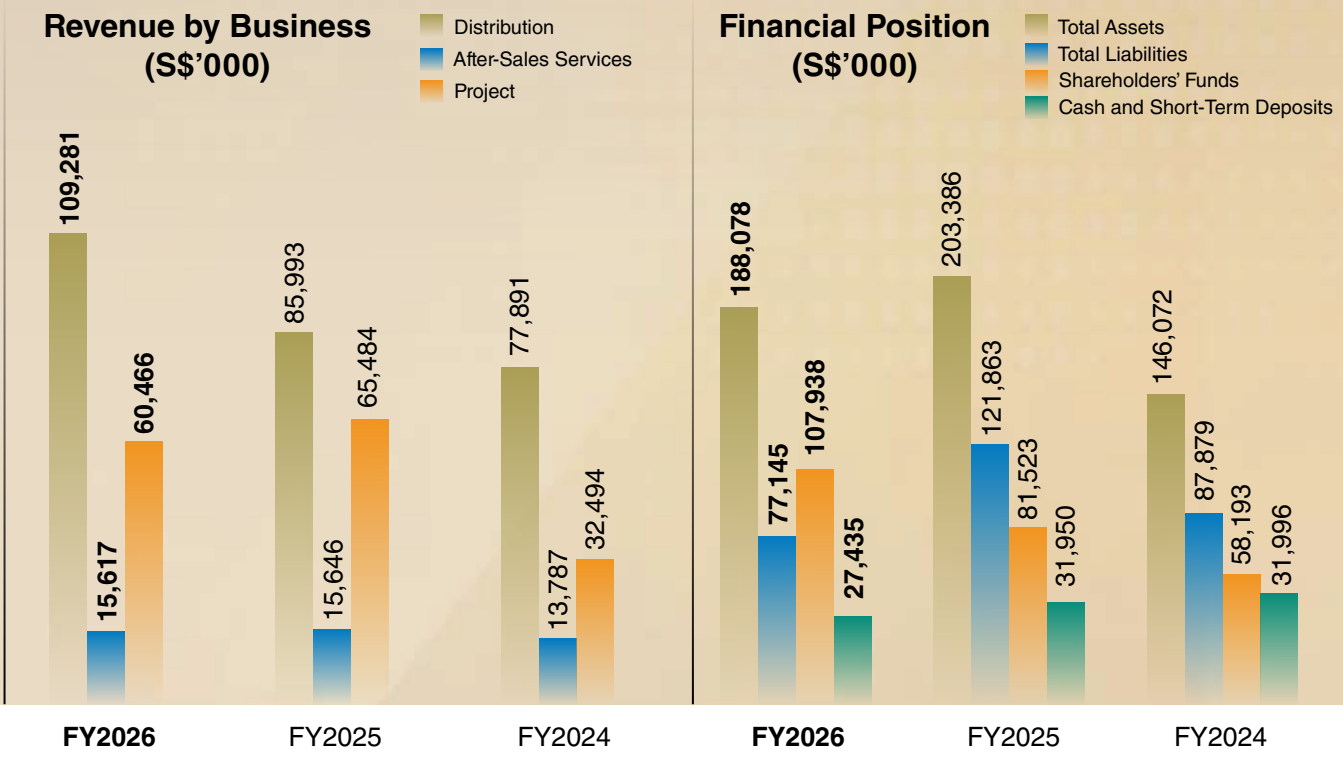
FINANCIAL HIGHLIGHTS





FINANCIAL HIGHLIGHTS





BOARD OF DIRECTORS



1. Mr. Tan Tin Yeow
2. Ms. Tan Guat Lian
3. Mr. Khoo Song Koon
4. Mr. Raymond Lam Kuo Wei
5. Mr. Eddie Foo Toon Ee

BOARD OF DIRECTORS

Mr. Tan Tin Yeow

Chairman and Managing Director

Mr. Tan was appointed as Chairman and Chief Executive Officer on 29 October 2010 and re-designated as Chairman and Managing Director on 8 September 2016. He bears overall responsibility for the Group as well as strategy formulation, corporate planning, business development and potential acquisition. He was also responsible for establishing the distribution arm and securing the exclusive distributorships for the Group.

Mr. Tan has more than 40 years of experience in the marine and industrial diesel engines industry. Prior to joining the Group, he has worked in Meng Wah Machinery Work, former partnership founded by the Founder, Mr. Tan Tum Beng until 1991. He was also one of the proud recipients of the Rotary-ASME Entrepreneur of the Year in 2007.

Ms. Tan Guat Lian

Executive Director

Ms. Tan was appointed as Executive Director (Human Resource & Administration) on 29 October 2010. She has overall responsibility in managing and overseeing the administrative and human resource departments.

Ms. Tan has contributed commendably to the early development of the Group with key initiatives like setting up various departments including the administrative, logistics, human resource, accounts and IT departments. She has more than 30 years of relevant experience in the Administrative and Human Resource.

Mr. Khoo Song Koon

Lead Independent Director

Mr. Khoo was appointed as an Independent Director on 26 June 2019. He was subsequently appointed as Lead Independent Director on 1 November 2024 and serves as the Chairman of the Audit Committee, and as a member of the Board, Nominating and Remuneration Committees.

He is the founder and executive director at JKhoo Consultancy Pte. Ltd. and was the Lead Independent Director of Resources Prima Group Limited before it was delisted from SGX-ST on 25 April 2022. Within the past three (3) years, Mr. Khoo was previously the Independent Non-Executive Chairman of Nippecraft Limited ("**Nippecraft**") which is listed on the Catalist Board of SGX-ST.

Mr. Khoo is currently a member of both the Institute of Singapore Chartered Accountants and Certified Public Accountants of Australia. He is also an Ordinary Member and Senior Accredited Director of the Singapore Institute of Directors.

BOARD OF DIRECTORS

Mr. Raymond Lam Kuo Wei

Independent Director

Mr. Lam was appointed as a Non-Executive and Independent Director on 8 October 2020 and serves as the Chairman of the Remuneration Committee, and as a member of the Audit and Nominating Committees.

He is currently the managing director of RL Law LLC.

Mr. Lam read law at the National University of Singapore and was admitted to the Singapore Bar in 2002 and as a Solicitor in England & Wales in 2008. He is a Notary Public and a Commissioner for Oaths.

Mr. Lam is a Fellow of the Chartered Secretaries Institute of Singapore and is the Immediate Past Chairman and member of its Management Council. He is also an Ordinary Member and Senior Accredited Director of the Singapore Institute of Directors.

Mr. Lam is the Non-Executive and Independent Chairman of Nippecraft and Non-Executive and Lead Independent Director of ASTI Holdings Limited and F J Benjamin Holdings Ltd which are listed on the SGX-ST.

Mr. Eddie Foo Toon Ee

Independent Director

Mr. Foo was appointed as a Non-Executive and Independent Director of the Company on 1 November 2024 and serves as the Chairman of the Nominating Committee, and as a member of the Board, Audit and Remuneration Committees.

He is currently the Group Chief Financial Officer of CSE Global Limited, which is listed on the Mainboard of the SGX-ST and is also an Independent Non-Executive Director of Nippecraft, which is listed on the Catalist Board of SGX-ST.

Mr. Foo has several years of financial management, corporate finance, risk management and merger and acquisitions experience in public listed and multinational companies. Prior to joining CSE Global Limited, he was the Group Chief Financial Officer at ECS Holdings Limited, a SGX Mainboard company.

Mr. Foo holds a Bachelor of Accountancy Degree from the Nanyang Technological University and is both an Australian registered Certified Public Accountant and a Chartered Accountant registered with the Institute of Singapore Chartered Accountants. He is a Accredited Director with the Singapore Institute of Directors.

SENIOR MANAGEMENT

Mr. Phua Tiang Soon

Operations Director

Mr. Phua joined the company on 4 December 2013 and is responsible for the overall Group's Operations Management, overseeing the Supply Chain, Production, Quality, Applications Engineering, and Facilities Management functions. He was with Credence Partners as Vice President, Investment (Portfolio Operations) prior to joining the Group.

Mr. Phua has over 20 years of working experience in the contract manufacturing business covering numerous locations in Asia with various MNCs. His past appointments include General Manager of Celestica Electronics Shanghai Ltd. (formerly Omni Electronics Shanghai), Managing Director of CTS Tianjin, Asia Pacific Director of Operations for Electrical Components International, among others. He holds a Bachelor's Degree (1st Class Honors) in Mechanical Engineering from Nanyang Technological University.

Ms. Kho Chai Wei

Financial Controller

Ms. Kho joined Xin Ming Hua Pte Ltd as a Senior Group Accountant on 15 September 2014. She was promoted to Financial Controller on 1 August 2025 and was appointed as the Key Management Personnel and Executive Officer of the company on 30 January 2026.

Ms. Kho is responsible for supporting the Chairman and Managing Director for all corporate finance matters, including Group's treasury and budgeting functions. She oversees the finance, export, and IT departments, and also managed all regulatory and compliance requirements of the Group.

Prior to joining the Group, Ms. Kho held a finance executive position of HTL International Holdings Ltd.. Before that, she was an auditor with Lo Hock Ling & Co.

Ms. Kho is an Associate Member of the Institute of Singapore Chartered Accountants and holds a Bachelor of Accountancy Degree from the University of Malaya.

Ms. Ong Siok Ling (Wang Shuling)

Administrative Manager

Ms. Ong was appointed as Assistant Administrative Manager on 29 October 2010 and promoted to Administrative Manager on 1 August 2011. She is responsible for overseeing the export department, which handles the Group's shipping documentation and supports the overall logistic planning process.

Prior to joining the Group as administrative assistant in 1998, she worked as customer support assistant in Wing Seng Logistic Pte. Ltd.. Over the years, she rose the ranks and was promoted to Administrative Officer and Administrative Executive in 2001 and 2003 respectively. She was subsequently promoted to Senior Administrative Executive in 2005 and has assumed the role of Assistant Administrative Manager since 2009.

GROUP STRUCTURE

XMH WAS LISTED ON THE MAINBOARD OF THE SGX-ST ON 26 JANUARY 2011



100%

XIN MING HUA PTE LTD
(Singapore, 1991)
● **Representative Office**

100%

XMH LOGISTICS PTE. LTD.
(Singapore, 2007)

100%

PT XIN MING HUA ENGINE
(Indonesia, 2012)
★ **Branches and Locations**

85.2%

MECH-POWER GENERATOR PTE LTD
(Singapore, 1983)

100%

MECH POWER GENERATOR SDN. BHD.
(Malaysia, 1992)

CORPORATE INFORMATION

Board Of Directors

Mr. Tan Tin Yeow
(Chairman and Managing Director)

Ms. Tan Guat Lian
(Executive Director)

Mr. Khoo Song Koon
(Lead Independent Director, Non-Executive)

Mr. Raymond Lam Kuo Wei
(Independent Director, Non-Executive)

Mr. Eddie Foo Toon Ee
(Independent Director, Non-Executive)

Company Secretary

Mr. Chua Kern
(LLB(Hons))

Registered Office

55 Tuas Crescent, #07-01,
Singapore 638743
Telephone: (65) 6368 0188
Facsimile: (65) 6368 0633

Audit Committee

Mr. Khoo Song Koon
(Chairman)

Mr. Raymond Lam Kuo Wei
(Member)

Mr. Eddie Foo Toon Ee
(Member)

Remuneration Committee

Mr. Raymond Lam Kuo Wei
(Chairman)

Mr. Khoo Song Koon
(Member)

Mr. Eddie Foo Toon Ee
(Member)

Nominating Committee

Mr. Eddie Foo Toon Ee
(Chairman)

Mr. Khoo Song Koon
(Member)

Mr. Raymond Lam Kuo Wei
(Member)

Mr. Tan Tin Yeow
(Member)

Share Registrar

Tricor Barbinder
Share Registration Services
(A Division of Tricor Singapore Pte. Ltd.)
9 Raffles Place, #26-01,
Republic Plaza Tower I,
Singapore 048619

Independent Auditors

Ernst & Young LLP
Public Accountants and Chartered Accountants Singapore
One Raffles Quay,
North Tower, Level 18,
Singapore 048583
Partner-in-charge:
Ms. Ho Shyan Yan
(Since financial year ended 30 April 2025)

Principal Banker

United Overseas Bank Limited
80 Raffles Place,
#12-00 UOB Plaza 1,
Singapore 048624



CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**" or "**Directors**") of XMH Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") is committed to maintain the highest standard of corporate governance throughout the Group and has always recognised the importance of good governance so as to enhance corporate performance, accountability, shareholders' value and the protection of stakeholders' interests as well as the financial performance of the Group.

This report sets out the Company's corporate governance practices and structures that were in place throughout and/or during the financial year ended 30 April 2026 ("**FY2026**") or which will be implemented, with specific reference to the principles and provisions as set out in the Code of Corporate Governance 2018 (the "**Code**") issued on 6 August 2018 and the accompanying Practice Guidance issued by the Monetary Authority of Singapore dated 14 December 2023.

The Board confirms that the Group has complied substantially in all material aspects with the principles and provisions of the Code for FY2026. Where there are deviations from the Code, appropriate explanations have been provided in this report. The Board will continue to review the corporate governance practices on an on-going basis for relevance and effectiveness, appropriate to the economic environment in which the Group operates.

(A) 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.***

Provision 1.1 – Principal Duties of the Board

The Board oversees the business and corporate affairs of the Group and assumes responsibility for the stewardship of the Group. The Board is entrusted to lead, supervise and oversee the Company, with the fundamental principle to act in good faith and the best interests of the Company, for the enhancement of long-term value and returns for the shareholders of the Company ("**Shareholders**").

The principal functions of the Board are as follows:

- protecting and enhancing long-term value and return to Shareholders and other stakeholders;
- providing leadership and guidance on corporate strategy, business directions, risk management policy and implementation of corporate objectives, as well as taking into consideration sustainability issues;
- establishing, reviewing and approving the annual budget, corporate policies, strategies and objectives for the Group;
- ensuring the effectiveness and integrity of Management;
- setting the Group's values and standards;
- identifying key stakeholder groups and recognising that their perceptions may affect the Group's reputation;
- monitoring Management's achievement of the Group's goals;

- conducting periodic reviews of the Group's financial performance, internal controls and reporting compliance;
- approving nominations to the Board and appointment of key executives;
- overseeing the long-term succession planning for senior Management;
- ensuring the Group's compliance with all relevant and applicable laws, regulations, policies, directives and guidelines; and
- assuming responsibility for the corporate governance of the Group.

All Directors are expected to exercise due diligence, independent judgement, and are obliged to act in good faith and hold Management accountable for performance. The Board objectively discharges its duties and responsibilities at all times as fiduciaries in the interests of the Company and puts in place a code of conduct and ethics, sets an appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Where a Director has a conflict or potential conflict of interest in relation to any matter, he/she shall immediately declare his/her interests and recuse himself/herself from such discussions and the decision-making process, unless the Board is of the opinion that his/her presence and participation is necessary for the efficacy of such discussions. Nonetheless, the Director in question shall abstain from voting in all aspects related to such conflicts or potential conflicts of interest.

Provision 1.2 – Board Induction, Training and Development

A formal letter of appointment will be furnished to each newly-appointed Director upon their appointment explaining, *amongst others*, their roles, obligations, duties and responsibilities as a member of the Board. Newly-appointed Directors receive appropriate training in areas such as accounting, legal and industry-specific training, where necessary. Appropriate briefings and orientations will be arranged for newly-appointed Directors to acquaint themselves with background information on the Group's history, mission and values, business operations, strategic directions, corporate governance practices, key business risks, as well as their duties and responsibilities as a Director. They will also be given opportunities to visit the Group's operational facilities and meet with Management to gain a better understanding of the Group's business. No new director had been appointed in FY2026.

The Board values ongoing professional development and recognises that it is important that all Directors receive regular training to be able to serve effectively on, and contribute to, the Board as a whole. Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of their duties and responsibilities. The Company will also arrange for first-time Directors to attend relevant training on the roles and responsibilities of a director of a listed issuer as prescribed by the Singapore Exchange Securities Limited (the "**SGX-ST**") and, if necessary, in areas such as accounting, legal and industry specific knowledge as appropriate. Such seminars as well as other training courses will be arranged and funded by the Company for all Directors.

During FY2026, the Directors attended several training programmes organised by institutions such as the Accounting and Corporate Regulatory Authority ("**ACRA**"), Chartered Secretaries Institute of Singapore ("**CSIS**"), Institute of Singapore Chartered Accountants ("**ISCA**") and the Singapore Institute of Directors ("**SID**"). These training programmes enable the Directors to make well-informed decisions and to ensure that the Directors are competent in carrying out their expected roles and responsibility.

Such seminars and training programmes attended by the Directors in FY2026 include briefings, developments and/or updates on (i) financial reporting, tax regulations, and governance standards; (ii) ethics and corporate governance standards; (iii) laws and regulations surrounding the Anti-Money Laundering/Combating the Financing of Terrorism ("**AML/CFT**") landscape; (iv) artificial intelligence ("**AI**"), cybersecurity and digital transformation; (v) human resource management; and (vi) sustainability framework for environmental, social and governance ("**ESG**") reporting:

- ACRA – Supporting Your Business with Regulatory Measures and Digital Enhancements Webinar;
- CPA Australia – Professional Ethics in Focus 2025;
- CPA Australia – Firm Culture and Governance;
- CSIS-ACRA Outreach Seminar – Navigating the Evolving AML/CFT Landscape;
- ISCA – The Accountant's Edge: Applying Professional Scepticism and Ethics to Personal Investing;
- ISCA – Pre-Budget Roundtable 2026;
- ISCA – Budget & Tax Conference 2026;
- Law Society of Singapore ("**Law Society**") – Introduction to AI in Legal Technology: A Primer for Senior Practitioners;
- Law Society – Walking the Line: Ethics, Advocacy and Integrity in Mediation Practice;
- Singapore Business Federation ("**SBF**") – Empowering Singapore's Workforce for Future Challenges;
- SBF – Workforce Development for Business Growth & Sustainability;
- SID – Transatlantic Divide on ESG: Approaches and Implications;
- SID – Sentinel or Sleuth: Directors' Duties Amid Corporate Fraud;
- SID – Cyber Resilience Training for Board Directors;
- SID – Corporate Governance Roundup 2025;
- SID – A Board's Perspective on Scaling AI with ISO 42001;
- SID – Sustaining ESG Momentum;
- SID and Ensign InfoSecurity – Cyber Security Crisis Simulation Training for Directors;
- Singapore National Employers Federation ("**SNEF**") – Economic Strategy Review; and
- SNEF – The Sustainable Employer: Aligning People, Purpose and Performance.

Management closely monitors any changes to regulations and accounting standards. To keep pace with such changes, the Company also provides opportunities for ongoing education and training on Board processes and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from the SGX-ST Listing Rules ("**Listing Rules**") that affect the Company and/or the Directors in the discharge of their duties.

The Directors are updated regularly on changes to the Listing Rules in areas such as risk management, corporate governance, insider trading and key changes in the relevant regulatory requirements, financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as members of the Board or the Board Committees. The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects when presenting interim and other price sensitive public reports and reports to regulators (if required). The Board is also updated on changes in legislation and regulatory compliance by Management, the Company Secretary and external auditors to ensure that the Group complies with the relevant regulatory requirements.

New releases issued by the SGX-ST and ACRA which are relevant to the Directors are regularly circulated to the Board. The Company Secretary regularly informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the external auditors update the Audit Committee and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

Provision 1.3 – Board Approval

The Board has adopted a set of internal policies and procedures on the approval matrix setting forth matters that require the Board's approval (the "**Approval Matrix**"). The Board's decision of such matters reserved for its approval are clearly communicated to Management in writing. Matters outlined under the Approval Matrix which are specifically reserved for the full Board's decision and approval, include, *amongst others*, matters which involve a conflict or potential conflict of interest of a substantial Shareholder or a Director or persons connected to such Shareholder or Director, material acquisitions, disposal of assets, operating budgets and capital expenditure, corporate or financial restructuring, share issuances, declaration of dividends and other returns to Shareholders and matters which require Board approval as specified under the Company's interested person transaction policy. Below the Board level, there is appropriate delegation of authority and approval sub-limits at Management level, to facilitate operational efficiency.

Provision 1.4 – Delegation by the Board

To assist the Board in the execution of its responsibilities, the Board has delegated specific responsibilities to three (3) committees, namely the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively, the "**Board Committees**"). While the Board Committees have the authority to examine particular issues and will report to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters still lies with the entire Board. The Board Committees operate within clearly defined terms of reference ("**TOR**") which set out, *amongst others*, their respective compositions, authorities and duties and they play an important role in ensuring good corporate governance in the Company and within the Group. The TOR of the Board Committees are reviewed on a regular basis to ensure their continued relevance and effectiveness. Further information and details on each of the Board Committees can be found on pages 34 to 36, 41 to 42, and 47 to 49 of this Annual Report.

Provision 1.5 – Board and Board Committee Meetings and Attendance Records

Formal Board meetings are held at least four (4) times a year to, *inter alia*, approve the results announcements and to oversee the business affairs of the Group. The schedule of all Board and Board Committee meetings, as well as the annual general meeting of the Company ("**AGM**") for the next calendar year is planned in advance on a yearly basis. This enables the Board to meet on a regular basis without interfering with the Company's operations. The Board may request for further clarification and information from Management on all matters within its purview. Ad-hoc meetings are convened as and when circumstances require. The Constitution of the Company (the "**Constitution**") provides for meetings of the Board to be conducted by way of telephone conference or other methods of simultaneous communications by electronic means. The Board and Board Committees may also make decisions through circulating resolutions.

The Board's responsiveness has allowed Management to manage business and corporate matters effectively. Individual Directors make themselves available and accessible to Management for discussion and consultation outside the formal Board and Board Committees' meetings.

Executive officers, such as the Chief Financial Officer ("**CFO**") and Financial Controller ("**FC**"), also make presentations of the Group's business strategies and financial performance at these meetings. These allow the Board to have a good understanding of the Group's operations and actively engage in robust discussion with the Group's senior executives.

The table below sets out the number of Board and Board Committee meetings held during FY2026 and the attendance of each Director at these meetings:

	Board	AC	NC	RC
No. of Meetings	**4**	**4**	**1**	**1**
Name of Director	**No. of Meetings attended**			
Mr. Tan Tin Yeow ("**Mr. Tan**")	4	4*	1	1*
Ms. Tan Guat Lian ("**Ms. Tan**")	4	4*	1*	1*
Mr. Khoo Song Koon ("**Mr. Khoo**")	4	4	1	1
Mr. Raymond Lam Kuo Wei ("**Mr. Raymond Lam**")	4	4	1	1
Mr. Eddie Foo Toon Ee ("**Mr. Eddie Foo**")	4	4	1	1

** By invitation*

Directors who are unable to attend a Board meeting are provided with the briefing materials and will be able to discuss issues relating to the Board agenda with the Chairman and Managing Director ("**MD**"). Directors with multiple board representations will ensure that sufficient time and attention are given to the affairs of the Group. As mentioned under Provision 4.5 of this report, the NC is satisfied that sufficient time and attention has been given by the Directors to the affairs of the Group, notwithstanding that some of the Directors have multiple Board representations, taking into account the attendance of the Directors at Board or Board Committee meetings, results of the assessment of the effectiveness of the Board as a whole, the Board Committees, and the respective Director's actual conduct on the Board and its Board Committees for FY2026. Please refer to Provision 4.3 and **TABLE A** of this report for more information on the listed directorships and principal commitments of the Directors. None of the Directors have more than four (4) board representations on publicly listed entities for FY2026.

Provision 1.6 – Complete, Adequate and Timely Information

Management also regularly updates the Directors on the business activities of the Company and the Group during Board meetings. The Company recognises the importance in ensuring that there is complete, adequate and timely flow of information to the Directors from time to time to enable them to make informed decisions and to discharge their duties and responsibilities.

To ensure that the Directors have sufficient time to prepare for the relevant meetings, all Directors receive a set of board papers prior to such meetings. This is generally issued to them at least five (5) days prior to the meeting to enable the Directors to obtain further explanations, where necessary, and includes financial, business and corporate matters of the Group, so as to enable the Directors to be prepared for the meetings of the Board and Board Committees.

As part of good corporate governance, decision-making on key matters is reserved for resolution at Board meetings rather than simply circulating reports on those matters, in order to facilitate effective discussions. Key analysts' reports on the Group, if available, are forwarded to the Directors on an on-going basis. In addition, the Board receives quarterly management accounts from the Management, which present a balanced and understandable assessment of the Group's performance, position and prospects. Additional information or material requested by the Directors, if any, is also promptly furnished. Any material variances between the projections and actual results are also disclosed and explained to the Board.

Provision 1.7 – Independent Access to Management, Company Secretary and External Advisers

The Directors have separate and independent access to the Company Secretary, senior management, including the Chairman and MD, CFO, FC and other executive officers, as well as the Group's internal and external auditors. Queries by Directors on circulated reports are directed to the Management who will respond accordingly. Where relevant, Directors' queries and the Management's responses will be circulated to all Board members for their information.

The Directors have separate and independent access to the advice and services of the Company Secretary. The Company Secretary or his/her representative(s) attends all meetings of the Board and, together with members of the Management, ensures that Board procedures are followed and that applicable rules and regulations are complied with. The Company Secretary or his/her representative(s) also attends all meetings of the Board and Board Committees where necessary and is responsible primarily for the proper maintenance of the secretarial records. Under the direction of the Chairman and MD, the Company Secretary assists in ensuring good information flow within the Board and its Board Committees and between senior management and the Independent Directors, as well as facilitating orientation and assisting with professional development as required.

Under the Constitution, the decision to appoint or remove the Company Secretary can only be taken by the Board.

Each Director has the right to seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order to fulfil his/her duties and responsibilities as a Director.

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.***

As at the date of this Annual Report, the present Board comprises five (5) members, three (3) of whom are Independent Directors (including the Chairman of the various Board Committees) and they are able to exercise objective judgement on corporate affairs independently from the Management. The Independent Directors make up a majority of the Board.

The composition of the Board and the Board Committees are as follows:

Name of Director	Board	AC	NC	RC
Mr. Tan Tin Yeow	Chairman and MD	–	Member	–
Ms. Tan Guat Lian	Executive Director	–	–	–
Mr. Khoo Song Koon	Lead Independent Director	Chairman	Member	Member
Mr. Raymond Lam Kuo Wei	Independent Director	Member	Member	Chairman
Mr. Eddie Foo Toon Ee	Independent Director	Member	Chairman	Member

Provision 2.1 – Board Independence

The independence of each Director is assessed and will be reviewed at least annually by the NC, based on the guidelines of the Code as well as Rule 210(5)(d) of the Mainboard Listing Rules, and any other salient factors. In its deliberation as to the independence of a Director, the NC takes into account examples of relationships set out in the Code. The NC considers an "**independent**" Director as one who is independent in conduct, character and judgement, and has no relationship with the Company or its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his/her independent business judgement in the best interests of the Company. The criterion of independence is based on the definition set out in the Code whilst Rule 210(5)(d) of the Mainboard Listing Rules sets out the circumstances under which a Director will not be independent. The NC has reviewed, determined, and confirmed the independence of each Independent Director for FY2026.

Each Independent Director is required to provide an annual confirmation of his independence based on the guidelines set out in the Code. For FY2026, the Independent Directors, namely Mr. Khoo, Mr. Raymond Lam and Mr. Eddie Foo, have confirmed that they are not involved in any of the relationships and/or circumstances as provided for in Rule 210(5)(d) of the Mainboard Listing Rules. The NC will review and deliberate the independence of each Director before giving its recommendation to the Board for deliberation. Each Independent Director has duly abstained from the NC and/or Board's determination of his independence. The Board, based on the review of the NC, has determined that the Independent Directors of the Board, namely, Mr. Khoo, Mr. Raymond Lam and Mr. Eddie Foo, are independent for FY2026.

As of the date of this report, none of the Independent Directors have served on the Board for more than nine (9) years from the date of their first appointment.

Provisions 2.2 and 2.3 – Proportion of Independent and Non-Executive Directors

There is presently a strong and independent element on the Board. As the Chairman and MD is not an independent director, the Company has three (3) Independent Directors and is in compliance with Provision 2.2 of the Code which stipulates that independent directors make up a majority of the Board where the Chairman is not independent. The Board comprised a majority of Non-Executive Directors.

Provision 2.4 – Board Composition and Competency of the Board

Diversity will be taken into consideration when determining the optimum composition of the Board as a whole. The Board believes that board diversity should embrace factors such as the need for individuals to come from diverse backgrounds, possessing different skill sets, life experiences, abilities and beliefs for better Board performance.

Board Diversity Policy

The Company recognises and embraces the benefits of diversity on the Board and views Board Diversity as an essential element in supporting the attainment of its strategic objectives and its sustainable development. It also promotes the inclusion of different perspectives and ideas, mitigates groupthink and enhances the Board's overall decision-making capability.

The Company has in place a Board Diversity Policy which sets out its approach to achieve diversity at the Board. Pursuant to the Board Diversity Policy, the NC will review the structure, size and composition (including but not limited to the gender, age, education background, professional experiences, skills and knowledge) of the Board at least annually and assist the Board in reviewing the required mix of skills, knowledge, experience and other qualities which the Non-Executive Directors should bring to the Board on an annual basis. The NC will consider all aspects of diversity in order to arrive at an optimum balanced composition of the Board.

Under the Board Diversity Policy, the Board sets the following diversity objectives, including (i) gender diversity; (ii) balance of skills appropriate for the requirements of the business of the Group; and (iii) appropriate level of independence of the Board. All appointments will be based on merit of candidates, in the context of the skills and having due regard for the benefits of diversity on the Board, our needs and our core values.

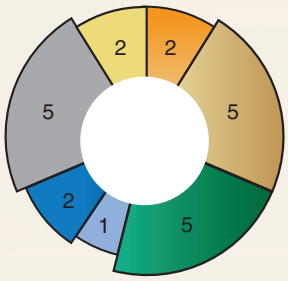
The NC also reviews the composition and size of the Board on an annual basis to ensure that it is of an appropriate size and comprise Directors who, as a group, provide the appropriate balance and mix of skills, expertise and experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The NC also conducts annual reviews to assess if the existing attributes and core competencies of the Board are complementary (in this regard, the NC notes that the Board consists of professionals from various disciplines) and contributes to the efficacy and informed decision-making by the Board. In respect of FY2026, the NC considers the Board size to be appropriate for the current scope and nature of the Group's operations and the requirements of the business, and that the composition of the Board achieves diversity of skills, knowledge, experience, age and gender.

The current Board composition reflects the Company's commitment to Board diversity, especially in terms of female representation, background and experience. Any progress made towards the implementation of the policy will be disclosed in our Corporate Governance Report, as appropriate.

The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

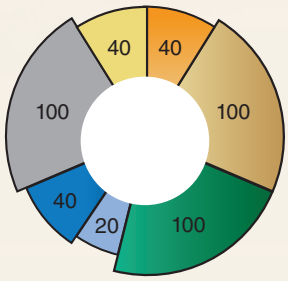
Diversity of the Board

Core Competencies



Number of Directors

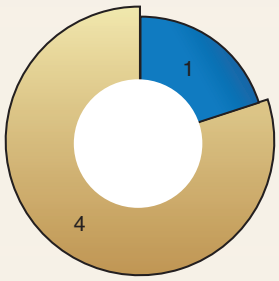
- Accounting or finance
- Business management
- Corporate governance
- Legal



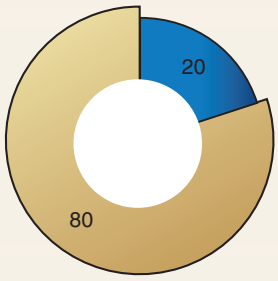
Proportion of Board (%)

- Relevant industry knowledge or experience
- Strategic planning experience
- Customer based experience or knowledge

Gender



Number of Directors



Proportion of Board (%)

- Female
- Male

A description of the background of each Director, including the directorships they presently hold and those held over the preceding three (3) years in other listed companies and other principal commitments, is presented on pages 37 to 38 of this Annual Report. Each Director has been appointed on the strength of his calibre, experience and stature. Each Director is expected to bring a valuable range of experience and expertise to contribute to the development of the Group's strategy and performance of its business. As a group, the Directors collectively possess a broad range of industry knowledge, expertise and experience in areas such as accounting, finance, business, legal and management, all of which are relevant to the Group.

The NC will periodically review the competencies of the Directors to ensure effective governance of the Company and contribution to the Board. To address the dynamic business environment, the NC will recommend the Board to consider the appointment of new Director(s) that has/have the relevant skillset, expertise, experience and knowledge as and when it deems necessary. The Board consists of Directors with a diversity of skills, knowledge and experience in accounting, finance, legal, corporate governance, industry knowledge, strategic planning as well as customer-based knowledge and experience.

It is the Company's objective to facilitate robust engagement and effective decision-making by the Board, and to ensure 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. Regardless of gender, race, ethnicity, religion, age or other aspects of diversity, the Board is committed to attracting individuals with diverse experience and expertise to serve as directors. As a group, they will provide an appropriate balance and range of skills, experience, perspectives and knowledge for effective stewardship of the Group's business.

The NC and Board are of the view that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making, and are satisfied that the objectives of the Board Diversity Policy continue to be met.

Provision 2.5 – Meetings of Non-Executive and Independent Directors without Management

Independent Directors do not exercise any management functions in the Group. Although all the Directors have equal responsibility for the performance of the Group, the role of the Independent Directors is particularly important in ensuring that the strategies proposed by the Management are fully discussed and rigorously examined, and take into account the long-term interests of not only the Shareholders, but also of the employees, customers, suppliers and the communities in which the Group conducts its business, in reviewing the performance of Management in meeting agreed goals and objectives, and in monitoring the reporting of performance. The NC considers its Independent Directors to be of sufficient calibre and their views to be of sufficient weight such that no individual or a small group of individuals is able to dominate the Board's decision-making process. The Board has also appointed Mr. Khoo as its Lead Independent Director.

The Independent Directors are scheduled to meet regularly, and as warranted, without the presence of Management to discuss concerns or matters such as the effectiveness of Management. The Chairman of such meetings provides feedback to the Board and Chairman as appropriate. The Independent Directors have met at least once without the presence of Management in FY2026.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Provision 3.1 – Separation of Role of Chairman and Chief Executive Officer

Provision 3.2 – Role and Responsibilities of the Chairman

Mr. Tan currently assumes the roles of both the Chairman and MD. He was re-designated from Chairman and Chief Executive Officer ("**CEO**") to Chairman and MD with effect from 8 September 2016. There is no change in Mr. Tan's duties and responsibilities in the Group. The Group believes that a single leadership structure will facilitate the decision-making process in relation to business opportunities and operational matters. The Board is of the opinion that it is not necessary to separate the two (2) roles after taking into consideration the size and capabilities of the Board, and the size and operations of the Group.

The Chairman and MD is the most senior executive in the Company and bears executive responsibility for the Company's business, as well as the responsibility for the workings of the Board. The Chairman and MD ensures that Board meetings are held when necessary and sets the Board meeting agenda in consultation with the Directors. The Chairman and MD reviews Board papers before they are presented to the Board and ensures that Board members are provided with complete, adequate and timely information. As a general rule, Board papers are sent to Directors in advance for Directors to be adequately prepared for the meeting. The Chairman and MD also ensures that the management staff who have prepared the papers, or who can provide additional insight into the matters to be discussed, are invited to present the papers or attend at the relevant time during the Board meetings. The Chairman and MD promotes active engagement and an open dialogue amongst the Directors as well as between the Board and Management. At the AGM and other shareholders' meetings, the Chairman and MD ensures constructive dialogue between Shareholders, the Board and Management. The Chairman and MD takes a leading role in the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Directors, Company Secretary and Management.

Provision 3.3 – Appointment of Lead Independent Director

As recommended by the Code, and to promote a high standard of corporate governance, the Board has appointed Mr. Khoo as the Lead Independent Director. Mr. Khoo is accessible to Shareholders for addressing their concerns that cannot be adequately or appropriately resolved through the normal channels of communication with the Chairman and MD, the CFO or the FC. There was no query or request on any matters which required the Lead Independent Director's attention in FY2026.

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.

Provisions 4.1 and 4.2 – Composition, Role and Responsibilities of the Nominating Committee

As of the date of this report, the NC comprises four (4) members, three (3) of whom (including the NC Chairman) are Independent Directors. The members of the NC are as follows:

Mr. Eddie Foo Toon Ee (Chairman)
Mr. Khoo Song Koon
Mr. Raymond Lam Kuo Wei
Mr. Tan Tin Yeow

The Chairman of the NC is an Independent Director who is neither a substantial shareholder of the Company, nor directly associated with a substantial shareholder of the Company. The Lead Independent Director, Mr. Khoo, is a member of the NC.

The NC meets at least once a year and at such other times as may be necessary. One (1) NC meeting was held in respect of FY2026. The purpose of the meeting was primarily to review the overall performance of the Board and Board Committees, conduct an assessment of individual Directors in terms of their roles and responsibilities and confirm matters regarding the re-election of Directors at the forthcoming AGM.

The terms of reference set out clearly the principal responsibilities of the NC which include, amongst others:

- making recommendations to the Board on all Board appointments;
- the review of succession plans for the Chairman and MD, and key management personnel (as defined in the Code);

- making recommendations to the Board on the re-nomination of Directors annually and at least once every three (3) years for each Director, as required by the Constitution;
- determining the independence of Directors annually;
- procuring that at least half of the Board shall comprise Independent Directors;
- reviewing the training and professional development programmes for the Board and its Directors; and
- proposing a set of objective performance criteria to the Board for approval and implementation, to evaluate the effectiveness of the Board as a whole, its Board Committees and the contribution of each Director to the effectiveness of the Board and the Board Committees.

Provision 4.3 – Selection, Appointment and Re-appointment of Directors

Selection and appointment of new directors

In its search, nomination and selection process for new Directors, the NC identifies the key attributes that an incoming Director should have, based on a matrix of the attributes of the existing Board members and the requirements of the Group. After endorsement by the Board of the key attributes, the NC taps into the resources of the Directors' personal contacts and recommendations for potential candidates and goes through a short-listing process. If candidates identified through this process are not suitable, executive recruitment agencies will be appointed to assist the NC in the search process. Interviews will be set up with potential candidates for NC members to assess them before a decision is reached. Other important issues considered in the NC's nomination and selection process for new Directors include the need for board diversity and progressive renewal of the Board. The NC also ensures that new Directors are aware of their duties and obligations.

There is no alternate director on the Board in FY2026.

Re-appointment of Directors

The NC is charged with the responsibility of re-nomination, and in its deliberations on the re-election and re-appointment of existing Directors, the NC takes into consideration the relevant Director's competency, commitment, contribution and performance (including, if applicable, his/her contribution and performance as Independent Director). The assessment parameters include his/her attendance record, preparedness, level of participation and candour at meetings of the Board and Board Committees as well as the quality of input and contributions. The NC Chairman will give feedback to the Board on the appointment of new Directors or retirement or resignation of existing Directors, following the outcome of an annual performance evaluation of individual Directors, and the Board will take into consideration the NC's views in this regard. Other important issues considered in the NC's deliberations on the re-election and re-appointment of existing Directors include composition of and progressive renewal of the Board.

The Code recommends that all Directors should be required to submit themselves for re-nomination and re-election at regular intervals. In this regard, Regulation 89 of the Constitution provides that at each AGM, one-third (1/3) of the Directors for the time being or, if their number is not a multiple of three (3), the number nearest to but not less than one-third (1/3), shall retire from office by rotation, provided that no Director holding office as MD shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. For the avoidance of doubt, each Director (other than a Director holding office as MD) shall retire at least once every three (3) years.

In accordance with the Code and Listing Rule 720(5) of the SGX-ST, all directors of an issuer are required to submit themselves for re-nomination and re-appointment at least once every three (3) years.

Accordingly, Mr. Tan and Mr. Khoo are the Directors retiring by rotation pursuant to Regulation 89 of the Constitution at the forthcoming AGM ("**Retiring Directors**"). Mr. Tan and Mr. Khoo have consented for re-appointment following their retirement at the forthcoming AGM.

The NC has reviewed and is satisfied that the Retiring Directors are properly qualified for re-appointment by virtue of their skills, experience and contributions.

Accordingly, the NC has recommended to the Board that Mr. Tan and Mr. Khoo be nominated for re-election pursuant to Regulation 89 of the Constitution at the forthcoming AGM. The Board has accepted the NC's recommendation. Details of the Retiring Directors are found in **TABLE A** set out on pages 58 to 60 of this Annual Report.

The Retiring Directors have abstained from deliberation on the matter regarding their re-election and retirement as a Director of the Company.

The key information regarding Directors such as their academic and professional qualifications, Board Committees on which they have served on, directorships or chairmanships both present and past held over the preceding three (3) years in other listed companies and other major appointments, whether the appointment is executive or non-executive, is set out below. Information on the shareholdings of the Directors in the Company and its subsidiaries can be found on pages 88 to 89 of this Annual Report.

Mr. Tan Tin Yeow
Chairman and MD

Mr. Tan was appointed to the Board on 17 May 2010 and subsequently appointed as Chairman and CEO on 29 October 2010. He was re-designated as Chairman and MD on 8 September 2016. Mr. Tan's date of last re-election was 28 August 2024 and is due for re-election at the forthcoming AGM. He serves as the Chairman of the Board and as a member of the NC.

Mr. Tan's highest academic qualification is the Singapore Cambridge General Certificate of Education Ordinary Level Examination. Mr. Tan has not held any directorships or chairmanships in other listed companies in the preceding three (3) years.

Ms. Tan Guat Lian
Executive Director

Ms. Tan was appointed to the Board on 17 May 2010 and subsequently appointed as an Executive Director on 29 October 2010 and is in-charge of the Human Resource & Administration function. She was last re-elected as a director on 28 August 2025.

Ms. Tan has a diploma in Human Resource Management from PSB Academy. Ms. Tan has not held any directorships or chairmanships in the preceding three (3) years in other listed companies.

Mr. Khoo Song Koon
Lead Independent Director

Mr. Khoo was appointed as a Non-Executive and Independent Director on 26 June 2019. He was subsequently appointed as Lead Independent Director on 1 November 2024. He was last re-elected as a director on 28 August 2024 and is due for re-election at the forthcoming AGM. He serves as the Chairman of the AC, and as a member of the Board, NC and RC.

Mr. Khoo is a member of the Institute of Singapore Chartered Accountants, Certified Public Accountants of Australia. He is also an Ordinary Member and Senior Accredited Director of the Singapore Institute of Directors. He obtained a Bachelor of Accountancy Degree from Nanyang Technological University in Singapore. Mr. Khoo was the Lead Independent Director of Resources Prima Group Limited before it was delisted from SGX-ST on 25 April 2022. Within the past three (3) years, Mr. Khoo was previously the Independent Non-Executive Chairman of Nippecraft Limited which is listed on the Catalist Board of SGX-ST.

Mr. Raymond Lam Kuo Wei
Independent Director

Mr. Raymond Lam was appointed as a Non-Executive and Independent Director on 8 October 2020. He was last re-elected as a director on 28 August 2025. He serves as the Chairman of the RC, and as a member of the Board, AC and NC.

Mr. Raymond Lam is currently the MD of RL Law LLC. Mr. Raymond Lam read law at the National University of Singapore and was admitted to the Singapore Bar in 2002. He is a Notary Public and a Commissioner For Oaths. Mr. Raymond Lam is a Fellow of the Chartered Secretaries Institute of Singapore and is the Immediate Past Chairman and member of its Management Council. He is also an Ordinary Member and Senior Accredited Director of the Singapore Institute of Directors. Mr. Raymond Lam is the Lead Independent Director of ASTI Holdings Limited which is listed on the Mainboard of the Official List of the SGX-ST. He is also currently the Independent Non-Executive Chairman of Nippecraft Limited and the Lead Independent Director of F J Benjamin Holdings Ltd which are both listed on the Catalist Board of SGX-ST.

Mr. Eddie Foo Toon Ee
Independent Director

Mr. Eddie Foo was appointed as a Non-Executive and Independent Director on 1 November 2024. He was last re-elected as a director on 28 August 2025. He serves as the Chairman of the NC, and as a member of the Board, AC and RC.

Mr. Eddie Foo is a member of the Institute of Singapore Chartered Accountants and Certified Public Accountants of Australia. He is an Accredited Director with the Singapore Institute of Directors. He obtained a Bachelor of Accountancy Degree from Nanyang Technological University in Singapore. He is currently the Group CFO of CSE Global Limited which is listed on the Mainboard of the Official List of the SGX-ST, an Independent Non-Executive Director of Nippecraft Limited which is listed on the Catalist Board of SGX-ST. Mr. Eddie Foo has several years of financial management, corporate finance, risk management and merger and acquisitions experience in public listed and multinational companies. Prior to joining CSE Global Limited, he was the Group CFO at ECS Holdings Limited which was listed on the Mainboard of the Official List of SGX-ST.

Provision 4.4 – Continuous Review of Directors' Independence

As described under Principle 2 of this Annual Report, the Company has put in place a process to ensure the continuous monitoring of the independence of the Directors. Further, the NC determines annually, and as and when circumstances require, whether a Director is independent, taking into consideration the disclosures by the Directors of any relationship with the Company, its related corporations, its substantial shareholders or its officers and the confirmation of independence by each Independent Director. Based on its review for FY2026, the NC is of the view that the Independent Directors of the Company are independent and are able to exercise independent business judgement in the best interest of the Company.

Provision 4.5 – Multiple Listed Company Directorships and Other Principal Commitments

The NC has considered and taken the view that it would not be appropriate at this juncture to set a limit on the number of listed directorships that a Director may hold. This is because the organisations in which they hold appointments and the Board Committees on which they serve are of different complexities and nature. The NC determines annually whether each Director with multiple board representations and principal commitments outside of the Group is able to and has been adequately carrying out his/her duties as a Director. The NC also takes into account the attendance of the Directors at Board or Board Committee meetings, results of the assessment of the effectiveness of the Board as a whole, the Board Committees, and the respective Director's actual conduct on the Board and its Board Committees, in making its determination.

The NC is satisfied that for FY2026, sufficient time and attention are being given by the Directors to the affairs of the Group, notwithstanding that some of the Directors have multiple Board representations. As such, the NC is of the view that there is no present need to implement internal guidelines to address competing time commitments. This matter is also reviewed by the NC on an annual basis.

The Directorships in other listed companies and other principal commitments held by the Directors presently are set out in the table below.

Name of Director	Date of Appointment	Date of Last Re-election	Directorships in Other Listed Companies and Principal Commitments
Mr. Tan Tin Yeow	17 May 2010	28 August 2024	Directorships in Other Listed Companies Nil Principal Commitments Nil
Ms. Tan Guat Lian	17 May 2010	28 August 2025	Directorships in Other Listed Companies Nil Principal Commitments Nil
Mr. Khoo Song Koon	26 June 2019	28 August 2024	Directorships in Other Listed Companies Nil Principal Commitments JKhoo Consultancy Pte. Ltd.

Name of Director	Date of Appointment	Date of Last Re-election	Directorships in Other Listed Companies and Principal Commitments
Mr. Raymond Lam Kuo Wei	8 October 2020	28 August 2025	Directorships in Other Listed Companies Nippecraft Limited ASTI Holdings Limited F J Benjamin Holdings Ltd Principal Commitments RL Law LLC
Mr. Eddie Foo Toon Ee	1 November 2024	28 August 2025	Directorships in Other Listed Companies Nippecraft Limited Principal Commitments CSE Global Limited

BOARD PERFORMANCE

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

Provisions 5.1 and 5.2 – Board Evaluation Policy and Board Performance Criteria

The Board has implemented a process to be carried out by the NC to assess:

- its effectiveness as a whole;
- the effectiveness of its Board Committees; and
- the performance and contributions by the Chairman and each Director to the effectiveness of the Board.

The Board and the NC have endeavoured to ensure that Directors appointed to the Board possess the relevant experience, knowledge and expertise critical to the Group's business.

The assessment of the Board and its Board Committees is conducted through a confidential questionnaire, covering areas such as the effectiveness of the Board as a whole and each of the Board Committees separately, which is completed by each Director individually. Such performance criteria are approved by the Board and they address, *amongst others*, how the Board has enhanced long-term shareholders' value. The performance criteria do not change unless circumstances deem it necessary, and any decision to change the criteria would have to be justified by the Board. To-date, no external facilitator has been engaged for the purposes of the Board assessment.

The evaluation of the contribution by the Chairman and MD and each individual Director to the Board is done through self-assessment, and in each case through a confidential questionnaire completed by the Directors individually. The assessment parameters for such individual evaluation include both qualitative and quantitative factors such as attendance records, contributions during Board meetings, as well as individual performance of principal functions and fiduciary duties.

The completed questionnaires are collated for the NC's deliberation. The NC then presents the results, conclusions and its recommendations to the Board. The Chairman and MD acts on the results of the performance evaluation, and where appropriate and in consultation with the NC, proposes new members to be appointed to the Board, or seeks the resignation of a Director.

The assessment of the effectiveness of the Board as a whole and each of the Board Committees, as well as the contribution by the Chairman and each individual Director to the Board is carried out once every financial year (the "**Formal Annual Assessment**"). Each member of the NC is required to abstain from voting on any resolution in respect of the assessment of his/her performance or re-nomination as a Director.

The NC, having reviewed the results of the Formal Annual Assessment for FY2026, is of the view that the effectiveness of the Board as a whole and each of the Board Committees, and contributions by the Chairman and each individual Director to the Board has been satisfactory. The NC is satisfied that sufficient time and attention has been given to the Group by the Directors.

(B) REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

Provisions 6.1 and 6.2 – Composition, Role and Responsibilities of the Remuneration Committee

As of the date of this report, the RC comprises three (3) members, all of whom (including the RC Chairman) are Independent Directors. The members of the RC are as follows:

Mr. Raymond Lam Kuo Wei (Chairman)
Mr. Khoo Song Koon
Mr. Eddie Foo Toon Ee

The terms of reference set out clearly the principal responsibilities of the RC which include, amongst others:

- Reviewing and recommending to the Board for endorsement, a comprehensive remuneration policy framework for the computation of Directors' fees, as well as the remuneration of Executive Directors and key management personnel.

  For Executive Directors and executive officers, the framework covers all aspects of executive remuneration (including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind).

- Recommending the specific remuneration packages for each Director and executive officer.

  In framing the Group's remuneration policy as described above, the RC may from time to time refer to market reports on average remuneration.

- Reviewing remuneration of employees who are immediate family members of a Director or the Chairman and MD.

  The total remuneration of employees who are related to Directors is reviewed by the RC annually to ensure that their remuneration packages are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities.

- Reviewing the service agreements of Executive Directors and key management personnel of the Company in the event of termination to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

Provision 6.3 – Fair Remuneration

In respect of FY2026, one (1) RC meeting was held. The purpose of the meeting was to review, *amongst others*, the Directors' fees payable for the financial year in review and to consider matters regarding the remuneration policies of the Company. The RC had reviewed the Director's fees and with the concurrence of the Board, determined that the Directors' fees for FY2026 will be increased by five per cent. (5%) over those of FY2025.

No Director is involved in deciding his own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberations.

Provision 6.4 – Remuneration Consultant

Although no external remuneration consultants were engaged by the Company during FY2026, the RC has full authority to engage external remuneration consultants as and when the need arises. The expense of such services shall be borne by the Company.

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.***

Provision 7.1 – Remuneration of Executive Directors and Key Management Personnel

Provision 7.2 – Remuneration of Non-Executive Directors

Provision 7.3 – Attract, Retain and Motivate Directors and Key Management Personnel

The RC will take into account the industry norms, the Group's performance as well as the contribution and performance of each Director when determining remuneration packages. More information on the remuneration of the Executive Directors and certain key management personnel can be found below.

The remuneration packages of the Executive Directors and key management personnel ("**KMP**") consist of fixed and variable wage components. To ensure that the remuneration packages of Executive Directors and KMP are consistent and comparable with market practices, the RC regularly compares this fixed component with those of companies in similar industries, while continuing to be mindful of the fact that there is a general correlation between increased remuneration incentives, and improvement in performance. The variable component comprises a variable bonus based on the Group's and individual's performance to link rewards to performance. Bonuses payable to key executives are reviewed by the RC and approved by the Board to ensure the alignment of their interests with the interests of Shareholders and other stakeholders to promote the long-term success of the Company. In determining the actual quantum of the variable component of remuneration, the RC of the Company takes into account the extent to which the performance conditions have been met. The Company would like to add that the assessment of the performance of its Executive Directors and KMP is also based on a balanced approach, comprising both financial and non-financial metrics that promote commitment, performance and loyalty to the Group.

The Independent Directors receive Directors' fees appropriate to the level of their contributions, taking into account factors such as effort and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate the Directors. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. The Directors' fees are endorsed by the RC and recommended by the Board for Shareholders' approval at the AGM of the Company.

The Board is of the view that the current remuneration structure for the Executive Directors, Independent Directors and KMP are appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and KMP to successfully manage the Company for the long term.

As at the date of this Annual Report, the Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors, Independent Directors and KMP in the event of a breach of their fiduciary duties to the Company, such as misstatement of financial results, or misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself of remedies against the Executive Directors in the event of such breach of fiduciary duties.

DISCLOSURE ON REMUNERATION

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

Provision 8.1 (a) – Directors' Remuneration

Provision 8.1 (b) – Remuneration of Key Management Personnel

The remuneration paid to or accrued to the Directors for FY2026 is as follows:

Remuneration Band and Name of Director	Salaries[1] S$	Bonus S$	Directors' Fees S$	Benefits-In-Kind[2] S$	Total S$
Mr. Tan Tin Yeow	584,922	4,701,183	–	26,378	**5,312,483**
Ms. Tan Guat Lian	450,377	354,490	–	–	**804,867**
Mr. Khoo Song Koon	–	–	74,310	–	**74,310**
Mr. Raymond Lam Kuo Wei	–	–	56,890	–	**56,890**
Mr. Eddie Foo Toon Ee	–	–	56,890	–	**56,890**

Notes:

1 Salaries include basic salary, leave pay, employer Central Provident Fund ("**CPF**") contributions, allowances and unconsumed leave.

2 Benefits-in-kind comprises vehicle benefits.

For FY2026, the Company identified four (4) KMPs, and the remuneration paid to or accrued to the KMPs (who are not Directors or the Chairman and MD) is as follows:

Remuneration Band and Name of Key Management Personnel	Salaries[1] %	Bonus %	Benefits-In-Kind[2] %	Total %
Above S$500,000 but not more than S$750,000				
Mr. Phua Tiang Soon	60	40	–	**100**
Above S$250,000 but not more than S$500,000				
Mr. Tan Leong Kim[3]	54	–	46	**100**
Ms. Kho Chai Wei[4]	58	42	–	**100**
S$250,000 and below				
Ms. Ong Siok Ling	65	35	–	**100**

Notes:

1 Salaries include basic salary, leave pay, employer CPF contributions, allowances, long service award and unconsumed leave.

2 Benefits-in-kind comprises ex-gratia.

3 Mr. Tan Leong Kim retired as CFO of the Company with effect from 30 January 2026.

4 Ms. Kho Chai Wei was appointed as a KMP and Executive Officer with effect from 30 January 2026. Her remuneration is presented on an annualised basis, notwithstanding her effective appointment date of 30 January 2026, as she was deemed to be indirectly authorised and responsible for performing the role of FC during the transition period.

The fees of Independent Directors are subject to the approval of Shareholders at the forthcoming AGM.

For FY2026, the aggregate total remuneration paid/payable to the abovenamed KMPs (who are not Directors or the Chairman and MD) amounted to S$1,493,945.

The Company has disclosed the remuneration of each of the four (4) KMPs of the Group in bands of S$250,000. After weighing the pros and cons, the Board is of the view that full disclosure of the total remuneration paid would not be in the best interests of the Group as such information is confidential and sensitive in nature and would be prejudicial to the Group's interest and hamper its ability to retain and nurture the Group's talent pool. The Board believes that the disclosure in bands provides a sufficient overview of the remuneration received by the KMPs of the Group, in the interest of maintaining good morale and a strong team spirit within the Group, while maintaining the confidentiality of their remuneration matters.

Taking into account the reasons for the deviation on disclosure on the remuneration of the KMPs in bands, and the disclosures on Company's remuneration policies and practices, the Board believes that there is sufficient transparency and oversight of the Company's remuneration policies, level and mix of remuneration, procedure for setting remuneration and the relationships between remuneration, performance and value creation.

Provision 8.2 – Remuneration of Substantial Shareholders or Immediate Family Members of a Director, the Managing Director or Substantial Shareholders

Immediate Family Member of Directors or Substantial Shareholders

Mr. Tan, the Chairman and MD, and Ms. Tan, the Executive Director (Human Resource and Administration), are siblings. Mr. Tan Fuyuan, whose remuneration exceeds S$250,000 in FY2026, is the nephew of Mr. Tan and Ms. Tan. Mr. Tan Wei Liang, who joined the Group in April 2026, is the son of Mr. Tan and the nephew of Ms. Tan. Mr. Tan Wei Liang completed his probation on 27 July 2026 and the requisite announcement for his appointment pursuant to Rule 704(9) of the Listing Rules has been made accordingly thereat. His remuneration is below S$100,000 in FY2026 due to the duration of his employment.

Details of remuneration paid to the immediate family member of Directors, the Chairman and MD or substantial shareholders for FY2026 are set out below:

Remuneration Band and Name of Immediate Family Member	Salaries[1] %	Bonus %	Total %
Above S$250,000 but not more than S$500,000			
Mr. Tan Fuyuan	57	43	**100**

Note:

1 Salaries include basic salary, employer CPF contributions, allowances and unconsumed leave.

Save for Mr. Tan and Ms. Tan, there are no other employees who are substantial shareholders of the Company.

Provision 8.3 – Executive Performance Conditions

The remuneration received by the Executive Directors and certain KMP takes into consideration his/her individual performance and contribution towards the overall performance of the Group for FY2026. Their remuneration is made up of fixed and variable components. The fixed component is in the form of salary, benefits-in-kind and others. The variable bonus component is performance-related and is linked to the Group's performance as well as the performance of each individual Executive Director and KMP. In determining the actual quantum of variable component of remuneration, the RC had taken into account the extent to which the performance conditions have been met. The Directors and KMP have met their respective performance conditions for FY2026 relating to their remuneration packages.

Save for an ex-gratia paid to Mr. Tan Leong Kim, who served as CFO of the Company during FY2026 until his retirement on 30 January 2026, the Company did not pay any termination, retirement and/or post-employment benefits to its Directors or KMPs in FY2026.

(C) ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

Provision 9.1 – Risk Management and Internal Control Systems

The Board is committed to maintain a robust and effective system of internal controls to safeguard Shareholders' interests and investments, and the Group's assets. The Board recognises the importance of sound internal controls and risk management practices for good corporate governance. The Board acknowledges its overall responsibility for the Group's systems of internal controls and risk management, and for reviewing the adequacy and effectiveness of those systems on an annual basis. Management is responsible for designing, implementing and monitoring the risk management and internal control systems in accordance with the policies on risk management and internal controls, whereas the Board oversees the Management in such design, implementation and monitoring. The Board further notes that the system of risk management and internal controls established by the Company provides reasonable, but not absolute assurance that the Group will not be significantly affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of risk management and internal controls can provide absolute assurance in this regard, or absolute assurance against poor judgement in decision making, human error, losses, fraud or other irregularities.

The AC, through the Risk Committee, assists the Board in carrying out the Board's responsibility of overseeing the risk management framework and policies of the Group, and effectiveness of the system of risk management and internal controls to safeguard shareholder's interests and the Group's assets. The assurance mechanisms currently in operation are supplemented by the Group's internal auditors' annual review on the adequacy and effectiveness of the Group's material internal controls, including financial, operational, compliance controls, information technology risks and risks management systems. Any material non-compliance or failure in internal controls and recommendations for improvements are reported to the AC in a timely fashion. The AC also reviews the effectiveness of the actions taken by the Management based on the recommendations made by the internal and external auditors (as part of the statutory audit) in this respect.

Provision 9.2 – Board's Comments on Adequacy and Effectiveness of Risk Management and Internal Control Systems

During FY2026, the AC reviewed the adequacy and effectiveness of the Group's internal control procedures and was satisfied that the Group's processes and internal controls are adequate and effective to meet the needs of the Group in its current business environment.

The internal auditors, CLA Global TS Risk Advisory Pte. Ltd. ("**CLA Global TS**"), have performed audit procedures to assist the AC and the Board in the evaluation of the internal controls, financial and accounting matters, compliance and information technology controls, business and financial risk management.

Based on the work of the internal auditors, and the management systems in place, nothing material has come to the attention of the Board to suggest that the internal controls of the Group were not adequate or effective in safeguarding the Group's assets and ensuring the integrity of the Group's financial statements for FY2026. Where significant weaknesses have been identified, the Board upon the recommendation of the AC, has taken steps to ensure that the Management adopts appropriate actions to address and rectify these weaknesses. The Board, together with the Management, then subsequently reviews the outcomes of such actions.

The Board requires and has received assurance from (i) the Chairman and MD and CFO; and/or (ii) the Chairman and MD and the FC or the relevant KMP (if any) respectively on the following:

- the financial records have been properly maintained and the financial statements for FY2026 reflect a true and fair view, in all material respects, of the Group's operations and finances; and

- the Group's risk management and internal control systems are adequate and operate effectively in all material respects given its current business environment.

Based on the reports submitted by the internal auditors and the various management controls put in place, the Board, with the concurrence of the AC, is of the opinion that the risk management systems and system of internal controls addressing financial, operational, compliance, information technology risks of the Group during the year are adequate and effective to safeguard its assets and ensure the integrity of its financial statements for FY2026.

The Group may, from time to time, enter into foreign currency investments with the objectives of (i) improving the returns for the Group's foreign currency deposits and/or (ii) meeting the Group's future foreign currency payment obligations.

In respect of these foreign currency investments, the Group has adopted a formal policy for all engagements in foreign currency investments ("**FCI Policy**"). Further information on the FCI Policy can be found in the Company's prospectus dated 14 January 2011. A Risk Committee has been established to review and verify all foreign currency investments and ensure compliance of the FCI Policy; and reports directly to the AC.

For FY2026, the Risk Committee comprises the following members:

Mr. Tan Tin Yeow (Chairman)
Mr. Tan Leong Kim (retired as CFO of the Company with effect from 30 January 2026)
Mr. Phua Tiang Soon
Ms. Tan Guat Lian
Ms. Kho Chai Wei (appointed as KMP and Executive Officer of the Company with effect from 30 January 2026)

Mr. Tan, the Chairman and MD, is the only person authorised to trade under the terms of the FCI Policy. All trades relating to foreign currency investments shall be presented to the Risk Committee on a monthly basis and reported to the AC on a quarterly basis.

AUDIT COMMITTEE

Principle 10: The Board has an AC which discharges its duties objectively.

Provision 10.1 – Composition, Role and Responsibilities of the Audit Committee

The AC comprises three (3) members, all of whom (including the AC Chairman) are Independent Directors. The members of the AC are as follows:

Mr. Khoo Song Koon (Chairman)
Mr. Raymond Lam Kuo Wei
Mr. Eddie Foo Toon Ee

For FY2026, the AC has performed its functions and responsibilities as set out in the terms of reference, which includes the following:

- reviewing the Group's financial statements and any formal announcements relating to the Group's financial performance before submission to the Board for approval to ensure the integrity of the financial statements and financial information provided by the Group, focusing, in particular, on significant financial reporting issues and judgements, changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Rules and any other relevant statutory or regulatory requirements;

- reviewing and reporting to the Board at least annually on the adequacy and effectiveness of the Company's internal controls including financial, operational, compliance, information technology controls and risk management systems;

- reviewing the audit plans and reports of the internal and external auditors, including the results of the internal auditors' review and evaluation of the system of internal accounting controls and external auditors' management letter recommendations;

- reviewing the assurances from the Chairman and MD and CFO, the FC, or the relevant KMP (if any), on the financial records and financial statements;

- reviewing the effectiveness and adequacy of the internal audit function (including a review of the internal accounting and control procedures) and ensuring co-ordination between the external auditors and the Management, reviewing the assistance given by the Management to the auditors, and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the external auditors may wish to discuss (in the absence of the Management where necessary);

- reviewing and considering the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal thereof, and making recommendations to the Board thereafter on: (i) the proposals to Shareholders on the appointment and removal of the external auditors and (ii) the remuneration and terms of engagement of the external auditors;

- reviewing any interested person transactions and potential conflicts of interest (within the definition of the Listing Rules), including any undertakings entered into by any of the Directors in respect of the above;

- reviewing the Risk Committee's report on the implementation of the FCI Policy, such report to include a review of the operation of foreign currency investments for compliance with the prevailing control measures and procedures set out in the FCI Policy;

- reviewing the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the external auditors. Where the external auditors also supply a substantial volume of non-audit services to the Company, the AC should keep the nature and extent of such services under review, seeking to balance between the maintenance of objectivity and obtaining services that are value for money;

- 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. The Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns;

- reviewing all whistle-blowing incidents reported and investigated, including ensuring that arrangements are in place for the independent investigation of such matters and for appropriate follow up action;

- ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company. (For the avoidance of doubt, the internal audit function can either be in-house, outsourced to a reputable accounting/auditing firm, or performed by a major shareholder, holding company, parent company or controlling enterprise with an internal audit staff);

- reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

- meeting with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually in connection with the discharge of its duties and responsibilities;

- 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 AC; and

- undertaking such other functions and duties as may be required by the Listing Rules (as it may be amended from time to time).

The AC has terms of reference endorsed by the Board, setting out its duties and responsibilities. The AC is authorised by the Board to investigate any matter within its terms of reference. It is given full access to and has the co-operation of the Management as well as the external auditors and internal auditors.

The AC has full access to and the co-operation of the Management and has full discretion to invite any Director or executive officer to attend its meetings. It also has reasonable resources to enable it to discharge its functions.

Provisions 10.2 and 10.3 – Qualification of AC Members, and Cooling Off Period for Partners or Directors of the Company's Auditing Firm

Most of the AC members have had many years of experience in accounting, legal, business and financial management. At least two (2) AC members, including the AC Chairman have recent and relevant accounting or related financial management expertise or experience. The Board considers that the members of the AC are appropriately qualified, having the necessary accounting or related financial management expertise or experience, to discharge the duties and responsibilities of the AC.

The AC does not comprise former partners or directors of the Company's existing audit firm or auditing corporation (a) within a period of two (2) 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 AC held four (4) meetings in FY2026. At the invitation of the AC, the Chairman and MD, the Executive Director, the CFO and the FC attended the meetings. The Group's external auditors were also present at the relevant junctures during the meeting.

The AC assists the Board in maintaining a high standard of corporate governance, particularly by providing an independent review of the effectiveness of the financial reporting, management of financial and control risks, and monitoring of the internal control systems.

External Audit

In July 2010, SGX-ST and ACRA launched the "Guidance to Audit Committees on Evaluation of Quality of Work" performed by external auditors which aims to facilitate the AC in evaluating the external auditors. The AC had evaluated the performance of the external auditors, Messrs Ernst & Young LLP ("**EY**"), based on the key indicators of audit quality set out in the said Guidance.

The AC makes recommendations to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the external auditors, and on the approval of the remuneration and terms of engagement of the external auditors. The AC has recommended to the Board that EY be nominated for the re-appointment as external auditors of the Company at the forthcoming AGM. The AC has assessed the external auditors of the Company based on factors such as performance, adequacy of resources and experience of EY and their audit engagement partner(s) and audit team assigned to the Group's audit.

The Company's foreign-incorporated subsidiary audited by Johan Malonda Mustika & Rekan, Indonesia (an independent Member Firm of Baker Tilly International). The AC and the Board are satisfied that the aforesaid appointment would not compromise the standard and effectiveness of the Company's audit as no materially adverse issues, which may compromise the standard and effectiveness of the Company's audit, were encountered by the Company's finance team when working with Johan Malonda Mustika & Rekan, Indonesia since the appointment in the financial year ended 30 April 2016.

In appointing auditing firms for the Group, the AC and the Board are satisfied that the appointment of different auditing firm for its overseas subsidiary will not compromise the standard and effectiveness of the audit of the Company. Accordingly, the Company has complied with Rules 712 and 715 (read with 716) of the Listing Rules in relation to the engagement of its auditor.

The AC has reviewed and is satisfied with the level of co-operation rendered by the Management to the external auditors, the adequacy of scope and quality of their audits, and the independence and objectivity of the external auditors.

Annually, the AC also conducts a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them. The AC received an audit report from the external auditors setting out the non-audit services provided and the fees charged for FY2026. A breakdown of the audit and non-audit fees paid to the Company's auditors is disclosed on page 125 of this Annual Report. The AC remains satisfied that the nature and extent of such non-audit services would not prejudice the independence and objectivity of the external auditors. The aggregate amount of fees paid or payable by the Group to the external auditors for FY2026 amounted to S$277,000 and S$5,800 for audit services and non-audit fees respectively.

To keep abreast of the changes in accounting standards and issues which have a direct impact on the financial statements of the Group, the AC members are encouraged to participate in relevant training courses, seminars and workshops from time to time. The AC is also kept updated annually or from time to time on any changes to the accounting and financial reporting standards by the external auditors.

Provision 10.4 – Internal Auditor

Internal Audit

The Company has engaged CLA Global TS as its internal auditors, after approval from the AC was sought, to assist the AC to independently evaluate and improve the effectiveness of the system of internal controls using a risk-based approach. CLA Global TS possesses vast experience in providing internal audits, risk management services and advisory services in the region. There is a team of six (6) members assigned to the Company's internal audit function led by Mr. David Lai who has more than 17 years of relevant experience.

The role of the outsourced internal audit function is to provide independent and objective reports on the organisation's key internal controls to the AC. The outsourced internal auditors performed its work in accordance with the International Professional Practices Framework, an internationally recognised framework. The outsourced internal auditors report directly to the AC on a regular basis.

Internal audits include evaluation of controls relating to significant risks. Such audits also ensure that instituted controls are appropriate, effectively applied and achieve acceptable risk exposures consistent with the Company's risk management and internal control framework. The outsourced internal auditors would advise Management on areas for improvement and would subsequently carry out follow-up review on the status to which its recommendations have been implemented. The internal audit reports which contained the relevant audit finding and recommendations are submitted to the AC for deliberation. The AC meets with the outsourced internal auditors at least once a year to review the outsourced internal audit function and to assure itself on the soundness of internal control system.

The internal auditors prepare the internal audit plan taking into consideration the risks identified which is approved by the AC, on an annual basis.

The Board recognises the importance of sound internal financial controls, operational and compliance controls, and risk management policies (collectively, the "**internal controls**") to good corporate governance. The AC approves the appointment, termination evaluation and remuneration of the internal auditors. The internal auditors report directly to the AC Chairman on audit matters and to the Chairman and MD on administrative matters, and has full access to the documents, records, properties and personnel (including the AC) of the Group. The internal auditors assist the Board in monitoring the risk exposure and internal controls of the Group and the audit plan is submitted to the AC for approval prior to commencement of the internal audit.

In assessing the design and operating effectiveness of internal controls, the Group has in place a system of internal controls to ensure:

- assets of the Group are safeguarded;
- fraud or errors in the accounting records are prevented or detected;
- accuracy and completeness of accounting records;
- reliable financial information is prepared in a timely manner; and
- compliance with applicable internal policies, laws and regulations relating to the financial reporting process.

The AC has reviewed with the internal auditors their audit plans, their evaluation of the Group's system of internal controls, audit findings, Management's responses to those findings and the effectiveness of material internal controls (including financial, operational and compliance controls and overall risk management of the Group). In respect of FY2026, the AC is satisfied that the internal audit function is adequately resourced and has appropriate standing within the Group.

In respect of FY2026, the AC is satisfied that the internal audit function is independent, effective and staffed with suitably qualified and experienced professionals with the relevant experience. The AC reviews the adequacy, effectiveness, independence, scope and results of the internal audit function of the Company annually.

Whistle-blowing Policy

The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud and corruption. The Group has put in place a whistle-blowing policy to ensure that complaints relating to fraud, corruption, possible improprieties in financial reporting, breach of law, non-compliance with the Group's code of conduct and business practices, and any other wrongful acts by any employees of the Group, are independently investigated and followed up with appropriate actions to be taken.

Whistle-blowing concerns may be reported in person or in writing, whether anonymously or otherwise, via electronic mail and will be acknowledged. The Group will treat all information received confidentially and protect the identity and the interest of all whistle-blowers. Anonymous disclosures are accepted and anonymity shall be honoured, if requested. The objective of the whistle-blowing policy is to ensure independent investigation of matters raised and to allow appropriate actions to be taken.

All reported whistle-blowing incidents or concerns will be independently investigated, and remedial actions will be taken to address the whistle-blowing incidents. The AC has oversight and monitoring of the whistle-blowing policy to ensure that any whistle-blowing concerns are effectively addressed. The whistle-blowing policy and procedures are reviewed by the AC from time to time, as may be required, to align with current standards and best practices.

The whistle-blowing policy is published on the Group's intranet and accessible to all employees of the Group.

Training on whistle-blowing policy and procedures are provided to all new employees of the Group during orientation and onboarding, whereas compulsory refresher training sessions are provided to existing employees of the Group on a regular basis.

No whistle-blowing concerns were reported for FY2026.

Provision 10.5 – Meeting with External Auditors and Internal Auditors without the presence of the Management

The AC will meet with the external auditors and internal auditors without the presence of the Management, as and when necessary but in any case, at least annually, to review the adequacy of audit engagement, with emphasis on the scope and quality, the independence, objectivity and observations of their audit.

For FY2026, the AC met with the external auditors once in the absence of KMP, and has been briefed on the key audit matters of the Company for FY2026. The AC has reviewed, and is satisfied with, the measures taken by the Company and the external auditors of the Company to address such key audit matters.

(D) 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.***

Provision 11.1 – Opportunity for Shareholders to Participate and Vote at General Meetings

The Company believes that Shareholders have the right to be sufficiently informed of changes in the Company or its business that would materially affect the price or value of its shares. To ensure that all Shareholders are treated fairly and equitably, the Company strives to share pertinent information with the investment community in a timely manner to keep them apprised on the latest developments through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable.

Shareholders are informed of general meetings through the announcement released to the SGXNet and notices contained in the annual report or addendum to annual report/circulars sent to all Shareholders. Such notices will contain the relevant rules and procedures governing the general meetings. All Shareholders are entitled to attend the general meetings and are provided the opportunity to participate effectively in and vote at the general meetings. Shareholders are also informed of the voting procedures at the general meetings. If any Shareholder is unable to attend, he/she is allowed to appoint up to two (2) proxies to attend, speak and vote on his/her behalf at the general meeting through proxy forms sent in advance to the place(s) as specified in the notice of the general meetings at least forty-eight (48) hours before the time set for the general meetings. The Board welcomes questions from Shareholders who wish to raise issues, either informally or formally, before or during the general meetings.

Provision 11.2 – Separate Resolutions at General Meetings

Each item of special business included in the notice of the general meetings will be accompanied by an explanation of the effects of a proposed resolution. Separate resolutions are proposed for each substantially separate issue at general meetings, and where resolutions are "bundled" the Company will explain the reasons and material implications in the notice of the general meeting. For FY2026, there were no "bundled" resolutions.

Provision 11.3 – Attendees at General Meeting

All Directors, KMP, the Company's external auditors and lawyers (if necessary) attend the general meetings. The respective Chairman of the AC, NC and RC are present at such general meetings to address questions relating to the work of their respective Board Committees at general meetings while the external auditors are usually present as well to assist the Board in addressing any relevant queries raised by the Shareholders. All Directors have attended the last AGM which was held physically on 28 August 2025.

The Company will be holding its forthcoming AGM physically to facilitate engagement and interaction between the Directors, EY and the Shareholders. Arrangements will be put in place to allow Shareholders to participate in the meeting. Please refer to the Notice of AGM dated 7 August 2026 for further information. The proxy form will be despatched with the Notice of AGM to all Shareholders and via announcement on SGXNet and the Company's website. Shareholders who are unable to attend are allowed to appoint up to (2) proxies to vote on their behalf at the AGM through proxy forms submitted in advance.

Provision 11.4 – Shareholders' Participation

The Company acknowledges that voting by poll on resolutions tabled at general meetings is integral in the enhancement of corporate governance. The Company adheres to the requirements of the Listing Rules and the Code, all resolutions at the Company's general meetings held on or after 1 August 2015, if any, are put to vote by poll. The Company adopts electronic polling for the resolutions voted upon at its general meetings. As the authentication of Shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, email or fax. The detailed results of each resolution are announced via SGXNet after the general meetings.

Provision 11.5 – Minutes of General Meetings

Minutes of general meetings prepared by the Company Secretary records substantial and relevant comments or queries from Shareholders relating to the agenda of the meeting, and responses from the Board and Management. In addition, the minutes of general meetings are also published on SGXNet within one (1) month after the general meetings. Minutes of the upcoming AGM will accordingly be published within one (1) month after the AGM on SGXNet.

Provision 11.6 – Dividend Policy

Dividend Policy

The Group does not have a dividend policy at present. The form, frequency and amount of dividends declared each year will be dependent on the Group's profit growth, cash position, cash flow generated from operating activities, projected capital requirements for business growth and other factors as the Board may deem appropriate.

For FY2026, the Board has recommended a special interim dividend (one-tier tax exempt) of 3.00 Singapore cents per ordinary share, a final dividend (one-tier tax exempt) of 0.25 Singapore cents per ordinary share and a special dividend (one-tier tax exempt) of 7.75 Singapore cents per ordinary share, totalling 11.00 Singapore cents per ordinary share for FY2026. The final and special dividend will be subject to shareholders' approval at the forthcoming AGM.

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.***

Provision 12.1 – Soliciting and Understanding Views of Shareholders

Provisions 12.2 and 12.3 – Communication and Interaction with Shareholders

The Group values dialogue with its Shareholders and has established an investor relations policy that outlines, amongst other things, the Group's communication principles. The Group does not have a dedicated investor relations team. Other than communicating with Directors and Management at general meetings, the Shareholders may contact the FC of the Company on any investor relations matters at xmh@xmh.com.sg. The Group is committed to hearing Shareholders' views and addressing their concerns where possible. The Group believes that all Shareholders should be equally informed of all major developments impacting the Group's business and operations in a timely manner. By supplying Shareholders with reliable and timely information, the Company is able to strengthen the relationship with its Shareholders based on trust and accessibility.

The Management will provide all members of the Board with management accounts of the Group's performance, with explanatory details on its operations on a quarterly basis. The Management maintains regular contact and communication with the Board by various means including the preparation and circulation of financial statements of the Group to all Board members. This allows the Board to monitor the Group's performance and position as well as the Management's achievements of the goals and objectives determined and set by the Board. Financial results are reviewed by the AC before it is recommended for adoption by the Board.

The financial results announcements are reviewed carefully by the Board and the AC before being released on the SGXNet. If required, the Group's external auditors' views will be sought. In line with the Listing Rules, the Board provides a negative assurance statement to the Shareholders in respect of the interim financial statements. For the financial year under review, the Executive Directors and the FC have provided assurance to the Board on the integrity of the Group's financial statements.

Shareholders of the Company are encouraged to attend the Company's general meetings to ensure a high level of accountability and to stay informed of the Group's strategies and growth plans. Notices of general meetings are despatched to Shareholders, together with explanatory notes or a circular on items of special businesses (if necessary), at least fourteen (14) or twenty-one (21) clear calendar days before the meeting depending on the nature of the resolutions proposed. Such notices will also be announced through SGXNet. The Board welcomes questions from Shareholders who wish to raise issues, either informally or formally, before general meetings. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at http://www.xmh.com.sg.

The Company does not practice selective disclosure. Material and price-sensitive information are published on SGXNet and on the Company's website at http://www.xmh.com.sg, and where appropriate, through media releases. Communication is mainly made through:

- Annual reports that are prepared and sent to all Shareholders upon their request or made available on SGXNet or the Company's corporate website at http://www.xmh.com.sg. The Board ensures that the annual report includes all relevant material information about the Company and the Group, including future developments and other disclosures required by the Companies Act of Singapore, the Listing Manual of the SGX-ST and the Singapore Financial Reporting Standards;

- Half-yearly announcements containing a summary of the financial information and affairs of the Group for that period; and

- Notices of explanatory memoranda for AGM and EGM.

Shareholders are strongly encouraged to participate at general meetings, which provide a major platform for Shareholders to engage in dialogue with the Company. To promote better understanding of Shareholders' views, the Board encourages Shareholders to express their views and ask the Board or the Management questions regarding the Group during the Company's general meetings. Shareholders are also encouraged to submit any question in advance to the Board and the Management on the Group's business activities, financial performance and other business-related matters. All Directors, KMP, the Company's external auditors and lawyers (if necessary) attend the general meetings. General meetings provide excellent opportunities for the Company to understand the views of its Shareholders and address any concerns that they may have.

(E) MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

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

Provisions 13.1 and 13.2 – Engagement with Stakeholders

The Board adopts an inclusive approach by considering and balancing the needs of material stakeholders, as part of its overall responsibility to secure the long-term future of the Company. The Company continuously seeks to improve communication with its stakeholders via various engagement platforms/communication channels.

The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups, including engaging with stakeholders via its sustainability reports. The Group identifies stakeholders as groups that have an impact or have the potential to be impacted by its business, as well as those external organisations that have expertise in aspects that the Group considers material. The key concerns of stakeholders, and the Company's strategy and key areas of focus in relation to the management of stakeholder relationships during the relevant reporting period are announced via its Sustainability Report for such relevant reporting period.

The basis for and methods of engagement with the stakeholders, along with the key areas of focus for each stakeholder group, can be found in our Sustainability Report. Our Sustainability Report highlights the economic, environmental and social aspects of our developments and operations in accordance with the core options of the Global Reporting Initiative ("**GRI**") standards and complies with the relevant requirements under the SGX-ST Listing Manual including Rules 711A and 711B. Further details can be found in our sustainability report FY2026 on pages 61 to 87 of this annual report.

Provision 13.3 - The Company Maintains a Current Corporate Website to Communicate and Engage with Stakeholders

Stakeholders may access the Company's annual reports, sustainability reports and other relevant announcements such as financial information, corporate announcements and the profile of the Group via the Company's website at http://www.xmh.com.sg.

(F) DEALINGS IN COMPANY'S SECURITIES

In compliance with Rule 1207(19) of the Listing Rules, the Company had adopted a Code of Best Practices to provide guidance to its officers on securities transactions by the Company and its officers.

The Company and its officers are not allowed to deal in the Company's shares during the period commencing one (1) month before the announcement of the Company's half-year and full-year financial results, ending on the date of the announcement of the relevant results.

Directors and executive officers are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period or when they are in possession of unpublished price-sensitive information and they are not to deal in the Company's securities on short-term considerations.

(G) INTERESTED PERSON TRANSACTIONS

The Group has established procedures to ensure that transactions with interested persons are properly reviewed and approved and are conducted at arm's length basis and do not prejudice the interests of the Group and its minority shareholders.

There were no interested person transactions above S$100,000 for FY2026.

(H) MATERIAL CONTRACTS

There were no material contracts entered into by the Group involving the interests of any Director or controlling shareholder for FY2026.

TABLE A

Name of Director	Mr. Tan Tin Yeow ("Mr. Tan")	Mr. Khoo Song Koon ("Mr. Khoo")
Age	64	55
Country of principal residence	Singapore	Singapore
Date of first appointment as director	17 May 2010	26 June 2019
Date of last re-election as director	28 August 2024 (Due for re-election at the AGM to be held on 28 August 2026)	28 August 2024 (Due for re-election at the AGM to be held on 28 August 2026)
The Board's comments on the appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board of Directors of the Company has accepted and approved the NC's recommendation, who has reviewed and considered Mr. Tan's contribution and performance as the Chairman and MD of the Company.	The Board of Directors of the Company has accepted and approved the NC's recommendation, who has reviewed and considered Mr. Khoo's contribution and performance as the Lead Independent Director of the Company.
Job title	Chairman and Managing Director and a member of the NC	Lead Independent Director, Chairman of the AC and a member of the NC and the RC
Professional qualifications	Singapore Cambridge General Certificate of Education Ordinary Level Examination	Member, Institute of Singapore Chartered Accountants (ISCA) Member, Certified Public Accountants of Australia Ordinary Member and Senior Accredited Director, Singapore Institute of Directors

Name of Director	Mr. Tan Tin Yeow ("Mr. Tan")	Mr. Khoo Song Koon ("Mr. Khoo")
Shareholding in the Company and the Subsidiaries of the Company (as at 17 July 2026)	**The Company** Direct interest: 72,536,287 ordinary shares **Subsidiaries of the Group** PT Xin Ming Hua Engine: 1,000 ordinary shares	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr. Tan and Ms. Tan Guat Lian ("Ms. Tan"), the Executive Director (Human Resource and Administration), are siblings and children of Mr. Tan Tum Beng, a substantial shareholder of the Company. Mr. Tan Fuyuan, the Senior Manager of After-Sales is the nephew of Mr. Tan and Ms. Tan. Mr. Tan Wei Liang, the Business Development and Digital Transformation Manager of Xin Ming Hua Pte Ltd, is the son of Mr. Tan and the nephew of Ms. Tan. Xin Ming Hua Pte Ltd is a principal subsidiary of the Company.	No
Conflict of interest (including any competing business)	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

Name of Director	Mr. Tan Tin Yeow ("Mr. Tan")	Mr. Khoo Song Koon ("Mr. Khoo")
Other principal commitments including directorships	**Past (for the last 5 years)** *Directorships* • Midori Shipping Investment Co Pte. Ltd. • Vivo-Power Myanmar Company Limited (dissolved – members' voluntary winding up)	**Past (for the last 5 years)** *Directorships* • Nippecraft Limited • Resources Prima Group Limited • Faerma Pte. Ltd. • Gadera Pte. Ltd. • Posh Digital Dental Laboratory Pte. Ltd. (struck off) • ABOUT CLICK Company Limited (HK) • Aesthetic One Limited (HK) • FAST and RIGHT Company Limited (HK) • E-POS Service Holding Ltd (BVI) • Great Divine Investment Limited (BVI) • Inter Power Equities Ltd (BVI) • Zicap Limited (BVI)
	Other Principal Commitments Nil	*Other Principal Commitments* Nil
	Present *Directorships* • Mech-Power Generator Pte Ltd • Xin Ming Hua Pte Ltd • XMH Logistics Pte. Ltd. • Hinoki Shipping Investment Co Pte. Ltd.	**Present** *Directorships* • Amarilla Investments Pte. Ltd. • Cassville Pte. Ltd. • Questcor International Pte. Ltd. • Elegant Link International Trading Limited (BVI) • Great Vanguard International Limited (BVI) • Toptoo Industrial Limited (BVI) • Winner Enterprise Limited (Bahamas)
	Other Principal Commitments Nil	*Other Principal Commitments* • JKhoo Consultancy Pte. Ltd.

Note:

The above Directors who are seeking re-election had responded in the negative for items (a) to (k) listed in Appendix 7.4.1 of the Listing Manual of the SGX-ST.

SUSTAINABILITY REPORT



SUSTAINABILITY REPORT

ABOUT THE REPORT

At XMH Holdings Ltd. ("**XMH**" or the "**Company**", along with its subsidiaries, the "**Group**"), we recognise the importance of sustainability in securing our long-term success. We are committed to maintaining transparency and accountability with our stakeholders by openly sharing our progress and initiatives in this Sustainability Report ("**Report**") for the fiscal year concluded on April 30, 2026 ("**FY2026**").

Reporting Framework

This report has been prepared with reference to the Global Reporting Initiative ("**GRI**") Standards, an internationally recognised framework for disclosing an organisation's economic, environmental, social, and governance ("**EESG**") impacts. The GRI Content Index and corresponding references can be found on pages 86 to 87 of this Annual Report.

In compliance with Rules 711A and 711B of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), this Report outlines the Group's policies, practices, and performance concerning each material EESG factor, measured against established targets. In adherence to the updated sustainability reporting requirements under the SGX-ST Listing Rules 711A and 711B, the Group has begun transitioning our climate-related disclosures to align with the International Financial Reporting Standards ("**IFRS**") developed by the International Sustainability Standards Board ("**ISSB disclosures**"), which are globally accepted standards for consistent and comparable climate-related reporting. This report represents the inaugural year of our initiative to align with ISSB standard disclosures, which we are targeting for full compliance by FY2031 in accordance with SGX requirements.

Reporting Scope

This Report covers the sustainability performance of all entities included within our Group Structure presented on page 24 of this Annual Report. Aligned with ISSB disclosures requirements, our emissions calculations include all subsidiaries in the consolidated accounting group. We do not have other investees, including all associates, joint ventures, and unconsolidated subsidiaries, that are under our operational control.

Report Assurance

External assurance was not sought for our FY2026 report. To enhance the quality of our disclosures, we have tasked our internal auditors with conducting an independent review of our sustainability reporting processes for FY2026.

Feedback Channel

This Report will be made available online on the Group's website. For any queries in relation to this report, we welcome you to contact us at www.xmh.com.sg/XMHH/contact.

BOARD STATEMENT

Dear Stakeholders,

We are pleased to present the Sustainability Report of XMH Holdings Ltd. and its subsidiaries (collectively, the "**Group**" or "**XMH**") for the financial year ended 30 April 2026. This report reflects the Group's continued commitment to integrating sustainability considerations across its operations and strategy, as we work towards creating long-term value for our stakeholders while managing our environmental and social impacts responsibly.

Sustainability remains a key pillar of XMH's business approach. The Group continues to leverage innovation to strengthen its core capabilities, enhance competitiveness, and build operational resilience. We recognise our responsibility to contribute meaningfully to sustainable development and to support climate action across our operations and value chain.

The Board provides active oversight of the identification and assessment of material Economic, Environmental, Social and Governance ("**EESG**") factors affecting the Group. These include, among others, fostering strong relationships with local communities, supporting employee development and well-being, ensuring customer health and safety, reducing environmental impact, and maintaining robust governance underpinned by high standards of ethics and integrity. The Board is satisfied that appropriate systems, policies, and processes are in place to manage the risks and opportunities associated with these material EESG factors.

Senior management plays a key role in implementing the Group's sustainability strategy. Management is responsible for evaluating sustainability performance, setting relevant targets, and monitoring progress on an ongoing basis to ensure alignment with the Group's strategic objectives and stakeholder expectations.

To further enhance stakeholder confidence in the accuracy and reliability of the sustainability information disclosed, the Group's internal auditors conducted an internal review of the sustainability reporting processes for FY2026.

The Board recognises that achieving our sustainability objectives requires the collective efforts of our employees, customers, suppliers, business partners, regulators, and the communities in which we operate. We remain committed to continuous improvement in our EESG performance by actively engaging stakeholders and thoughtfully addressing their expectations and concerns. We look forward to sharing further progress on our sustainability journey in the years ahead.

Yours sincerely,

Board of Directors
XMH Holdings Ltd.

SUSTAINABILITY REPORT

SUSTAINABILITY APPROACH

The Group is committed to integrating sustainability principles at both the strategic and operational levels. Through the implementation of robust accountability frameworks, proactive stakeholder engagement, and the incorporation of sustainability into all business processes, we aim to deliver long-term value. This strategy is intended to minimise environmental impact while making a substantive contribution to societal well-being.

Sustainability Governance

The Group is firmly committed to upholding exemplary standards of corporate governance, transparency, and ethical conduct, particularly in light of the increasing complexities within the global business landscape. Sustainability is deeply integrated into our corporate culture, grounded in the understanding that robust governance frameworks are vital for achieving our sustainability goals.

The Board of Directors bears ultimate accountability for the Group's sustainability reporting. It exercises strategic oversight, ensuring the thorough incorporation of sustainability considerations into the Group's long-term business strategy, and holds management responsible for overseeing XMH's economic, environmental, and social impacts. The Board also undertakes the review and approval of all disclosures presented in this Report.

XMH's senior management team is responsible for operationalising the Group's sustainability strategy by establishing clear, actionable goals and objectives. In managing material EESG risks and opportunities, the team drives the integration of sustainability principles into day-to-day operations through the creation of relevant policies, implementation of Group-wide initiatives, and ongoing monitoring of progress against predetermined targets. Comprehensive reporting and open communication channels are maintained to ensure the Board and key stakeholders remain informed regarding the Group's sustainability performance.

Stakeholder Engagement

The senior management team has recognised a diverse array of stakeholders who play a vital role in shaping the Group's business. These include employees, customers, suppliers, investors, business partners, as well as government bodies and regulators. By keeping open and ongoing communication with these key stakeholders, the Group is better equipped to understand and respond to their evolving needs and concerns and can incorporate their feedback into XMH's sustainability decision-making processes.



The table below provides an overview of the primary stakeholder groups we engage with, the ways in which we connect with them, and their main interests or areas of concern:

Stakeholders	Engagement Approach	Main Concerns
Customers	**Our sales team is responsible for:** • Issuing quotations on an ongoing basis • Regularly conducting meetings and on-site visits • Responding to inquiries and feedback received through the email and company website	• Cost competitiveness and quality of goods and services • Availability of stock • Timely delivery of orders • Product responsibility • Customer data and privacy protection
Suppliers	**Our procurement team is responsible for:** • Conducting periodic supplier evaluations and on-site inspections • Holding regular discussions and meetings • Requesting quotations from suppliers on an ongoing basis • Completing audits on new suppliers	• Compliance with terms and conditions of purchasing policies and procedures • Social and environmental responsibility • Fair procurement practices
Employees	**Our human resources team is responsible for:** • Organising induction and orientation programme for new joiners • Conducting an annual employee performance appraisal • Sending internal memos and reminders • Arranging for annual employee trainings and regular team meetings	• Fair employment practices • Staff benefits and welfare • Workplace health and safety • Employee engagement • Opportunities for professional growth
Investors	**Our senior management team is responsible for:** • Holding Annual General Meeting, with question-and-answer sessions • Issuing financial results announcements on a half-yearly and yearly basis, circulars as and when needed, and XMH's annual report on SGXNet and the Company's website • Responding to inquiries and feedback received through the company website	• Business ethics and transparency • Timely reporting and open dialogue with investors • Growth strategy and economic performance • Corporate governance and sustainability
Business Partners	**Our senior management team is responsible for:** • Holding frequent discussions and meetings • Preparing corporate presentations on a need to basis	• Partnership for opportunities and growth
Government and Regulators	**Our senior management team is responsible for:** • Engaging in periodic discussions and regular correspondence via mail, email or teleconference • Completing regular filings, and providing prompt responses to regulators' queries	• Regulatory compliance • Timely reporting and resolution of issues • Environmentally friendly business approach

SUSTAINABILITY REPORT

Corporate Social Responsibility

At XMH, we demonstrate our commitment to corporate social responsibility through ongoing philanthropic initiatives and support for a wide array of charitable organisations. We are dedicated to addressing significant social challenges and making a measurable, enduring impact on the lives of those in need. Guided by our core values, we proactively identify and support causes that align with our mission to strengthen communities and foster sustainable development.

Consistent with this commitment, we have provided both financial contributions and active participation in fundraising activities for the following events and organisations:

- ***Singapore Island Country Club May Day Charity 2026***

  The event raised over S$1.9 million from various donors to help the needy and under-privileged in Singapore for 13 beneficiary organisations, including the Ain Society, Filos Community Services, iC2 PrepHouse, Impart, Malay Youth Literary Association Singapore Hospice Council, Caregiving Welfare Association, Ambulance Wish Singapore, Seventy Times Seven (Prison Fellowship Singapore Limited), NuLife Care and Counselling Services, O'Joy, RSVP Singapore (The Organisation of Senior Volunteers), SUN-DAC and Singapore Association of Women Lawyers.

- ***Singapore Cancer Society – Tamarind Health Relay for Life 2026 Singapore***

  As part of the team under our supplier, Mitsubishi Heavy Industries Ltd., we are proud to have successfully completed the 100KM challenge for this fundraising event, making our second consecutive year of participation and continued support for this meaningful cause. This community initiative raised approximately S$2.0 million from various donors, which will go towards providing essential care services for cancer patients. The funds will support various areas, including cancer prevention and control, screening programmes, public education, financial assistance, psychosocial support, rehabilitation, and palliative care, including hospice services.

- ***Tsao Foundation Charity Golf 2025***

  The event raised significant funds toward its S$0.6 million goal, bolstered by a 1:1 matching grant from Tote Board. Our donation helps to provide a person-centered, holistic, medical and psycho-social healthcare to under-resourced elders living in the community. It is also helping Tsao Foundation's pioneering of community-based, gerontological healthcare models and training in eldercare to enable successful ageing. It made a meaningful impact on the lives of seniors placed under the care of Hua Mei Centre for Successful Ageing, an initiative of the Tsao Foundation. The Hua Mei Centre of Successful Ageing plays a vital role in providing a comprehensive range of medical and social care services to address the diverse needs of older individuals and their families in our community–from those who are fairly well to the frail, and those in the final stage of life.

- ***United Overseas Bank ("UOB") Chinese New Year Charity events***

  Donors at this event contributed nearly S$2.0 million and these funds will go towards beneficiaries that support children, educational causes and the arts, including The Business Times Budding Artists Fund, The Straits Times School Pocket Money Fund (STSPMF) and Central Singapore Community Development Council (CDC). The donation funds will also support local enterprises in their innovation efforts under the UOB-Singapore Management University Asian Enterprise Institute.

- ***Kwong Wai Shiu Hospital (Singapore)***

  Our donations support the hospital's ongoing efforts to deliver holistic medical and social care services, while enhancing the well-being and quality of life of its elderly and vulnerable patients. These contributions help fund essential healthcare equipment, patient welfare programmes, rehabilitation activities and community outreach initiatives that benefits seniors from lower-income and vulnerable backgrounds.

- ***Care for The Elderly Foundation (Singapore)***

  Our donations contributed to advancing the Foundation's mission of delivering quality and accessible healthcare services tailored to the needs of frail elderly members of the community.

- ***Gala Dinner & Mandarin Night Mid-Autumn Festival Ikatan Alumni Perguruan Wahidin***

  Our donations helped in educational assistance programs and scholarships in Indonesia.



Singapore Island Country Club May Day Charity 2026



Tsao Foundation Charity Golf 2025



UOB Chinese New Year Charity Events



Singapore Cancer Society - Tamarind Health Relay for Life 2026 Singapore

SUSTAINABILITY REPORT

Membership of Associations

XMH is also a proud member of the following business associations:

- Singapore National Employers Federation;
- Singapore Business Federation;
- Association of Singapore Marine Industries;
- Singapore Metal & Machinery Association;
- Singapore Chinese Chamber of Commerce and Industry;
- Singapore Institute of Management Society;
- Indonesia Shipbuilding and Offshore Association; and
- The Singapore Contractors Association Ltd.

Awards and Accreditations

The Group's subsidiaries, namely Xin Ming Hua Pte Ltd and Mech-Power Generator Pte Ltd, have been accredited under the following certification schemes:

- ISO 9001:2015 (Quality Management System);
- ISO 45001:2018 (Occupational Health & Safety Management Systems); and
- BizSAFE STAR Certification from the Workplace Safety and Health Council.



Materiality Assessment

Materiality is a core principle that informs the Group's sustainability reporting strategy. It enables the identification of EESG issues most pertinent to our operations, stakeholders, and long-term value creation.

Our materiality assessment framework encompasses the following steps:

Identification of EESG Factors

A comprehensive range of potential EESG issues is identified through multiple sources, including industry workshops led by independent consultants and extensive research into global and sector-specific sustainability trends.

01

Prioritisation of Material Topics

The interests and perspectives of various stakeholder groups are considered during internal discussions among relevant function heads. These sessions evaluate and rank each factor according to its relevance and impact.

02

Validation of Material Topics

03

EESG factors deemed most significant for XMH's business and stakeholders are subjected to internal validation by senior management and subsequently approved by the Board of Directors.

Review of Material Topics

04

In response to evolving trends and ongoing stakeholder engagement, we periodically re-assess the relevance and importance of previously approved material topics in subsequent reporting cycles.



Material EESG Factors

Based on the materiality assessment process described earlier, we developed a thorough list of EESG factors that serve as the foundation of our sustainability strategy, which are summarised in the table below.

Material Topics	Description	Reference
Environmental Footprint 	Our efforts to manage and mitigate our energy usage and greenhouse gas ("GHG") emissions as we transition to a low-carbon and resource-efficient economy.	Page 72
Economic Performance 	Our financial performance, revenue generation, cost management, economic contributions, and XMH's economic impact on local economies.	Page 75
Our People and Talent Management 	Our commitment to fair employment practices, employee engagement, and effective talent management strategies.	Page 76
Quality of Sales and Services 	Our focus on customer satisfaction, product and service safety, and responsible marketing practices.	Page 82
Legal and Compliance 	Our policies and practices to manage fraud, corruption, conflicts of interests, legal and regulatory risks, and ensure fair business conduct.	Page 84

CLIMATE-RELATED DISCLOSURES

The Board of Directors oversees the management, and it also monitors, reviews, and considers the relevance and adequacy of the Group's practices in addressing sustainability concerns and managing risks, as well as approves general policies and strategies.

The Board provides strategic guidance and ensures that sustainability is integrated into our long-term business strategy, whilst holding management accountable for managing XMH's impacts on the economy, environment, and people. This process helps to ensure all EESG and climate-related matters significant to the business are considered and adequately addressed.

XMH's senior management team, comprising key management executives and supported by representatives from various departments, is responsible for translating the sustainability strategy into actionable goals and objectives. In responding to material EESG risks and opportunities, the senior management team helps integrate sustainability principles into our day-to-day operations by establishing relevant policies, implementing Group-wide initiatives, and monitoring the Group's progress towards targets. At least half-yearly reporting and communication channels are established for management to keep the Board and key stakeholders informed about the Group's sustainability performance.

As part of our sustainability reporting process, we track metrics such as:

- Scope 1 and 2 GHG emissions; and
- Energy and water consumption.



ENVIRONMENTAL FOOTPRINT

The Group is committed to conducting its business operations with responsibility to protect the environment. We are convinced that prudent and efficient use of natural resources contributes positively to the Group's sustainable long-term growth.

XMH acknowledges energy and water conservation as an essential part of our sustainability strategy. Through proactive efforts to minimise energy consumption and by cultivating a culture of environmental stewardship, we aim to advance sustainability for both our organization and the broader community.

Energy

XMH's energy initiatives aim to optimise energy usage, promote renewable energy sources, and raise awareness among employees and stakeholders about the importance of energy conservation.

Our implemented measures include:

Key initiatives	Description
Solar Energy 	In line with XMH's carbon reduction roadmap and commitment to supporting the green economy, the Group completed the installation of solar photovoltaic panels at its facility. This initiative enables the generation of renewable energy on-site, reduces reliance on grid electricity, and contributes to the decarbonisation of our operations.
Temperature Control 	The Group maintains air-conditioning temperatures at 24°C across its premises to balance employee comfort with energy efficiency. This practice helps reduce electricity consumption and associated GHG emissions while providing a conducive working environment.
LED Lighting 	To improve energy efficiency and lower emissions, XMH has completed the installation of energy-efficient LED lighting throughout its facilities. LED lighting consumes significantly less electricity and has a longer lifespan compared to conventional lighting, contributing to both environmental and cost efficiencies.
Paper Reuse and Recycling 	We actively promote the reuse of printed paper within the organisation and encourage the systematic collection of used paper for recycling. In parallel, the Group continues to transition towards a paper-lite operating model by digitalising internal business processes, thereby reducing paper consumption and waste generation.
Electric Vehicle 	To reduce tailpipe emissions and lower the environmental impact of our transport activities, the Group replaced one petroleum-powered passenger vehicle and one diesel-powered delivery vehicle with electric vehicles ("**EVs**"). EVs offer higher energy efficiency, produce zero exhaust emissions, and operate more quietly than internal combustion engine vehicles. To encourage wider adoption, selected members of Management have converted their personal vehicles to EVs, and the Company has installed on-site EV charging infrastructure at its premises.

Categories	Energy Consumption			
	By Geographic Region			Total
	Singapore	Malaysia	Indonesia	
FY2026				
Electricity (in kWh)	581,922	152,920	39,333	**774,175**
Petrol (in litres)	12,310	-	8,550	**20,860**
Diesel (in litres)	16,736	353,000	1,595	**371,331**
FY2025				
Electricity (in kWh)	591,652	193,485	39,395	**824,532**
Petrol (in litres)	12,697	-	6,525	**19,222**
Diesel (in litres)	17,115	436,500	3,102	**456,717**

In FY2026, the Group observed an overall improvement in resource efficiency across its operations. Electricity and diesel consumption trends reflected the positive impact of ongoing sustainability initiatives such as the adoption of solar energy, energy-efficient equipment, and operational improvements. Petrol consumption remained relatively stable and does not have a significant impact on the overall consumption and emission.

Scopes	GHG Emissions (in tCO_2e)			
	By Geographic Region			Total
	Singapore	Malaysia	Indonesia	
FY2026				
Scope 1[1]	**68**	**907**	**22**	**997**
Scope 2[2] Location-based Emissions[3]	*234*	*113*	*31*	*378*
Renewable Energy Certificates ("RECs")	*(234)*	-	-	*(234)*
Scope 2 Market-based Emissions[4]	**-**	**113**	**31**	**144**
Total Emissions after RECs	**68**	**1,020**	**53**	**1,141**
FY2025				
Scope 1[1]	69	1,097	21	1,187
Scope 2[2] Location-based Emissions[3]	*243*	*150*	*32*	*425*
RECs	*(17)*	-	-	*(17)*
Scope 2 Market-based Emissions[4]	226	150	32	408
Total Emissions after RECs	295	1,247	53	1,595

Notes:

1 Emissions factors were taken from the United Kingdom Department for Energy Security and Net Zero Greenhouse gas reporting: conversion factors.
2 Grid Emission factors were taken from EMA (Singapore), MEIH (Malaysia) and ESDM Directorate General of Electricity Greenhouse Gas (GHG) Emission Factors for Electricity Interconnection Systems (Indonesia).
3 Location-Based: Accounts for emissions using the average emission intensity of the physical power grid where the energy is consumed.
4 Market-Based: Accounts for emissions based on the specific electricity products and contracts a company owns or purchases (e.g., green tariffs or renewable energy certificates).

In FY2026, the Group observed a general decline in both Scope 1 and Scope 2 emissions across its operations as a result of reduced electricity and diesel consumption, reflecting improved fuel efficiency, lower reliance on diesel, and reduced grid electricity consumption. These trends are aligned with the Group's ongoing efforts to optimise energy use and enhance operational efficiency.

A notable development during the year was the significant increase in the use of RECs, driven by the generation of renewable energy from the Group's solar energy systems. This contributed meaningfully to offsetting Scope 2 emissions, resulting in a substantial reduction in the Group's net emissions position.

Collectively, these trends highlight the Group's steady progress in strengthening environmental stewardship and improving the efficiency of its resource utilisation, in line with its sustainability objectives. We intend to closely monitor our GHG emissions intensity for the next two years to establish a baseline before setting meaningful and measurable emission reduction targets.

By providing this information, we aim to raise awareness about our environmental impact, promote accountability, and encourage further improvement in our energy efficiency and carbon reduction efforts. In FY2026, the Group recorded an emission intensity[5] of 0.0062 tonnes CO_2e/'000 ("**tCO_2e/'000**"), reflecting a notable improvement from 0.0095 tCO_2e/'000 recorded in FY2025. This reduction demonstrates the Group's effective management of emissions and continued progress towards enhancing environmental performance.

Material Topics	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Emissions 	• Maintain or reduce emission intensities from FY2026. • Track Scope 3 emission.	• Further reduce emission intensities from FY2028.

Water

The Group also tracks water consumption to identify opportunities to optimise operational efficiency and raise awareness on responsible water practices.

Water consumption declined overall in FY2026 from FY2025, indicating better water management practices and improved efficiency at the Group level, indicating progress in water efficiency.

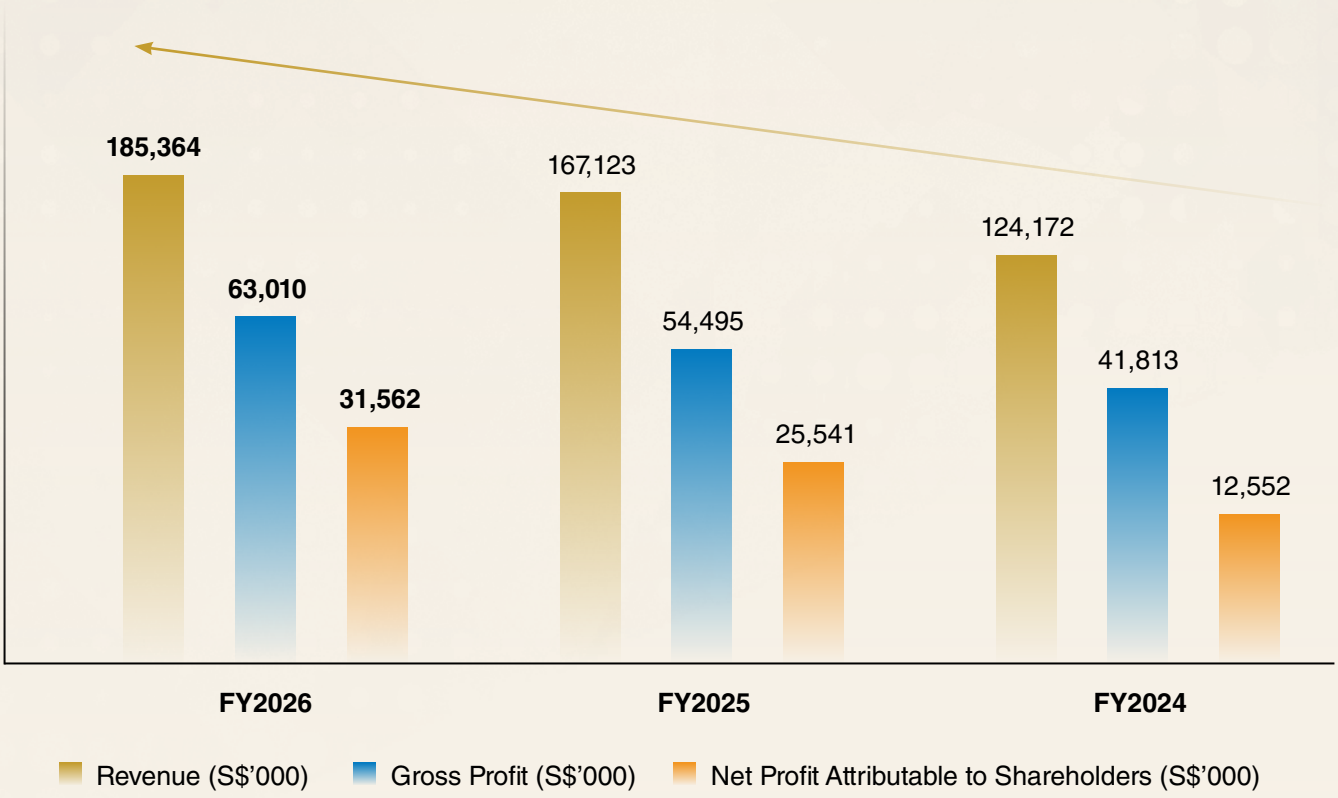
	Water Consumption (in cubic metres)			
	By Geographic Region			Total
	Singapore	Malaysia	Indonesia	
FY2026	3,580	4,431	1,984	**9,995**
FY2025	4,119	6,201	941	**11,261**

Note:

[5] Emissions intensity is calculated using total emissions from Scope 1 & 2 divided by revenue generated during the reporting year, showing the amount of GHG emissions generated per unit of activity (in this case, revenue) to measure how effectively an organisation manages emissions relative to its operations.

ECONOMIC PERFORMANCE

The Group regards economic performance as a fundamental priority and is dedicated to attaining sustainable growth while ensuring robust returns for shareholders. Through an emphasis on financial sustainability, we aim to generate enduring value for stakeholders and uphold a strong, resilient position within the market.



Over the past financial years, the Group has consistently been achieving significant increase in net profits attributable to shareholders, from S$25.5 million in FY2025 to S$31.6 million in FY2026. This positive trend is largely attributed to our strategic priorities and our strength in the business. The stellar performance is mainly driven by both our distribution and project segments.

Looking ahead, our commitment remains to provide enduring, sustainable value for our stakeholders by executing with discipline, managing risks effectively, and demonstrating strategic adaptability.

For more information on XMH's financial performance in FY2026, please refer to page 18, page 19 and Financial Statements in pages 97 to 103 of this Annual Report.

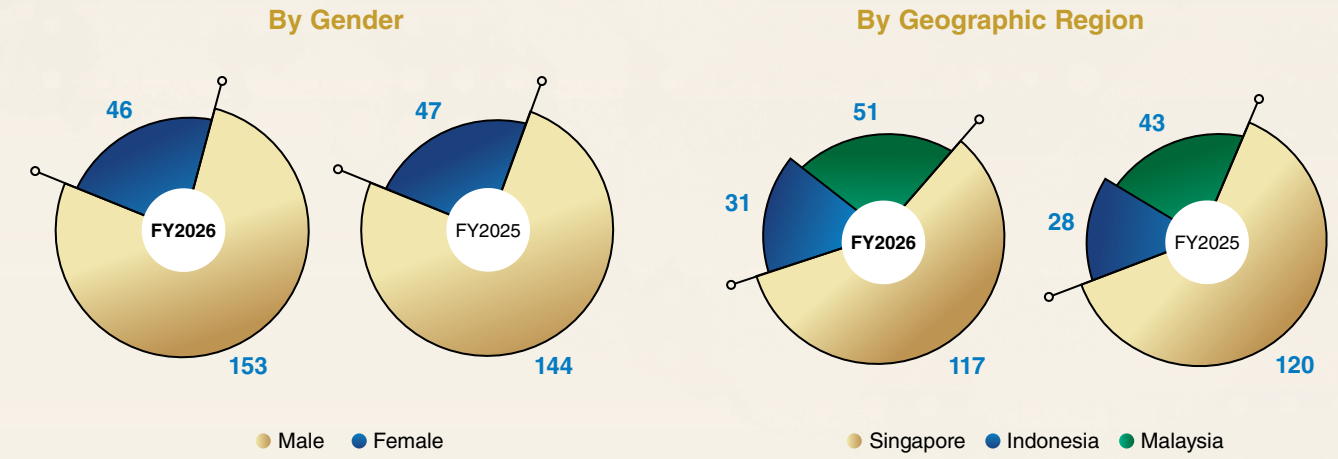
OUR PEOPLE AND TALENT MANAGEMENT

XMH is dedicated to maintaining its position as a forward-thinking and responsible employer by prioritising diversity, inclusion, and workplace safety, alongside promoting employee well-being and investing in talent development and retention. Through our people-first approach, we have established a motivated and high-performing workforce that continues to contribute significantly to our business success.

Employment

XMH's workforce consists of 199 permanent and full-time employees (as of 30 April 2026). XMH does not have any temporary and part-time employees. A breakdown of our employees by gender and geographic region is as follows:

Our Workforce



XMH provides a wide range of benefits for our full-time employees, including:

- Insurance coverage and healthcare benefits;
- Annual leave and medical leave;
- Marriage, parental and childcare leave;
- Exam leave and compassionate leave
- Long service awards;
- Transport allowance; and
- Food vouchers.

Throughout FY2026, the Group implemented a series of staff welfare initiatives designed to enhance employee well-being and promote a positive work environment, recognising employees' valuable contributions to the organisation.



Chinese New Year 2026 Festive Celebration (Malaysia Entity)



XMH 70th Anniversary Celebration



Chinese New Year 2026 Festive Celebration (Singapore Entities)



XMH 70th Anniversary Celebration

At XMH, we are dedicated to cultivating an inclusive workplace culture where each individual is respected, acknowledged, and empowered to contribute their unique perspectives. We place high value on our employees and actively promote open, two-way communication between staff and management. Employee input is integral to the management team's ongoing efforts to enhance the work environment, and all concerns are considered thoroughly.

Our recruitment and selection procedures are structured to attract a wide range of candidates, with the aim of eliminating any form of discrimination throughout the hiring process. We select employees based solely on merit without regard to race, gender, age, nationality, sexual orientation, disability, marital status, or family responsibilities.

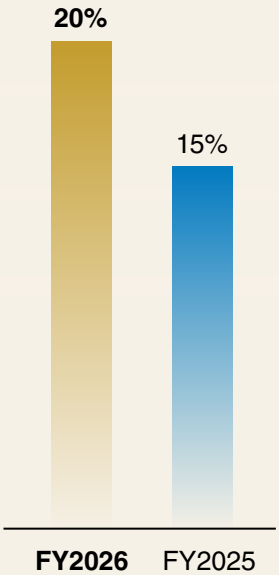
Similarly, compensation packages for all staff members are determined by job responsibilities, competencies, experience, and performance. Remuneration policies and practices are reviewed regularly to ensure fairness and competitiveness, adhering to industry standards and labour laws. Annual performance reviews are conducted for all employees.

The promotion of equal employment opportunities, equitable remuneration, and a supportive workplace environment remain fundamental aspects of our commitment to diversity and inclusion. Our forward-thinking human resource policies encourage collaboration, teamwork, and transparent communication, fostering an environment in which employees can excel free from harassment, discrimination, or intimidation.

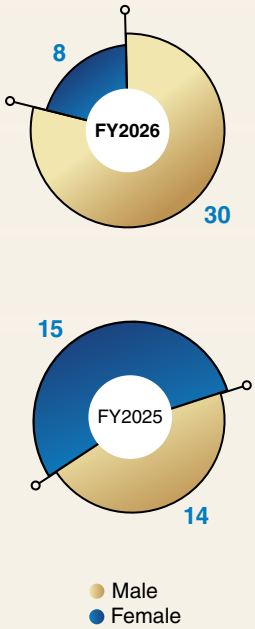
Throughout FY2026, our new hire rate has increased to 20% and the employee turnover rate has decreased to 13%, indicating continued business growth and improvements in employee retention and engagement while further details on the total number of employee new hires and employee turnover are as follows:

Employee New Hires

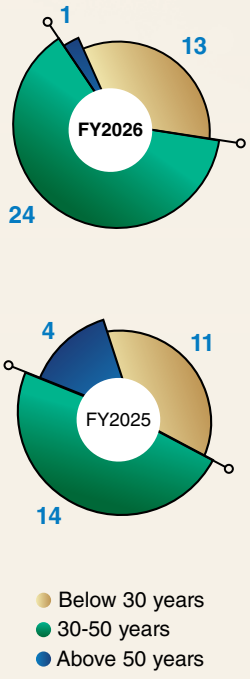
Overall Rate[6]



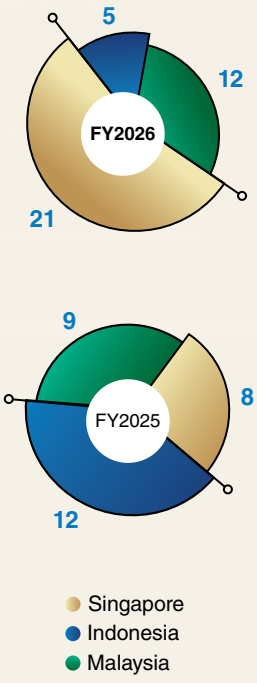
By Gender



By Age Group



By Geographic Region

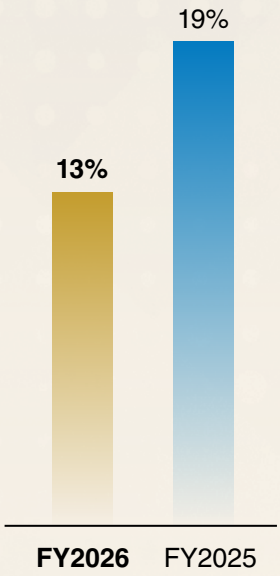


Note:

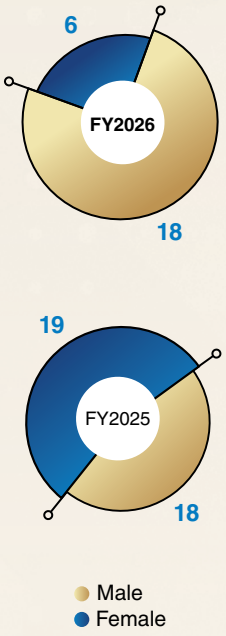
[6] Overall new hire rates = Total new hires/Total employees as at the end of the previous reporting year.

Employee Turnover

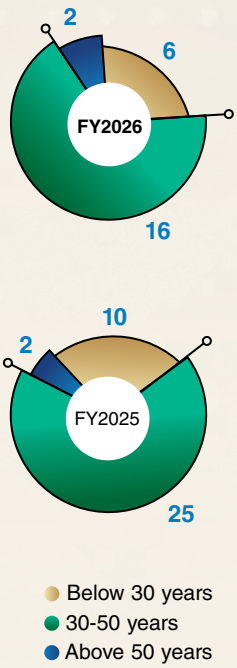
Overall Rate[7]



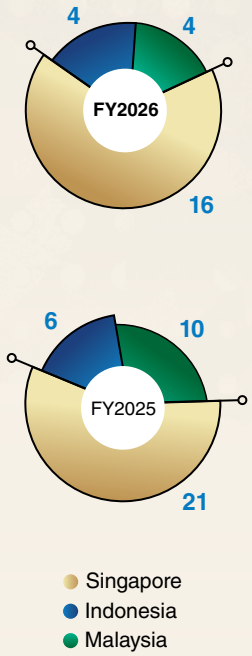
By Gender



By Age Group



By Geographic Region



	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Employee Turnover Rate	To retain our existing employees by further reducing or maintain the current employee turnover rate.	Continue to retain our existing employees by further reducing or maintain the current employee turnover rate.

Note:

[7] Overall turnover rate = Total resignees/ Total employees as at the end of the previous reporting year.

Training and Education

We are dedicated to equipping our employees with the capabilities necessary to excel in dynamic and evolving work environments. Accordingly, we have established comprehensive career development programmes designed to enhance competencies and adaptability across all organisational levels.

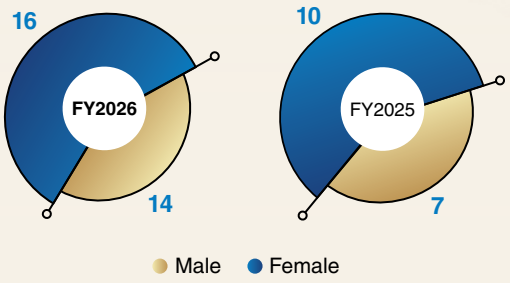
Our commitment extends to ensuring equitable access to training and development opportunities. All employees, irrespective of gender or position, are provided with fair consideration for initiatives that support their professional ambitions and address organisational requirements.

Furthermore, we acknowledge the importance of diverse expertise for continued professional growth. To facilitate this, job rotation opportunities are offered to selected employees, enabling them to acquire new skills, gain broader perspectives, and expand their knowledge base. Such initiatives empower our workforce to respond effectively to shifting workplace demands and pursue varied career trajectories within the organisation.

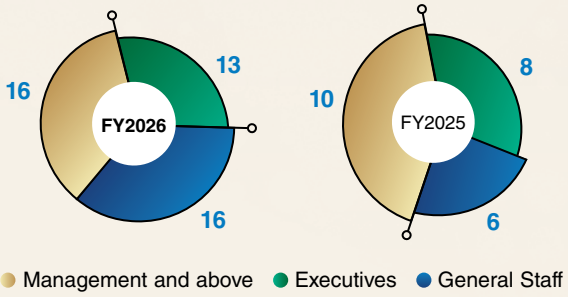
In FY2026, our employees clocked a total of 2,904 hours of training, an increase from 1,462 hours in FY2025. The average training hours at XMH increased from 8 hours in FY2025 to 15 hours in FY2026. This was mainly due to more ad hoc training sessions provided by our suppliers as well as additional in-house training provided during the year, demonstrating meaningful progress in strengthening training and developmental efforts.

Average Training Hours[8]

By Gender



By Employee Category



Target for FY2026	Performance in FY2026	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Offer internal and external training courses that are beneficial to the personal development and career progression of our employees at all levels. Aim to provide 10 hours of training, on average, to our employees.	Actual average number of training hours clocked at 15 hours which above the targeted average 10 hours of training.	Offer internal and external training courses that are beneficial to the personal development and career progression of our employees at all levels. Aim to provide 10 hours of training, on average, to our employees.	Continue providing internal and external training courses and programmes that are of interest to our employees, and to maintain the 10 hours of training, on average.

Note:

[8] FY2025 figures have been restated due to change in calculation methodology.



Masson Gearbox Maintenance and Troubleshooting Training



D-I Gearbox Maintenance and Troubleshooting Training



MHI's Hands-On Overhaul Training

QUALITY OF SALES AND SERVICES

At XMH, we are committed to delivering prompt, dependable, and high-quality solutions tailored to our clients' evolving requirements, fostering sustainable customer relationships. We understand that upholding rigorous quality standards is integral to our continued success; therefore, we have established comprehensive quality assurance and control systems throughout our operations. These measures support ongoing enhancement and innovation, ensuring the consistency and excellence of our products and services.

Customer Health and Safety

Our quality control personnel collaborate closely with the production team to continuously evaluate production workflows and methodologies, ensuring compliance with all requisite quality standards. XMH is committed to introducing ongoing innovations and enhancements that optimise business processes and elevate quality benchmarks. The critical components of our quality assurance and control systems are outlined below:

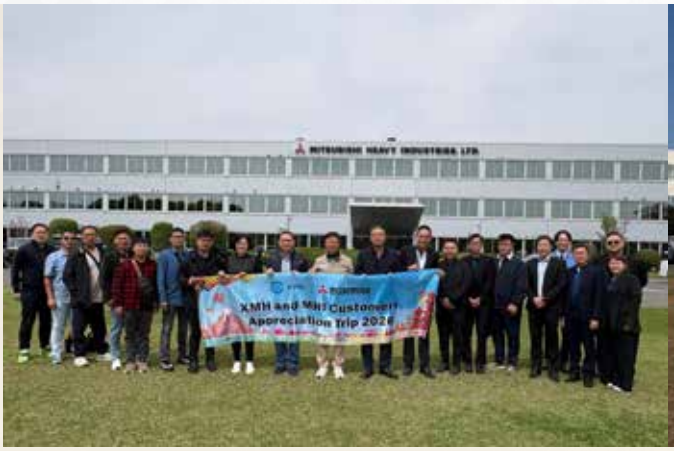
- ***Product Handling and Service Quality Check Procedures***
  At each phase (procurement, design, manufacturing, and delivery) our products undergo thorough inspections, during which technical specifications and compliance documentation receive detailed scrutiny. Outgoing products are subject to comprehensive checks against order requirements and are load tested prior to dispatch. We also oversee product installation and commissioning to verify adherence to customers' performance expectations.

  Internal records are meticulously maintained for incoming diesel engines, power generating sets, spare parts, and related components, enabling us to provide prompt feedback to principals and suppliers when non-conformance issues arise.

- ***Customer Relationship Management***
  To cultivate effective communication, our sales and service teams undergo extensive training in the skills and professional behaviours necessary for successful customer engagement and negotiation. Our Enterprise Resource Planning system facilitates tracking of sales leads, inquiries, customer feedback, and follow-up actions, ensuring any concerns are addressed promptly and customer support remains exemplary.

  We regard customer feedback as essential for sustaining our industry competitiveness. To systematically obtain client input, we have implemented annual customer satisfaction surveys for unit sales and spare parts, an annual appraisal checklist for after-sales services, and factory acceptance tests for projects prior to generator delivery.

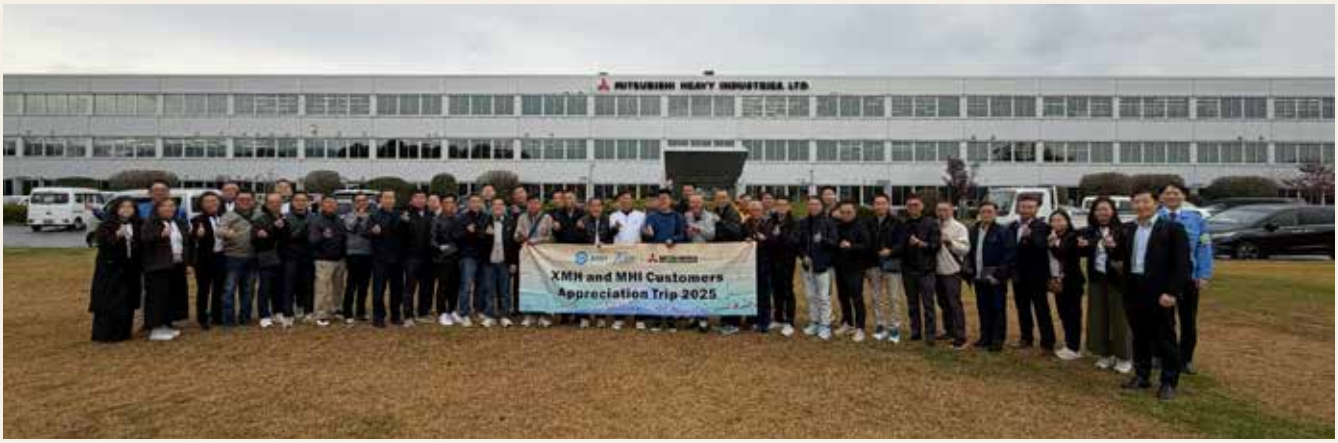
Furthermore, in FY2026, XMH continued to organise factory visits for clients in Japan, an initiative consistently well received by our clientele in previous years.



XMH and MHI ~ Customers Appreciation Trip - March 2026



XMH and MHI ~ Customers Appreciation Trip - November 2025 (Group 1)



XMH and MHI ~ Customers Appreciation Trip - November 2025 (Group 2)

Target for FY2026	Performance in FY2026	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Target to have zero instances of customers rejecting deliveries due to defective or unsatisfactory products.	Target met with zero instances of customer rejecting deliveries due to defective or unsatisfactory products.	Target to have zero instances of customers rejecting deliveries due to defective or unsatisfactory products.	Target to have zero instances of customers rejecting deliveries due to defective or unsatisfactory products.

We are pleased to report that there were zero instances of customers requesting for product replacement or compensation due to manufacturing (supplier) defects in FY2026 (FY2025: 3 instances). We will continue to enhance our product quality checks to deliver high-quality products and minimize defective or unsatisfactory items.

There were also no incidents of non-compliance with regulations and/or voluntary codes concerning the health and safety impacts of products and services within the reporting year.

LEGAL AND COMPLIANCE

By cultivating a culture anchored in ethical conduct and upholding strong compliance structures, we protect our organisational reputation, strengthen stakeholder trust, and effectively reduce legal and regulatory risks.

Regulatory Compliance

XMH recognises the potential risks and penalties associated with non-compliance with applicable laws and regulations across its operational jurisdictions, including possible reputational harm and the loss of business opportunities. In line with this, XMH is committed to: (i) maintaining strong corporate governance, (ii) ensuring adherence to all relevant laws and regulations, and (iii) fostering ethical business practices.

During FY2026, XMH has proactively worked to ensure compliance with environmental legislation by providing employees with briefings on best practices related to environmental safety, including regular housekeeping and the prompt disposal of slurry water within our factory. Furthermore, the Group has implemented routine on-site inspections at both the office and factory premises, in addition to scheduling monthly mosquito oil spraying and fogging activities.

Target for FY2026	Performance in FY2026	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Maintain zero incidents of non-compliance with applicable laws and regulations that could result in either public allegations of non-compliance or financial penalties for the Group.	Target met with no incidents of non-compliance with applicable laws that could result in either public allegations of non-compliance or financial penalties for the Group.	Maintain zero incidents of non-compliance with applicable laws and regulations that could result in either public allegations of non-compliance or financial penalties for the Group.	Maintain zero incidents of non-compliance with applicable laws and regulations that could result in either public allegations of non-compliance or financial penalties for the Group.

Anti-corruption

XMH's anti-corruption initiatives are anchored in its code of conduct, which provides comprehensive guidelines applicable to all employees. The Group fosters a culture of ethics and integrity by ensuring that new hires are thoroughly acquainted with the code of conduct, while ongoing communication reinforces key principles of the anti-corruption policies for current staff.

Employees are actively encouraged to report any suspected instances of improper business conduct via established whistleblowing channels, with reporting procedures and protections clearly detailed in both the employee handbook and the whistleblowing policy. Upon receipt of a whistleblowing report, the Audit Committee promptly undertakes a thorough investigation and implements appropriate remedial actions as necessary.

In FY2026, there were no allegations of corruption reported to the Audit Committee, nor were any whistleblowing reports received regarding corruption or other improper business activities. These outcomes reflect the robustness of XMH's anti-corruption framework and the commitment of employees to maintaining high ethical standards.

The Group remains dedicated to regularly reviewing and enhancing its anti-corruption policies and procedures to ensure their continued effectiveness.

Target for FY2026	Performance in FY2026	Short-Term Target (FY2027-FY2028)	Medium-Term Target (by FY2030)
Maintain zero-tolerance approach to corruption.	Target met with no allegation of corruption reported.	Maintain zero-tolerance approach to corruption.	Maintain zero-tolerance approach to corruption.

GRI CONTENT INDEX

Statement of use	**XMH Holdings Ltd. has reported the information cited in this GRI content index for the period from 1 May 2025 to 30 April 2026 with reference to the GRI Standards.**
GRI 1 used	**GRI 1: Foundation 2021**

DISCLOSURES		PAGE NO.
GRI 2: General Disclosure 2021		
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2-3	Reporting period, frequency and contact point	62
2-4	Restatements of information	80
2-5	External assurance	62
2-6	Activities, value chain and other business relationships	01 to 02
2-7	Employees	76
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2-10	Nomination and selection of the highest governance body	32 to 38
2-11	Chair of the highest governance body	34 to 35
2-12	Role of the highest governance body in overseeing the management of impacts	64
2-13	Delegation of responsibility for managing impacts	64
2-14	Role of the highest governance body in sustainability reporting	64
2-15	Conflicts of interest	27 and 48
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2-17	Collective knowledge of the highest governance body	64
2-18	Evaluation of the performance of the highest governance body	40 to 41
2-19	Remuneration policies	41 to 45
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2-22	Statement on sustainable development strategy	63
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2-28	Membership of associations	68
2-29	Approach to stakeholder engagement	64 to 67
GRI 3: Material Topics 2021		
3-1	Process to determine material topics	69 to 70
3-2	List of material topics	70
GRI 302: Energy 2016		
3-3	Management of material topics	72 to 74
302-1	Energy consumption within the organisation	72 to 74
GRI 201: Economic Performance 2016		
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GRI 401: Employment 2016		
3-3	Management of material topics	76 to 79
401-1	New employee hires and employee turnover	78 to 79
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	76
GRI 404: Training and Education 2016		
3-3	Management of material topics	80 to 81
404-1	Average hours of training per year per employee	80 to 81
GRI 416: Customer Health and Safety 2016		
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416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	82 to 83
GRI 205: Anti-corruption 2016		
3-3	Management of material topics	85
205-3	Confirmed incidents of corruption and actions taken	85

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of XMH Holdings Ltd. (the "**Company**") and its subsidiary corporations (collectively, the "**Group**") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 April 2026.

Opinion of the directors

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 April 2026 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

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

Directors

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

Tan Tin Yeow
Tan Guat Lian
Khoo Song Koon
Raymond Lam Kuo Wei
Eddie Foo Toon Ee

Arrangements to enable directors to acquire shares or debentures

Except as described below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act 1967 (The Act), an interest in shares or debentures of the Company and related corporations (other than wholly-owned subsidiary corporations) as stated below:

	Direct interest			Deemed interest		
Name of director and corporation in which interests are held	At the beginning of the financial year	At the end of the financial year	At 21 May 2026	At the beginning of the financial year	At the end of the financial year	At 21 May 2026
The Company						
Tan Tin Yeow						
– ordinary shares	**70,365,787**	**72,363,287**	**72,536,287**	**–**	**–**	**–**
Tan Guat Lian						
– ordinary shares	**11,961,244**	**11,961,244**	**11,961,244**	**22,500**	**–**	**–**

By virtue of Section 7 of the Act, Mr. Tan Tin Yeow is deemed to have an interest in the shares of all the subsidiary corporations to the extent held by the Company.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares or debentures of the Company, or of related corporations (other than wholly owned subsidiary corporations), either at the beginning, or at the end of the financial year.

Share options

There were no share options granted during the financial year to subscribe for unissued shares of the Company or its Subsidiary Corporations.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its Subsidiary Corporations.

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

Audit Committee

The members of the Audit Committee at the end of the financial year are as follows:

- Khoo Song Koon (Chairman), lead independent director
- Raymond Lam Kuo Wei, independent director
- Eddie Foo Toon Ee, independent director

All members of the Audit Committee are non-executive directors. The Audit Committee carried out its functions in accordance with the Section 201B(5) of the Act, the SGX-ST Listing Manual and the Code of Corporate Governance. The functions performed and further details are set out in the Corporate Governance Report.

The Audit Committee has held 4 meetings since the last directors' statement. In performing the functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and the internal auditor's evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;
- quarterly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX-ST Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the independent auditor, Ernst & Young LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company and its subsidiary corporations, Rules 712 and 715 of the SGX-ST Listing Manual have been complied with.

Auditor

Ernst & Young LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Tan Tin Yeow
Director

Tan Guat Lian
Director

Singapore
17 July 2026

INDEPENDENT AUDITOR'S REPORT

To the members of XMH Holdings Ltd.
For the financial year ended 30 April 2026

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of XMH Holdings Ltd. (the Company) and its subsidiaries (collectively, the Group), which comprise the statements of financial position of the Group and the Company as at 30 April 2026, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the Act) and Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 April 2026 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code), 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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

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

Key audit matters (cont'd)

Revenue recognition for projects

The Group recognised $60,466,000 of project revenue for the financial year ended 30 April 2026, which represents 32.6% of the Group's total revenue. Project revenue is recognised over time using cost-based input method in determining the measure of progress for revenue recognition over time. The input method involves the use of significant management estimates, including amongst others, the total estimated project costs. Accordingly, we have assessed this to be a key audit matter.

Our audit procedures included the following:

- obtained an understanding of the financial controls with respect to the Group's project budgeting, monitoring and approval process;
- reviewed the contract terms and conditions for selected significant projects, agreed the total estimated project costs to the management approved budgets and reviewed the project files including the related correspondences;
- performed computation checks, traced actual costs incurred to the underlying supporting documents and extended our testing to actual cost incurred subsequent to year end to assess the reasonableness of the estimated cost to complete for selected projects, including completed projects;
- reviewed the contracts for the expected completion dates and discussed with management for any potential contract changes from customers, potential increases in budgeted cost amongst other factors and potential delay in meeting delivery date which might result in loss making contracts; and
- reviewed the adequacy of disclosures related to contract revenue and contract asset arising from such projects in Note 2.21(b) Project revenue, Note 3.2(a) Revenue recognition for project revenue and Note 4 Revenue.

Impairment assessment of trade receivables and contract assets

Trade receivables and contract assets balances represents 14% of the total assets of the consolidated statement of financial position are significant to the Group for the financial year ended 30 April 2026. The Group recorded trade receivables and contract assets amounting to $12,796,000 and $13,478,000, respectively, as at 30 April 2026. Impairment losses for trade receivables and contract assets are assessed based on the expected credit loss ("**ECL**") model under SFRS(I) 9.

As trade receivables and contract assets contribute a significant part of the Group's working capital, management assesses the collectability and impairment of debtors on a periodic basis. The Group determines impairment of trade receivables by making debtor-specific assessment for credit-impaired debtors and using provision matrix method to measure the expected credit losses for the remaining group of debtors. The Group's calibrates the provision matrix using historical credit loss experience with forward-looking information, given the current economic volatility. Given the significant management judgement and estimations involved in the impairment assessment, we assessed this to be a key audit matter.

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

Key audit matters (cont'd)

Impairment assessment of trade receivables and contract assets (cont'd)

Our audit procedures included the following:

- obtained an understanding of the management's processes and controls relating to the monitoring of trade receivables and contract assets;
- discussed with management the identified credit deterioration, collection issues, repayment plans, debtors with history or long overdue receivables and reviewed correspondences with the debtors, where available;
- evaluated management's assumptions and inputs used in establishing the provision matrix through analysis of receivables ageing and contract assets, review of historical credit loss experiences and consideration of data and information used by management in determining the forward-looking adjustments based on current economic condition;
- requested, on a sample basis, trade receivable confirmations, verified receipts from the customers subsequent to statement of financial position date and inquired management on disputed receivables; and
- assessed the adequacy of the relevant disclosures included in Note 2.13 Impairment of financial assets, Note 3.2(b) Expected credit losses of trade receivables and contract assets and Note 15 Trade and other receivables.

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

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

Responsibilities of management and directors for the financial statements (cont'd)

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the members of XMH Holdings Ltd.
For the financial year ended 30 April 2026

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

Auditor's responsibilities for the audit of the financial statements (cont'd)

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

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

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

Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Ho Shyan Yan.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

17 July 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 30 April 2026

	Note	2026 $'000	2025 $'000
Revenue	4	**185,364**	167,123
Cost of sales		**(122,354)**	(112,628)
Gross profit		**63,010**	54,495
Other income	5	**2,856**	3,176
Distribution expenses		**(7,057)**	(6,287)
Administrative expenses		**(22,119)**	(20,318)
Write-back on financial assets		**114**	1,405
Net foreign exchange gain		**2,952**	314
Results from operating activities		**39,756**	32,785
Finance income		**28**	38
Finance expense		**(852)**	(1,679)
Net finance expense	6	**(824)**	(1,641)
Profit before tax	7	**38,932**	31,144
Income tax expense	8	**(7,032)**	(5,603)
Profit for the year, net of tax		**31,900**	25,541
Other comprehensive (loss)/income			
Items that are or may be reclassified subsequently to profit or loss			
Exchange differences arising from translation of the financial statements of the subsidiary corporations		**(6,528)**	1,626
Other comprehensive (loss)/income for the year, net of tax		**(6,528)**	1,626
Total comprehensive income for the year		**25,372**	27,167
Profit for the year attributable to:			
Owners of the Company		**31,562**	25,541
Non-controlling interests		**338**	–
		31,900	25,541
Total comprehensive income attributable to:			
Owners of the Company		**25,034**	27,167
Non-controlling interests		**338**	–
		25,372	27,167
Earnings per share			
– Basic (cents)	9	**28.79**	23.29
– Diluted (cents)	9	**28.79**	23.29

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

STATEMENTS OF FINANCIAL POSITION

As at 30 April 2026

	Note	Group		Company	
		2026 $'000	2025 $'000	2026 $'000	2025 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	10	**34,357**	36,780	**30,448**	32,954
Right-of-use assets	18	**4,650**	4,931	**4,565**	4,835
Investment in subsidiary corporations	11	**–**	–	**16,122**	18,701
Intangible assets	12	**8,506**	8,506	**–**	–
Other financial assets	13	**423**	453	**–**	–
Club memberships	12	**135**	155	**–**	–
Deferred tax assets	8	**828**	1,244	**264**	40
		48,899	52,069	**51,399**	56,530
Current assets					
Inventories	14	**78,826**	71,908	**–**	–
Trade and other receivables	15	**19,103**	14,610	**27,559**	11,783
Prepayment		**263**	490	**25**	22
Contract assets	4	**13,478**	31,905	**–**	–
Cash and short-term deposits	16	**27,435**	31,950	**782**	700
Tax recoverable		**74**	454	**–**	48
		139,179	151,317	**28,366**	12,553
Total assets		**188,078**	203,386	**79,765**	69,083
EQUITY AND LIABILITIES					
Current liabilities					
Trade and other payables	17	**64,488**	81,635	**20,223**	23,440
Contract liabilities	4	**685**	720	**–**	–
Loans and borrowings	23	**4,836**	30,148	**36**	68
Current tax payables		**6,458**	6,601	**16**	–
		76,467	119,104	**20,275**	23,508
Net current assets/(liabilities)		**62,712**	32,213	**8,091**	(10,955)
Non-current liabilities					
Other payables	17	**233**	42	**233**	42
Employee benefit liability	24	**240**	172	**–**	–
Loans and borrowings	23	**118**	2,447	**–**	36
Deferred tax liabilities	8	**87**	98	**–**	–
		678	2,759	**233**	78
Total liabilities		**77,145**	121,863	**20,508**	23,586
Equity attributable to owners of the Company					
Share capital	19	**39,882**	39,882	**39,882**	39,882
Treasury shares	20	**(3,303)**	(3,303)	**(3,303)**	(3,303)
Other reserves	21	**(9,955)**	(13,579)	**–**	–
Accumulated profits		**81,314**	58,523	**22,678**	8,918
		107,938	81,523	**59,257**	45,497
Non-controlling interests		**2,995**	–	**–**	–
Total equity		**110,933**	81,523	**59,257**	45,497
Total equity and liabilities		**188,078**	203,386	**79,765**	69,083

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 April 2026

Group	Attributable to owners of the Company							
	Share capital	Treasury shares	Foreign currency translation reserve	Capital reserve	Accumulated profits	Total	Non-controlling interests	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
At 1 May 2025	**39,882**	**(3,303)**	**(13,579)**	**–**	**58,523**	**81,523**	**–**	**81,523**
Profit for the year	**–**	**–**	**–**	**–**	**31,562**	**31,562**	**338**	**31,900**
Other comprehensive income/(loss):								
Exchange differences arising from translation of the financial statements of the subsidiary corporations	**–**	**–**	**(6,528)**	**–**	**–**	**(6,528)**	**–**	**(6,528)**
Other comprehensive income/(loss) for the year, net of tax	**–**	**–**	**(6,528)**	**–**	**–**	**(6,528)**	**–**	**(6,528)**
Total comprehensive income/(loss) for the year	**–**	**–**	**(6,528)**	**–**	**31,562**	**25,034**	**338**	**25,372**
Changes in ownership interests in subsidiary corporation								
Partial disposal of a subsidiary corporation	**–**	**–**	**–**	**10,152**	**–**	**10,152**	**2,879**	**13,031**
Dividend Appropriation	**–**	**–**	**–**	**–**	**–**	**–**	**(222)**	**(222)**
Total changes in ownership interest in a subsidiary corporation	**–**	**–**	**–**	**10,152**	**–**	**10,152**	**2,657**	**12,809**
Contribution by and distributions to owners								
Dividends (Note 22)	**–**	**–**	**–**	**–**	**(8,771)**	**(8,771)**	**–**	**(8,771)**
Total transactions with owners	**–**	**–**	**–**	**–**	**(8,771)**	**(8,771)**	**–**	**(8,771)**
At 30 April 2026	**39,882**	**(3,303)**	**(20,107)**	**10,152**	**81,314**	**107,938**	**2,995**	**110,933**

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 April 2026

Group	Attributable to owners of the Company						
	Share capital	Treasury shares	Foreign currency translation reserve	Accumulated profits	Total	Non-controlling interests	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
At 1 May 2024	39,882	(3,303)	(15,275)	36,889	58,193	–	58,193
Profit for the year	–	–	–	25,541	25,541	–	25,541
Other comprehensive income/(loss):							
Exchange differences arising from translation of the financial statements of the subsidiary corporations	–	–	1,626	–	1,626	–	1,626
Adjustment	–	–	70	(70)	–	–	–
Other comprehensive income/(loss) for the year, net of tax	–	–	1,696	(70)	1,626	–	1,626
Total comprehensive income for the year	–	–	1,696	25,471	27,167	–	27,167
Contribution by and distributions to owners							
Dividends (Note 22)	–	–	–	(3,837)	(3,837)	–	(3,837)
Total transactions with owners	–	–	–	(3,837)	(3,837)	–	(3,837)
At 30 April 2025	39,882	(3,303)	(13,579)	58,523	81,523	–	81,523

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 April 2026

Company	Share capital $'000	Treasury Shares $'000	Accumulated profits $'000	Total equity $'000
At 1 May 2025	**39,882**	**(3,303)**	**8,918**	**45,497**
Profit for the year, representing total comprehensive income for the year	**–**	**–**	**22,531**	**22,531**
Contribution by and distributions to owners				
Dividends paid on ordinary shares (Note 22)	**–**	**–**	**(8,771)**	**(8,771)**
Total transactions with owners	**–**	**–**	**–**	**–**
At 30 April 2026	**39,882**	**(3,303)**	**22,678**	**59,257**
At 1 May 2024	39,882	(3,303)	4,923	41,502
Profit for the year, representing total comprehensive income for the year	–	–	7,832	7,832
Contribution by and distributions to owners				
Dividends paid on ordinary shares (Note 22)	–	–	(3,837)	(3,837)
Total transactions with owners	–	–	(3,837)	(3,837)
At 30 April 2025	39,882	(3,303)	8,918	45,497

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 April 2026

	Note	2026 $'000	2025 $'000
Cash flows from operating activities			
Profit before tax		**38,932**	31,144
Adjustments for:			
Depreciation of right-of-use assets	18	**303**	312
Depreciation of property, plant and equipment	10	**2,929**	3,347
Interest income	6	**(28)**	(38)
Interest expense	6	**852**	1,679
Bad debts written-off	7	**–**	20
Recovery of bad debts	7	**(1)**	(1)
Write-back on receivables and contract assets, net	7	**(113)**	(1,424)
Fair value loss/(gain) on quoted equity securities	7/5	**29**	(10)
Inventories written-down	14	**186**	201
Defined benefit expense	24	**51**	43
Gain on disposal of property, plant and equipment	5	**–**	(8)
Gain on liquidation of subsidiary	5	**–**	(122)
Unrealised currency translation differences		**(1,807)**	261
Operating cash flows before changes in working capital		**41,333**	35,404
Changes in working capital:			
– Increase in inventories		**(13,228)**	(35,454)
– Increase in trade and other receivables		**(4,612)**	(3,071)
– Decrease/(increase) in prepayment		**227**	(319)
– Decrease/(increase) in contract assets		**18,660**	(20,117)
– (Decrease)/increase in trade and other payables		**(13,038)**	37,152
– Increase/(decrease) in employee benefit liability		**17**	(8)
– Decrease in contract liabilities		**(35)**	(347)
Cash generated from operations		**29,324**	13,240
Tax paid, net		**(6,404)**	(3,827)
Net cash generated from operating activities		**22,920**	9,413

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 April 2026

	Note	2026 $'000	2025 $'000
Cash flows from investing activities			
Interest received		**28**	38
Proceeds from sale of property, plant and equipment		**–**	8
Acquisition of property, plant and equipment	10	**(339)**	(162)
Proceeds from partial disposal of a subsidiary corporation		**13,031**	–
Net cash generated from/(used in) investing activities		**12,720**	(116)
Cash flows from financing activities			
Proceeds from trust receipts		**14,228**	20,162
Repayment of trust receipts		**(25,221)**	(11,521)
Proceeds from revolving credit facility		**25,319**	40,457
Repayment of revolving credit facility		**(41,379)**	(35,439)
Interest paid		**(847)**	(1,519)
Repayment of borrowings		**(663)**	(19,030)
Repayment of lease liabilities	18	**(83)**	(86)
Dividends paid	22	**(8,771)**	(3,837)
Increase in pledged fixed deposit		**2**	1
Net cash used in financing activities		**(37,415)**	(10,812)
Net decrease in cash and cash equivalents		**(1,775)**	(1,515)
Cash and cash equivalents at 1 May		**31,930**	31,977
Effect of exchange rate fluctuations on cash and cash equivalents		**(2,742)**	1,468
Cash and cash equivalents at 30 April	16	**27,413**	31,930

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

1. Corporate information

XMH Holdings Ltd. (the "**Company**") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Company's registered office and principal place of business is located at 55 Tuas Crescent, #07-01 Singapore 638743.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary corporations are disclosed in Note 11 to the financial statements.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("**SFRS(I)**"). The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (SGD or $), which is the Company's functional currency. All financial information presented in Singapore Dollars are rounded to the nearest thousand ($'000), unless otherwise indicated.

The financial statements of the Company and Group have been presented on the basis that they will continue to operate as going concerns.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and amended standards and interpretations which are relevant to the Group and are effective for annual financial period beginning on 1 May 2025. The adoption of these standards and interpretations did not have any material effect on the financial statements of the Group.

2.3 Standards issued but not yet effective

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these financial statements.

Except for the below, the directors expect that the adoption of these new and amended standards will have no material impact on the financial statements in the year of initial application.

SFRS(I) 18: Presentation and Disclosure in Financial Statements

SFRS(I) 18 is a new standard that replaces SFRS(I) 1 *Presentation of Financial Statements*. SFRS(I) 18 introduces new categories of subtotals in the statement of comprehensive income, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of comprehensive income into one of five categories: operating, investing, financing, income taxes and discontinued operations, wherein the first three are new.

2. Material accounting policy information (cont'd)

2.3 Standards issued but not yet effective (cont'd)

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

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

SFRS(I) 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively.

The amendments will have impact on the disclosure in the financial statements but not on the measurement or recognition of items in the Group's financial statements. The Group is in the process of analysing the new disclosure requirements and to assess if changes are required to its internal information systems.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

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

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiary corporations are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary corporation are attributed to the non-controlling interests even if that results in a deficit balance.

If the Group loses control over a subsidiary corporation, it derecognises the related assets (including goodwill), liabilities, non-controlling interests and other components of equity, with any resultant gain or loss is recognised in profit or loss.

2. Material accounting policy information (cont'd)

2.4 Basis of consolidation and business combinations (cont'd)

(b) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interests in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interests in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. The accounting policy for goodwill is set out in Note 2.8(b)(i). In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The CGUs to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the CGU may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of CGU (or group of CGUs) to which the goodwill relates.

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in a subsidiary corporation not attributable, directly or indirectly, to owners of the Company.

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

2. Material accounting policy information (cont'd)

2.6 *Functional and foreign currency transactions and balances*

The financial statements are presented in SGD, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary corporations and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of subsidiaries denominated in other currencies are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.7 *Property, plant and equipment*

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

Freehold land has an unlimited useful life and therefore is not depreciated.

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

Buildings	–	30 to 33⅓ years
Plant and machinery	–	3 to 10 years
Furniture, fittings and renovations	–	3 to 10 years
Office equipment	–	1 to 10 years
Motor vehicles	–	3 to 5 years

2. Material accounting policy information (cont'd)

2.7 Property, plant and equipment (cont'd)

The residual value, useful lives and depreciation method are reviewed at the end of each financial period, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2.8 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment loss. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

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

(a) Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

(b) Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the CGU level. Such intangible assets are not amortised. Subsequent to initial recognition, the intangible assets are measured at cost less accumulated impairment loss. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

(i) Goodwill

Goodwill that arises upon the acquisition of subsidiary corporations represents the excess of the fair value of the consideration transferred in the business combination over the net fair value of the acquiree's identifiable assets and liabilities. Impairment losses are reviewed at the end of each reporting period and adjusted if appropriate.

(ii) Club membership

Club membership was acquired separately. Impairment losses are reviewed at the end of each reporting period and adjusted if appropriate.

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

2. Material accounting policy information (cont'd)

2.9 *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its VIU and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written-down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.10 *Subsidiary corporations*

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

In the Company's separate financial statements, investments in subsidiary corporations are accounted for at cost less accumulated impairment loss.

2.11 *Financial instruments*

(a) Financial assets

Initial recognition and measurement

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

When financial assets are recognised initially, they are measured at fair value plus, in the case of financial assets not at fair value through profit or loss (FVPL), directly attributable transaction costs. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

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

2. Material accounting policy information (cont'd)

2.11 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement

Debt instruments

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

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

Equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income which will not be reclassified subsequently to profit or loss. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established.

For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

De-recognition

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

(b) Financial liabilities

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value plus in the case of financial instruments not at fair value through profit or loss, net of directly attributable transaction costs.

2. Material accounting policy information (cont'd)

2.11 Financial instruments (cont'd)

(b) Financial liabilities (cont'd)

Subsequent measurement

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

De-recognition

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

2.12 Cash and cash equivalents

Cash and cash equivalents consist of cash at banks and on hand, bank deposits and short-term highly liquid investments that are readily convertible to known amounts of cash which are subjected to an insignificant risk of changes in value.

2.13 Impairment of financial assets

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

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

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

The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written-off when there is no reasonable expectation of recovering the contractual cash flows.

2. Material accounting policy information (cont'd)

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Spare parts and raw materials: purchase costs on a weighted average basis.
- Raw materials (Engine): purchase costs on a specific identification basis.
- Finished goods (Engine): costs of direct materials, labour and an attributable portion of overheads, determined on a specific identification basis.
- Finished goods (Generator set) and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

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

2.15 Provisions

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

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

2.16 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss under "Other income".

2. Material accounting policy information (cont'd)

2.17 *Financial guarantee*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.13 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.18 *Borrowing costs*

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.19 *Employee benefits*

(a) *Defined contribution plans*

As required by law, the Group makes contributions to the state pension scheme in their respective countries, the Central Provident Fund ("**CPF**") in Singapore and Employees Provident Fund ("**EPF**") in Malaysia. CPF and EPF contributions are recognised as compensation expenses in the same period as the employment that gives rise to the contributions.

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

(c) *Defined benefit plan*

The defined benefit liability is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any).

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method. Defined benefit costs comprise the following:

– Service cost

– Interest on defined benefit liability

– Remeasurements of defined benefit liability

2. Material accounting policy information (cont'd)

2.19 Employee benefits (cont'd)

(c) Defined benefit plan (cont'd)

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Remeasurements on the defined benefit liability comprise actuarial gains and losses, the return on asset ceiling (if any, excluding interest). The Group recognises them in other comprehensive income.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognised as a separate asset at fair value when and only when reimbursement is virtually certain.

2.20 Leases

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

(a) As lessee

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

(i) ROU

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

Land use rights	–	30 years
Leasehold building	–	2 years to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The ROU are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.9.

2. Material accounting policy information (cont'd)

2.20 *Leases (cont'd)*

(a) As lessee (cont'd)

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

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

The Group's lease liabilities are included in Note 23.

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

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

(b) As lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2. Material accounting policy information (cont'd)

2.21 Revenue

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

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

(a) Sale of goods

Revenue from sale of goods is recognised when the goods are delivered to the customer and all criteria for acceptance has been satisfied. An estimated transaction price is allocated to each performance obligation in the contract on the basis of the relative stand-alone selling prices of the promised goods and services.

(b) Project revenue

Revenue is recognised by measuring the progress towards satisfaction of performance obligations. At contract inception, the Group assesses whether the Group transfers control of the performance over time or at a point in time by determining if (a) its performance does not create an asset with an alternative use to the Group; and (b) the Group has an enforceable right to payment for performance completed to date.

For contracts where the project completed has no alternative use to the Group due to contractual restriction and the Group has enforceable rights to payment arising from the contractual terms, revenue is recognised over time by reference to the Group's progress towards completing the project. The measurement of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs ("**input method**"). Costs incurred that are not related to the contract or that do not contribute towards satisfying a performance obligation are excluded from the measure of progress and instead are expensed as incurred.

Management has determined that input method provides a faithful depiction of the Group's performance in transferring control over the performance to the customers, as it reflects the Group's efforts incurred to date relative to the total inputs expected to be incurred for the performance.

The period between the transfer of the promised goods and payment by the customer may exceed one year. For such contracts, there is no significant financing component present as the payment terms is an industry practice to protect the performing entity from the customers' failure to adequately complete some or all of its obligations under the contract. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Revenue from projects are also adjusted with variations to the contracts claimable from customers.

2. Material accounting policy information (cont'd)

2.21 *Revenue (cont'd)*

(b) Project revenue (cont'd)

Estimates of revenue, costs including liquidated damages due to delays or other causes or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenue or costs are reflected in the profit or loss in the period in which the circumstances that give rise to the revision become known by management.

Based on the Group's experience with similar types of contracts, variable consideration is typically constrained and is included in the transaction only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The customer is invoiced on a progressive work certification basis. If the value of the progress work transferred by the Group exceed the billings to customers, a contract asset is recognised. If the billings to customers exceed the value of the progress work transferred, a contract liability is recognised.

Revenue from short-term projects and maintenance services is recognised at a point in time when the services are rendered.

(c) After-sales service fee

After-sales service fee is recognised in profit or loss as and when services are rendered.

(d) Finance income

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

(e) Dividend income

Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted equity securities is normally the ex-dividend date.

2.22 *Taxes*

(a) Current income tax

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

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Material accounting policy information (cont'd)

2.22 *Taxes (cont'd)*

(b) Deferred tax

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

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

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

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

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

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

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2. Material accounting policy information (cont'd)

2.22 Taxes (cont'd)

(c) Goods and services tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except:

– Where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2.23 Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.24 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3. Significant accounting judgements and estimates (cont'd)

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement which have the most significant effect on the amounts recognised in the consolidated financial statements:

Onerous provisions

In preparing the financial statements, significant assumptions are required in determining the total contract costs and the recoverable amount of variation works, which includes consideration for onerous contract and liquidated damages. In making these judgments, management has relied on relevant facts and circumstances and past experiences.

Additionally, delays or non-compliance with contract terms is considered by management. Management's judgments are supported by relevant facts and circumstances surrounding each contract. This ensures that the assumptions used are reflective of the project's status and alignment with applicable accounting standards.

3.2 Key sources of estimation uncertainty

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

(a) Revenue recognition for project revenue

The Group has ongoing contracts with customers at the reporting date for manufacturing and assembly of generator sets.

Project revenue is recognised over time by reference to the Group's progress towards completing the projects. The measurement of progress is determined based on the input method. When it is probable that total contract costs will exceed total revenue, a provision for onerous contract is recognised in the profit or loss immediately. Revenue recognised on these contracts but unbilled to customers are presented as contract assets on the statement of financial position.

Under the input method, estimated total contract costs on each project is a key input that is subject to significant estimation uncertainty. At every reporting date, management re-evaluates, *inter alia*, the estimated total contract costs by updating the estimated contract costs to be incurred from the reporting date to the completion date of the projects ("**costs-to-complete**").

In making estimation of the total costs-to-complete, management has applied its past experience of completing similar projects, as well as quotations from and contracts with suppliers and sub-contractors.

3. Significant accounting judgements and estimates (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

(b) Expected credit losses of trade receivables and contract assets

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

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

Estimation and judgement are used in computing the ECL and the Group has grouped them based on shared credit risk characteristics. Separate provision matrices are applied to each customer groupings and the historical loss rates are adjusted to reflect the current and forward-looking information.

In calculating the ECL rates, the Group has considered the volatility of the forward-looking macroeconomic factors affecting the ability of the customers to repay their debts and the probabilities assigned to each scenario are disclosed in Note 27.

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions and hence, ECLs is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 15 and Note 4(c) respectively.

The carrying amount of trade receivables and contract assets as at 30 April 2026 are $12,796,000 (2025: $5,744,000) and $13,478,000 (2025: $31,905,000) respectively.

(c) Impairment assessment of goodwill and cost of investment in subsidiary corporations

The Group's goodwill and the Company's cost of investment in subsidiary corporations are subjected to impairment assessment for the financial year ended 30 April 2026. Management assesses goodwill impairment annually. For the Company's cost of investment in subsidiary corporations, management performs an assessment to ascertain whether indicators of impairment are present. For impairment assessments of goodwill and cost of investment in subsidiary corporations, management uses a discounted cash flow model which involves significant judgement in estimating the recoverable values of these assets. The recoverable amount is sensitive to the projected revenue, gross margins, terminal growth rate and discount rate used in the discounted cash flow model. The key assumptions applied in the determination of the VIU including a sensitivity analysis, are disclosed and further explained in Notes 11 and 12 to the financial statements. The carrying amount of the Group's goodwill and the Company's cost of investment in subsidiary corporations as at 30 April 2026 are $8,506,000 (2025: $8,506,000) and $16,122,000 (2025: $18,701,000) respectively. There is no impairment of goodwill and cost of investment (2025: reversal of impairment in the cost of investment of $7,404,000) during the year.

4. Revenue

(a) *Disaggregation of revenue*

Segments	Distribution		After-sales		Project		Total revenue	
	2026	2025	2026	2025	2026	2025	2026	2025
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Primary geographical markets								
Singapore	**8,200**	2,827	**3,098**	2,803	**36,788**	9,153	**48,086**	14,783
Malaysia	**8,724**	46	**335**	383	**23,678**	56,331	**32,737**	56,760
Indonesia	**85,731**	82,108	**10,977**	10,490	**–**	–	**96,708**	92,598
Vietnam	**6,132**	982	**168**	323	**–**	–	**6,300**	1,305
Other countries	**494**	30	**1,039**	1,647	**–**	–	**1,533**	1,677
	109,281	85,993	**15,617**	15,646	**60,466**	65,484	**185,364**	167,123
Timing of transfer of goods and services								
At a point in time	**109,281**	85,993	**15,617**	15,646	**–**	–	**124,898**	101,639
Over time	**–**	–	**–**	–	**60,466**	65,484	**60,466**	65,484
	109,281	85,993	**15,617**	15,646	**60,466**	65,484	**185,364**	167,123

(b) *Judgement and methods used in estimating revenue*

(i) Recognition of revenue from projects over time

For the revenue arising from projects where the Group satisfies its performance obligations over time, management has determined that a cost-based input method provides a faithful depiction of the Group's performance in transferring control of the projects to the customers, as it reflects the Group's efforts incurred to date relative to the total inputs expected to be incurred for the projects. The measure of progress is based on the costs incurred to date as a proportion of total costs expected to be incurred up to the completion of the projects.

The estimated total construction and other related costs are based on contracted amounts and, in respect of amounts not contracted for, management relies on past experience and knowledge of the project engineers to make estimates of the amounts to be incurred. In making these estimates, management takes into consideration the historical trends of the amounts incurred in its other similar projects.

(ii) Determining transaction price and amounts allocated to sale and commissioning

For the bundled packages of sale and commissioning, the Group allocates the transaction price to the sale of equipment and commissioning service based on their relative stand-alone selling prices. The stand-alone selling prices are determined based on estimated costs plus margin.

4. Revenue (cont'd)

(c) *Contract assets and contract liabilities*

Information about trade receivables, contract assets and contract liabilities from contracts with customers is disclosed as follows:

	Group		
	30 April 2026	30 April 2025	1 May 2024
	$'000	$'000	$'000
Trade receivables, net (Note 15)	**12,796**	5,744	5,806
Contract assets (Note 27)	**13,478**	31,905	11,850
Contract liabilities	**(685)**	(720)	(1,067)

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date for project work. Contract assets are transferred to receivables when the rights become unconditional.

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers for project work.

Contract liabilities are recognised as revenue as the Group performs under the contract.

(i) Significant changes in contract assets are explained as follows:

	Group	
	2026	2025
	$'000	$'000
Contract assets reclassified to receivables	**(29,132)**	(10,644)
Changes in estimate of transaction price	**338**	431
Impairment charge on contract assets	**–**	(62)
Write-back of allowance on contract assets	**233**	1,450

(ii) Significant changes in contract liabilities are explained as follows:

	Group	
	2026	2025
	$'000	$'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	**720**	1,067

5. Other income

	Group	
	2026 $'000	2025 $'000
Lease income	**2,364**	2,469
Recovery of utilities	**178**	258
Recovery of transportation expense from customers	**75**	42
Scrap sales	**71**	50
Government grants and rebates	**35**	72
Fair value gain on quoted equity securities	**–**	10
Gain on disposal of property, plant and equipment	**–**	8
Gain on liquidation of subsidiary	**–**	122
Insurance claims	**14**	1
Miscellaneous income	**119**	144
	2,856	3,176

6. Finance income/expense

	Group	
	2026 $'000	2025 $'000
Finance income		
Interest income on bank deposits	**28**	38
	28	38
Finance expense		
Interest expense on loans and borrowings	**(852)**	(1,679)
	(852)	(1,679)
Net finance expense recognised in profit or loss	**(824)**	(1,641)

7. Profit before tax

The following items have been included in arriving at profit before tax:

	Group	
	2026 $'000	2025 $'000
Audit fees		
– auditor of the Company	**258**	245
– other auditor – network firm	**19**	16
– other auditor – non-network firm	**11**	12
Non-audit fees		
– other auditor – network firm	**6**	5
Staff costs	**21,038**	18,419
Contribution to defined contribution plans (included in staff costs)	**852**	813
Post-employment benefits under defined benefit plan (included in staff costs)	**51**	43
Directors' fees	**188**	169
Depreciation of property, plant and equipment	**2,929**	3,347
Depreciation of right-of-use assets	**303**	312
Inventories written-down	**186**	201
Fair value loss/(gain) on quoted equity securities	**29**	(10)
Impairment loss/(impairment write-back) on financial assets, net:		
– trade and other receivables	**120**	(36)
– contract assets	**(233)**	(1,388)
Expenses relating to leases of low-value assets and short-term leases	**359**	308
Bad debts written-off	**–**	20
Recovery of bad debts	**(1)**	(1)

8. Income tax expense

(a) *Major components of income tax expense*

The major components of income tax expense for the years ended 30 April 2026 and 2025 are:

	Group	
	2026	**2025**
	$'000	**$'000**
Current income tax		
Current year	**6,720**	6,815
Over provision in respect of previous years	**(93)**	(179)
Deferred income tax		
Origination and reversal of temporary difference	**421**	(707)
Under provision in respect of prior year deferred tax asset	**(16)**	(326)
Income tax expense recognised in profit or loss	**7,032**	5,603

(b) *Relationship between tax expense and accounting profit*

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the financial years ended 30 April 2026 and 2025 are as follows:

	Group	
	2026	**2025**
	$'000	**$'000**
Profit before tax	**38,932**	31,144
Tax at applicable corporate tax rate of 17% (2025: 17%)	**6,618**	5,294
Adjustments:		
– Effect of different tax rate in a foreign jurisdiction	**297**	173
– Non-deductible expenses	**664**	1,218
– Income not subject to tax	**(430)**	(493)
– Tax incentives and reliefs	**(43)**	(59)
– Over provision in respect of previous years for current tax	**(93)**	(179)
– Under provision in respect of prior year deferred tax asset	**(16)**	(326)
– Others	**35**	(25)
Income tax expense recognised in profit or loss	**7,032**	5,603

8. Income tax expense (cont'd)

(b) Relationship between tax expense and accounting profit (cont'd)

As at 30 April 2026 and 2025, the Group has recognised deferred tax asset for all unutilised capital allowances amounting to $49,000 (2025: nil) and tax losses amounting to $$2,703,000 (2025: $275,000) that are available for offset against future taxable profits of the companies to which the losses arose. The Company has recognised deferred tax asset for all tax losses amounting to $1,521,000 (2025: $275,000). The use of unutilised capital allowances and tax losses is subject to agreement of the tax authorities and compliance with certain provisions of tax regulation in Singapore.

Tax consequences of proposed dividends

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements for the financial years ended 30 April 2026 and 2025 (Note 22).

Tax assessments, exposures and objections

During the financial year, the Group's wholly owned subsidiary, PT Xin Ming Hua Engine (PTXMH) received notices of assessment from the Indonesian Tax Authority on underpayment of taxes amounting to IDR143.9 billion (approximately S$10.6 million), in respect of the financial year ended 30 April 2024. Based on the Indonesian tax authority, the tax assessments relate to corporate income tax on deemed profits attributed to PTXMH that were transacted by Xin Ming Hua Pte Ltd (XMHPL), the Group's Singapore subsidiary from its direct sales to customers in Indonesia. The tax assessments also included related Value Added Tax (VAT), Withholding Tax (WHT) and penalties, arising from such profits which the tax authority attributed to PTXMH.

PTXMH has filed objections against the notice of assessments. Management believes that the assessment is not supported by sufficient legal and factual basis. The assessment was issued based on the assumption that all sales disclosed under the Indonesia geographical segment in the Group's consolidated 2024 financial statements, is entirely attributable to PTXMH.

Management engaged an independent tax advisor in Indonesia who considered the relevant facts, supporting documents and applicable tax regulations and advised that the tax assessments are without merit. Accordingly, Management has not recorded any provision for this assessment in these financial statements. As at the date of authorisation of these financial statements, the objections remain under review by the Indonesian tax authority, and no decision has been issued.

8. Income tax expense (cont'd)

(c) Deferred tax assets/(liabilities)

Movements in deferred tax of the Group during the year are as follows:

Group	At 1 May 2025	Recognised in profit or loss	At 30 April 2026
	$'000	$'000	$'000
Deferred tax assets, net			
Provisions	**1,243**	**(861)**	**382**
Unutilised capital allowances and tax losses	**–**	**421**	**421**
Differences in depreciation for tax purposes	**1**	**24**	**25**
Total	**1,244**	**(416)**	**828**
Deferred tax liabilities, net			
Provisions	**50**	**3**	**53**
Differences in depreciation for tax purposes	**(95)**	**–**	**(95)**
Fair value adjustments on acquisition of subsidiary corporations			
– Loans and borrowings	**(53)**	**8**	**(45)**
Total	**(98)**	**11**	**(87)**

8. Income tax expense (cont'd)

(c) *Deferred tax assets/(liabilities) (cont'd)*

Group	At 1 May 2024 $'000	Recognised in profit or loss $'000	Utilised as group relief $'000	At 30 April 2025 $'000
Deferred tax assets, net				
Provisions	495	748	–	1,243
Unutilised capital allowances and tax losses	–	254	(254)	–
Differences in depreciation for tax purposes	5	(4)	–	1
Total	500	998	(254)	1,244
Deferred tax liabilities, net				
Provisions	11	39	–	50
Differences in depreciation for tax purposes	(83)	(12)	–	(95)
Fair value adjustments on acquisition of subsidiary corporations				
– Loans and borrowings	(61)	8	–	(53)
Total	(133)	35	–	(98)

8. Income tax expense (cont'd)

(c) *Deferred tax assets/(liabilities) (cont'd)*

Company	At 1 May 2025	Recognised in profit or loss	At 30 April 2026
	$'000	$'000	$'000
Deferred tax assets, net			
Provisions	–	2	2
Unutilised capital allowances and tax losses	40	212	252
Differences in depreciation for tax purposes	–	10	10
Total	40	224	264

Company	At 1 May 2024	Recognised in profit or loss	At 30 April 2025
	$'000	$'000	$'000
Deferred tax assets, net			
Unutilised capital allowances and tax losses	–	40	40

9. Earnings per share

Basic earnings per share amounts are calculated by dividing the results from continuing operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year (excluding treasury shares).

Diluted earnings per share amounts are calculated by dividing the results from operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share for the financial years ended 30 April:

	Group	
	2026	2025
	$'000	$'000
Profit for the year attributable to owners of the Company	**31,562**	25,541

	No. of shares	
	2026	2025
Weighted average number of ordinary shares outstanding during the year for basic and diluted earnings per share	**109,643,921**	109,643,921

10. Property, plant and equipment

Group	Freehold land	Buildings	Plant and machinery	Furniture, fittings and renovations	Office equipment	Motor vehicles	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Cost:							
At 1 May 2024	708	51,802	4,909	12,023	1,610	1,357	72,409
Additions	–	50	23	12	52	44	181
Disposals	–	–	(92)	–	(72)	–	(164)
Currency translation differences	44	129	215	10	45	–	443
At 30 April 2025 and 1 May 2025	**752**	**51,981**	**5,055**	**12,045**	**1,635**	**1,401**	**72,869**
Additions	**–**	**82**	**61**	**104**	**71**	**34**	**352**
Disposals	**–**	**–**	**(294)**	**–**	**–**	**–**	**(294)**
Currency translation differences	**48**	**141**	**(205)**	**11**	**(47)**	**(28)**	**(80)**
At 30 April 2026	**800**	**52,204**	**4,617**	**12,160**	**1,659**	**1,407**	**72,847**
Accumulated depreciation:							
At 1 May 2024	–	16,324	4,066	10,242	1,390	596	32,618
Depreciation for the year	–	1,865	169	1,016	116	181	3,347
Disposals	–	–	(84)	–	(72)	–	(156)
Currency translation differences	–	46	186	10	42	(4)	280
At 30 April 2025 and 1 May 2025	–	**18,235**	**4,337**	**11,268**	**1,476**	**773**	**36,089**
Depreciation for the year	–	**1,870**	**115**	**706**	**63**	**175**	**2,929**
Disposals	–	**–**	**(294)**	**–**	**–**	**–**	**(294)**
Currency translation differences	–	**56**	**(234)**	**8**	**(49)**	**(15)**	**(234)**
At 30 April 2026	–	**20,161**	**3,924**	**11,982**	**1,490**	**933**	**38,490**
Net carrying amount:							
At 30 April 2025	752	33,746	718	777	159	628	36,780
At 30 April 2026	**800**	**32,043**	**693**	**178**	**169**	**474**	**34,357**

10. Property, plant and equipment (cont'd)

Company	Building	Furniture, fittings and renovations	Office equipment	Machinery and equipment	Motor vehicle	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Cost:						
At 1 May 2024	46,919	10,648	158	–	590	58,315
Additions	50	5	–	–	–	55
At 30 April 2025 and 1 May 2025	**46,969**	**10,653**	**158**	**–**	**590**	**58,370**
Additions	**72**	**3**	**–**	**18**	**2**	**95**
At 30 April 2026	**47,041**	**10,656**	**158**	**18**	**592**	**58,465**
Accumulated depreciation:						
At 1 May 2024	13,383	8,882	157	–	68	22,490
Depreciation for the year	1,799	1,008	1	–	118	2,926
At 30 April 2025 and 1 May 2025	**15,182**	**9,890**	**158**	**–**	**186**	**25,416**
Depreciation for the year	**1,802**	**679**	**–**	**2**	**118**	**2,601**
At 30 April 2026	**16,984**	**10,569**	**158**	**2**	**304**	**28,017**
Net carrying amount:						
At 30 April 2025	31,787	763	–	–	404	32,954
At 30 April 2026	**30,057**	**87**	**–**	**16**	**288**	**30,448**

The Group has land use rights over 55 Tuas Crescent, Singapore 638743 where the Group's office resides. The land use rights are transferable with prior written consent of Jurong Town Corporation and have a remaining tenure of 17 years (2025: 18 years).

During the financial year, the cash outflow for the acquisition of property, plant and equipment amounted to $339,000 (2025: $162,000). There were non-cash additions to property, plant and equipment amounting to $13,000 (30 April 2025: $19,000). The addition of machinery and equipment includes grant receivables amounting to $18,000 (2025: nil) and is presented on a net basis.

10. Property, plant and equipment (cont'd)

Assets pledged as securities

The Group's land and building with a carrying amount at $32,843,000 (2025: $34,498,000) are mortgaged to secure the Group's bank loans (Note 23). As at 30 April 2026, motor vehicle with net book value of $288,000 (2025: $404,000) is held in trust by the Director.

11. Investment in subsidiary corporations

	Company	
	2026	2025
	$'000	$'000
Unquoted equity investment, at cost	**18,701**	18,701
Partial disposal of a subsidiary corporation	**(2,579)**	–
	16,122	18,701

Movements in accumulated impairment loss are as follows:

At 1 May	**–**	7,404
Reversal of impairment loss	**–**	(7,404)
At 30 April	**–**	–

In FY2025, the Company recorded a full reversal of impairment loss of investment in a subsidiary. In current financial year, no impairment loss was recognised in the profit or loss statement. The Company used the VIU approach to estimate its recoverable amount. These calculations are based on financial budgets approved by management covering a five-year period. The discount rate applied, forecasted revenue growth rates and terminal growth rate are stated below. The discount rate and revenue growth rates did not exceed the long-term projected growth rate for the relevant market.

	Revenue growth rate*		Pre-tax discount rate		Terminal growth rate	
	FY2028-FY2031	FY2027-FY2030	2026	2025	2026	2025
	%	%	%	%	%	%
Key assumptions	**3.0**	3.0	**17.2**	13.4	**2.0**	2.0

* FY2027 (2025: FY2026) revenue was forecasted based on the secured orders and orders estimated from order books as at 30 April 2026. FY2027's revenue is forecasted to decrease due to exceptional performance in FY2025 and expect delays in certain projects. The following 4 years' revenue FY2028 to FY2031 (2025: FY2027 to FY2030) is estimated based on the revenue growth rate above.

11. Investment in subsidiary corporations (cont'd)

(a) Composition of the Group

The details of the subsidiary corporations are as follows:

	Name of company (Country of incorporation)	Principal activities	Percentage of equity held by the Group 2026 %	2025 %
	Held by the Company			
(1)	Xin Ming Hua Pte Ltd ("**XMHPL**") (Singapore)	Supply of engines, general machinery and machinery equipment for marine, agriculture, construction and industrial use including spare parts and after-sales services	**100.0**	100.0
(1)	XMH Logistics Pte. Ltd. (Singapore)	General warehouse, supporting services to land transfer and investment holding	**100.0**	100.0
(3)	PT Xin Ming Hua Engine (Indonesia)	Trading of machinery, spare parts and equipment	**100.0**	100.0
(1) (4)	Mech-Power Generator Pte Ltd (Singapore)	Assembly, sales of generators and related accessories and investment holding	**85.2**	100.0
	Held through Mech-Power Generator Pte Ltd			
(2)	Mech Power Generator Sdn. Bhd. (Malaysia)	Manufacturers, importers, exporters of generating sets, spare parts, general engineering and other related products	**85.2**	100.0

(1) Audited by Ernst & Young LLP, Singapore.
(2) Audited by Ernst & Young PLT, Malaysia.
(3) Audited by Johan Malonda Mustika & Rekan, Indonesia.
(4) The Group partially disposed 14.8% interest in this subsidiary on 10 October 2025.

11. Investment in subsidiary corporations (cont'd)

(b) *Partly-owned subsidiary*

The Group has the following subsidiary that has non-controlling interests.

Proportion of equity interest held by non-controlling interests:

Name of company	Country of incorporation and operation	2026 %
Mech-Power Generator Pte Ltd and its subsidiary	Singapore	**14.8**

	$'000
Accumulated balances of non-controlling interests:	
Mech-Power Generator Pte Ltd and its subsidiary	**2,995**
Profit allocated to non-controlling interests:	
Mech-Power Generator Pte Ltd and its subsidiary	**338**

Set out below are the summarised financial information for the subsidiary group that has non-controlling interests. These are presented before inter-company eliminations.

Summarised statement of comprehensive income

	2026 $'000
Revenue	**60,470**
Cost of sales	**(45,113)**
Other income	**92**
Distribution expenses	**(1,932)**
Administrative expenses	**(7,354)**
Write-back on financial assets, net	**198**
Net foreign exchange gain	**2,087**
Net finance costs	**(1,242)**
Profit before tax	**7,206**
Income tax	**(1,198)**
Profit for the year	**6,008**
Less: Amortisation of fair value uplift, net of tax	**(38)**
Net profit after tax, representing total comprehensive income	**5,970**
Attributable to non-controlling interests for the period October 2025 to April 2026	**338**

11. Investment in subsidiary corporations (cont'd)

(b) Partly-owned subsidiary (cont'd)

Summarised statement of financial position

	2026 $'000
Current	
Assets	**42,424**
Liabilities	**(34,417)**
Net current assets	**8,007**
Non-current	
Assets	**3,914**
Liabilities	**(191)**
Net non-current assets	**3,723**
Net assets	**11,730**
Attributable to:	
Equity holders of parent	**8,735**
Non-controlling interests	**2,995**

12. Intangible assets/club membership

Group	Goodwill	Intellectual property rights	Total
	$'000	$'000	$'000
Cost:			
At 1 May 2024	9,393	349	9,742
Currency translation differences	–	19	19
At 30 April 2025 and 1 May 2025	**9,393**	**368**	**9,761**
Currency translation differences	**–**	**(46)**	**(46)**
At 30 April 2026	**9,393**	**322**	**9,715**
Accumulated amortisation and impairment loss:			
At 1 May 2024	887	349	1,236
Currency translation differences	–	19	19
At 30 April 2025 and 1 May 2025	**887**	**368**	**1,255**
Currency translation differences	**–**	**(46)**	**(46)**
At 30 April 2026	**887**	**322**	**1,209**
Net carrying amount:			
At 30 April 2025	8,506	–	8,506
At 30 April 2026	**8,506**	**–**	**8,506**

Impairment assessment for CGU containing goodwill

The goodwill recognised is entirely allocated to MPG Group as a single CGU which arose from the acquisition of the entire equity interest of MPG Group on 7 September 2013.

The recoverable amount of the MPG Group was determined based on its VIU. The VIU approach was calculated by discounting the future cash flows to be generated from the continuing use of the CGU.

12. Intangible assets/club membership (cont'd)

Impairment assessment for CGU containing goodwill (cont'd)

The VIU approach was used based on discounted cash flow projections covering a five-year period. The discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the five-year period are stated below. The discount rate and revenue growth rates did not exceed the long-term projected growth rate for the relevant market.

	Revenue growth rate*		Pre-tax discount rate		Terminal growth rate	
	FY2028-FY2031	FY2027-FY2030	2026	2025	2026	2025
	%	%	%	%	%	%
Key assumptions	**3.0**	3.0	**17.2**	13.4	**2.0**	2.0

* FY2027 (2025: FY2026) revenue was forecasted based on the secured orders and potential orders estimated from order books as at 30 April 2026. FY2027's revenue is forecasted to decrease due to exceptional performance in FY2025 and expect delays in certain projects. The following 4 years' revenue FY2028 to FY2031 (2025: FY2027 to FY2030) is estimated based on the revenue growth rate above.

The values assigned to the key assumptions represent management's assessment of future trends of the industry in which the MPG Group operates and are based on both external sources and internal sources (historical data).

Sensitivity to changes in key assumptions

With regards to the assessment of VIU for the MPG Group, management believes that no reasonably possible changes in any of the key assumptions would further cause the carrying value of the unit to materially exceed its recoverable amount.

	Group	
	2026	2025
	$'000	$'000
Club membership		
At cost	**180**	180
Currency translation differences	**(45)**	(25)
	135	155

13. Other financial assets

	Group	
	2026	2025
	$'000	$'000
Non-current financial assets		
Fair value through profit or loss		
Equity securities (quoted)	**423**	453

Details of valuation techniques and inputs are disclosed in Note 28 to financial statements.

14. Inventories

	Group	
	2026	2025
	$'000	$'000
Statement of financial position:		
Spare parts (at cost)	**23,286**	21,547
Raw materials (at cost)	**19,542**	23,093
Finished goods (at cost or net realisable value)		
– Engines	**35,998**	27,268
	78,826	71,908
Consolidated statement of comprehensive income:		
Inventories recognised as an expense in cost of sales		
Inclusive of the following charge:	**120,223**	99,063
Inventories written-down	**186**	201

15. Trade and other receivables

	Group		Company	
	2026	2025	2026	2025
	$'000	$'000	$'000	$'000
Trade receivables	**12,949**	5,824	**–**	–
Allowance for expected credit loss	**(153)**	(80)	**–**	–
Retention sum	**1**	71	**–**	–
GST receivables	**2,637**	3,290	**–**	–
	15,434	9,105	**–**	–
Amounts due from subsidiary corporations (non-trade)	**–**	–	**303**	802
Deposits	**1,727**	2,015	**170**	87
Dividend receivables	**–**	–	**26,878**	10,800
VAT receivables	**1,475**	2,825	**–**	–
Other receivables	**345**	482	**208**	94
Advances to staff	**122**	183	**–**	–
Total trade and other receivables	**19,103**	14,610	**27,559**	11,783
Add: Cash and short-term deposits	**27,435**	31,950	**782**	700
Less: GST receivables	**(2,637)**	(3,290)	**–**	–
Less: VAT receivables	**(1,475)**	(2,825)	**–**	–
Total financial assets carried at amortised cost	**42,426**	40,445	**28,341**	12,483

Excluding the interest-bearing receivables disclosed below, all other trade receivables are non-interest bearing and are generally on 30 to 60 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Amounts due from subsidiary corporations are unsecured and non-interest bearing and are repayable on demand. VAT receivables mainly pertain to prepaid tax expense arising from imported purchases' Value Added Tax (VAT). The advances to staff are unsecured and non-interest bearing and are repayable on demand.

15. Trade and other receivables (cont'd)

Expected credit losses

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

	Group			
	Trade receivables	**Other receivables**	**Contract assets**	**Total**
	$'000	**$'000**	**$'000**	**$'000**
2026				
Movement in allowance accounts:				
At 1 May	**80**	**–***	**273**	**353**
Charge for the year	**129**	**–***	**5**	**134**
Write-back of allowance	**(9)**	**–**	**(238)**	**(247)**
Utilisation of allowance	**(45)**	**–**	**–**	**(45)**
Currency translation differences	**(2)**	**–**	**–**	**(2)**
At 30 April	**153**	**–***	**40**	**193**
2025				
Movement in allowance accounts:				
At 1 May	149	–*	3,211	3,360
Charge for the year	4	–*	62	66
Write-back of allowance	(40)	–	(1,450)	(1,490)
Utilisation of allowance	(31)	–	(1,550)	(1,581)
Currency translation differences	(2)	–	–	(2)
At 30 April	80	–*	273	353

* less than $1,000.

16. Cash and short-term deposits

	Group		Company	
	2026	2025	2026	2025
	$'000	$'000	$'000	$'000
Cash at bank and on hand	**27,413**	31,930	**782**	700
Short-term deposits	**22**	20	**–**	–
	27,435	31,950	**782**	700
Less:				
Pledged fixed deposits	**(22)**	(20)		
Cash and cash equivalents in the consolidated statement of cash flows	**27,413**	31,930		

Cash and bank balances denominated in foreign currencies are disclosed in Note 27.

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of 12 months (2025: 12 months) depending on the immediate cash requirements of the Group and the Company, and earn interests at the respective short-term interest rates. Interest is earned at rates of 2.70% (2025: 2.85%) per annum.

The pledged fixed deposits with licensed banks are pledged to bank for bank guarantee facility granted to the Group.

The credit risk on cash and short-term deposits is minimal as these are placed with reputable banks with good credit ratings.

17. Trade and other payables

	Group		Company	
	2026	2025	2026	2025
	$'000	$'000	$'000	$'000
Trade payables	**26,778**	32,801	**–**	–
Accrued operating expenses	**10,611**	15,527	**5,578**	4,300
Advance deposits	**24,599**	32,187	**–**	–
Amount due to a subsidiary corporation	**–**	–	**13,906**	18,327
Other payables	**1,122**	999	**780**	699
GST payables	**1,611**	163	**192**	156
Total trade and other payables	**64,721**	81,677	**20,456**	23,482
Add: Loan and borrowings (Note 23)	**4,954**	32,595	**36**	104
Less: GST payables	**(1,611)**	(163)	**(192)**	(156)
Less: Advance deposits	**(24,599)**	(32,187)	**–**	–
Total financial liabilities carried at amortised cost	**43,465**	81,922	**20,300**	23,430
Non-current	**233**	42	**233**	42
Current	**64,488**	81,635	**20,223**	23,440
	64,721	81,677	**20,456**	23,482

Trade payables of the Group are non-interest bearing and are normally settled on 30 to 120 days' terms.

Advance deposits of the Group mainly pertain to downpayment deposits collected from customers for sale of diesel engines and its related parts.

Other payables of the Group and Company are non-interest bearing and are normally settled on 30 to 180 days' terms.

Amount due to a subsidiary corporation include unsecured intercompany loans that bears interest at rates ranging from 2.96% to 3.05% (2025: 4.54% to 5.51%) and repayable over 6 months.

18. Leases/Right-of-use assets

Group as lessee

The Group has lease contracts for leasehold building and office used in its operations. These leases generally have lease terms between 2 years and 3 years, while land use rights have a lease term of 30 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets.

The Group also has leases for dormitories and motor vehicles with lease terms of 12 months or less and leases for office equipment at a low value. The Group applies the 'short-term lease' recognition exemption for these leases.

	Group		
	Land use rights	Leasehold building	Total
	$'000	$'000	$'000
As at 1 May 2024	5,105	146	5,251
Depreciation	(270)	(42)	(312)
Currency translation differences	–	(8)	(8)
As at 30 April 2025 and 1 May 2025	**4,835**	**96**	**4,931**
Depreciation	**(270)**	**(33)**	**(303)**
Additions	**–**	**18**	**18**
Currency translation differences	**–**	**4**	**4**
As at 30 April 2026	**4,565**	**85**	**4,650**

Company as lessee

The Company has a lease contract for land use rights used in operations. The lease has terms of 30 years and the lease payments were made upfront.

	Company	
	Land use rights	
	2026	2025
	$'000	$'000
As at 1 May	**4,835**	5,105
Depreciation expenses	**(270)**	(270)
As at 30 April	**4,565**	4,835

18. Leases/Right-of-use assets (cont'd)

Group as lessee (cont'd)

Set out below are the carrying amounts of lease liabilities (included under loans and borrowings) and the movement during the year:

	Group	
	2026	**2025**
	$'000	**$'000**
As at 1 May	**164**	250
Additions	**12**	–
Payments	**(83)**	(86)
Accretion of interests	**3**	3
Currency translation differences	**6**	(3)
As at 30 April	**102**	164
Current	**83**	113
Non-current	**19**	51
	102	164

The maturity analysis of lease liabilities is disclosed in Note 27.

The following are the amounts recognised in profit or loss:

	Group	
	2026	**2025**
	$'000	**$'000**
Depreciation of right-of-use assets	**303**	312
Interest expense on lease liabilities	**3**	3
Expense relating to leases of low-value assets and short-term leases (included in administrative expenses)	**164**	178
Expense relating to leases of low-value assets and short-term leases (included in cost of sales)	**195**	130
Total amount recognised in profit or loss	**665**	623

During the financial year, the Group had total cash outflows for leases of $442,000 (2025: $394,000). The Group prepaid $6,000 (2025: nil) of right-of-use assets in the current financial year and had non-cash additions to right-of-use assets and lease liabilities of S$12,000 during the financial year (2025: nil).

18. Leases/Right-of-use assets (cont'd)

Group as lessor

The Group has entered into commercial property leases on a portion of its building. These non-cancellable operating leases have remaining lease terms of between one month to three years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2026	**2025**
	$'000	**$'000**
Within one year	**1,739**	1,303
Between one and five years	**844**	80
	2,583	1,383

19. Share capital

	Group and Company			
	2026	**2026**	**2025**	**2025**
	Number of shares	**$'000**	**Number of shares**	**$'000**
Issued and fully paid ordinary shares:				
At 1 May and 30 April	**114,973,771**	**39,882**	114,973,771	39,882

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

20. Treasury shares

Treasury shares comprises the cost of the Company's shares held by the Company.

	Group and Company			
	2026	2026	2025	2025
	Number of shares	$'000	Number of shares	$'000
At 1 May and 30 April	**5,329,850**	**3,303**	5,329,850	3,303

21. Other reserves

	Group		Company	
	2026	2025	2026	2025
	$'000	$'000	$'000	$'000
Capital reserve	**10,152**	–	**–**	–
Foreign currency translation reserve	**(20,107)**	(13,579)	**–**	–
	(9,955)	(13,579)	**–**	–

Capital reserve

The capital reserve arises from the partial disposal of equity interests in a subsidiary corporation for which control was retained. The reserve represents the difference between the proceeds received from the disposal and the corresponding adjustment to non-controlling interests arising from the change in ownership interest.

Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from the translation of the financial statements of the subsidiary corporations whose functional currencies are different from that of the Group's presentation currency.

22. Dividends

	Group	
	2026	2025
	$'000	$'000
Declared and paid during the financial year		
Dividend on ordinary shares		
– Final and special exempt (one-tier) dividend for 2025: 8.0 cents (2024: 3.5 cents) per share	**8,771**	3,837
Proposed but not recognised as liability as at 30 April		
– Special interim exempt (one-tier) dividend for 2026: 3.0 cents (2025: nil) per share	**3,289**	–
Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting:		
– Final and special exempt (one-tier) dividend for 2026: 8.0 cents (2025: 8.0 cents) per share	**8,771**	8,772

23. Loans and borrowings

	Group		Company	
	2026	2025	2026	2025
	$'000	$'000	$'000	$'000
Non-current liabilities				
Term loans	**99**	2,396	**–**	–
Lease liabilities (Note 18)	**19**	51	**–**	36
	118	2,447	**–**	36
Current liabilities				
Trust receipts	**–**	11,028	**–**	–
Revolving credit facility	**2,393**	18,310	**–**	–
Term loans	**2,360**	697	**–**	–
Lease liabilities (Note 18)	**83**	113	**36**	68
	4,836	30,148	**36**	68
Total loans and borrowings	**4,954**	32,595	**36**	104

Certain banking facilities of the Group are secured by the mortgage of the Group's land and building with carrying value of $32,843,000 (2025: $34,498,000) and corporate guarantees provided by the Company.

23. Loans and borrowings (cont'd)

A reconciliation of liabilities arising from financing activities is as follows:

Group	30 April 2025	Net cash flows	Non-cash changes				30 April 2026
			Acquisition	Foreign exchange movement	Accretion of interests	Other**	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Trust receipts	11,028	(10,993)	–	(35)	–	–	–
Revolving credit facility	18,310	(16,060)	–	143	–	–	2,393
Term loans							
– current	697	(663)	–	29	–	2,297	2,360
– non-current	2,396	–	–	–	–	(2,297)	99
Lease liabilities							
– current	113	(83)	4	6	–	43	83
– non-current	51	–	8	–	3	(43)	19
Total	32,595	(27,799)	12	143	3	–	4,954

** Pertains to reclassification of current and non-current portions.

A reconciliation of liabilities arising from financing activities is as follows:

Group	30 April 2024	Net cash flows	Non-cash changes			30 April 2025
			Foreign exchange movement	Accretion of interests	Other**	
	$'000	$'000	$'000	$'000	$'000	$'000
Trust receipts	2,554	8,641	(167)	–	–	11,028
Revolving credit facility	12,999	5,018	293	–	–	18,310
Term loans						
– current	7,264	(19,030)	31	–	12,432	697
– non-current	14,828	–	–	–	(12,432)	2,396
Lease liabilities						
– current	113	(86)	–	–	86	113
– non-current	137	–	(3)	3	(86)	51
Total	37,895	(5,457)	154	3	–	32,595

** Pertains to reclassification of current and non-current portions.

23. Loans and borrowings (cont'd)

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

	Currency	Interest rate	Financial year of final maturity	Group Carrying amount	Company Carrying amount
		%		$'000	$'000
2026					
Revolving credit facility	**SGD**	**2.44 – 2.48**	**2027**	**1,918**	**–**
Revolving credit facility	**USD**	**3.31**	**2027**	**475**	**–**
Term loans	**SGD**	**1.87**	**2027**	**2,190**	**–**
Term loans	**MYR**	**5.25**	**2027 – 2028**	**269**	**–**
Lease liabilities	**SGD**	**2.70 – 2.99**	**2027 – 2029**	**70**	**36**
Lease liabilities	**IDR**	**8.00**	**2027**	**32**	**–**
				4,954	**36**
2025					
Revolving credit facility	SGD	3.62 – 3.87	2026	11,486	–
Revolving credit facility	USD	5.67	2026	1,965	–
Revolving credit facility	EUR	3.65 – 3.75	2026	4,859	–
Trust receipts	USD	5.48	2026	7,436	–
Trust receipts	EUR	3.54 – 3.72	2026	3,592	–
Term loans	SGD	2.00 – 3.83	2026 – 2027	2,750	–
Term loans	MYR	5.50	2028 – 2029	343	–
Lease liabilities	SGD	2.78 - 2.99	2026 – 2028	133	104
Lease liabilities	IDR	8.00	2027	31	–
				32,595	104

23. Loans and borrowings (cont'd)

Terms and debt repayment schedule (cont'd)

The weighted average interest rates of loans and borrowings at the end of the reporting period are as follows:

	Group		Company	
	2026	2025	2026	2025
	%	%	%	%
Trust receipts	**–**	4.86	**–**	–
Revolving credit facility	**2.63**	3.92	**–**	–
Term loans	**2.27**	3.79	**–**	–
Lease liabilities	**4.45**	3.83	**2.78**	2.78

24. Employee benefit liability

The Group has defined benefit pension plan covering eligible employees of the Group's subsidiary in Indonesia. The Group recognised employee benefit liability as required by local laws of the subsidiary. The employee benefit plan is determined based on the valuation report of an independent firm of actuary.

	Group	
	2026	2025
	$'000	$'000
Benefit expense		
Current service cost	**44**	35
Interest cost	**10**	9
Past service credit	**(3)**	(1)
	51	43

The amounts included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plan is as follows:

	Group	
	2026	2025
	$'000	$'000
Present value of defined benefit obligation	**240**	172
Net liability arising from defined benefit obligation	**240**	172

24. Employee benefit liability (cont'd)

Changes in present value of defined benefit obligations are as follows:

	Group	
	2026	2025
	$'000	$'000
At 1 May	**172**	137
Current service cost	**44**	35
Interest cost	**10**	9
Past service credit	**(3)**	(1)
Re-measurement:		
Actuarial loss	**30**	2
Exchange differences	**(13)**	(10)
At 30 April	**240**	172
Non-current	**240**	172

The cost of defined benefit pension plan as well as the present value of the pension obligation are determined using actuarial valuation. The actuarial valuation involves making various assumptions. The principal assumptions used in determining post-retirement benefit liabilities as at balance sheet date for the Group's plan is shown as below:

	2026	2025
Discount rate	**6.07% – 6.90%**	6.30% – 7.16%
Future salary increase	**8%**	8%
Mortality rate	**Indonesian Mortality Table IV**	Indonesian Mortality Table IV
Normal retirement age	**55 years**	55 years

24. Employee benefit liability (cont'd)

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming if all other assumptions were held constant:

	Group			
	2026		2025	
	Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
	$'000	$'000	$'000	$'000
One percentage point change in the assumed discount rate:				
– (Decrease)/increase in retirement benefit obligation	**(25)**	**29**	(19)	22
One percentage point change in the salary rate:				
– Increase/(decrease) in retirement benefit obligation	**28**	**(25)**	22	(19)

The Group's defined benefit plans for the Indonesian subsidiary is provided in the form of severance and gratuity in accordance to labour regulation in Indonesia. The post-employment benefit is defined based on service and final wage. The comparative is not material to the financial statements.

The Group expects to have a total contribution with a present value of approximately $318,000 (2025: $236,000) to the defined benefit pension plans as at 30 April 2027.

The average duration of the defined benefit obligation at the end of the reporting period is 19.22 (2025: 19.65) years.

25. Related party disclosures

For the purposes of these consolidated financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Compensation of key management personnel

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group. The amounts stated below for key management compensation are for all the executive directors and other key management personnel.

Key management personnel compensation included in staff costs comprises:

	Group	
	2026	**2025**
	$'000	**$'000**
Short-term employee benefits	**7,476**	5,633
Defined contribution plans	**78**	77
	7,554	5,710
Comprise amounts paid to:		
Directors of the Company	**6,305**	4,522
Other key management personnel	**1,249**	1,188
	7,554	5,710

26. Segment information

Business segments

The segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services offered. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different marketing strategies.

For each of the strategic business units, the Group's Chairman and Managing Director reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

The Group is organised into three reportable segments, namely:

(a) Distribution: Relates to distribution of propulsion engines;

(b) After-sales: Relates to after-sales services provided which includes services/jobs, sales of spare parts and other trading; and

(c) Project: Relates to manufacturing, sales and commission of power generator sets and the manufacturing of marine equipment and related repair services.

Other operations relate to general corporate activities.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group's Chairman and Managing Director. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Allocation basis and transfer pricing

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Transfer prices between business segments are on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

26. Segment information (cont'd)

The segment information provided to the Group's Chairman and Managing Director for the reportable segments for the year ended 30 April 2026 and 2025 is as follows:

	Distribution	After-sales	Project	Segments total	Others	Elimination	Total	Note
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	
2026								
External revenue	109,281	15,617	60,466	185,364	–	–	185,364	
Inter-segment revenue	33,612	11,974	4	45,590	3,504	(49,094)	–	A
Total revenue	142,893	27,591	60,470	230,954	3,504	(49,094)	185,364	
Interest income	–	–	5	5	1,303	(1,280)	28	B
Interest expense	(13)	(16)	(1,248)	(1,277)	(809)	1,234	(852)	C
Depreciation	(28)	(44)	(242)	(314)	(2,918)	–	(3,232)	
Employee benefits expenses	(1,602)	(1,128)	(7,930)	(10,660)	(10,378)	–	(21,038)	
Other non-cash (expense)/income	(85)	(141)	198	(28)	(73)	–	(101)	D
Elimination of gain from partial disposal of a subsidiary corporation	–	–	–	–	10,452	(10,452)	–	
Reportable segment profit before tax	33,498	7,996	7,206	48,700	17,473	(27,241)	38,932	E
Income tax expense							(7,032)	
Profit for the year							31,900	
Reportable segment assets	47,361	29,407	54,981	131,749	126,790	(70,461)	188,078	F
Capital expenditure	–	–	162	162	190	–	352	
Reportable segment liabilities	53,047	4,479	34,608	92,134	51,294	(66,283)	77,145	G

26. Segment information (cont'd)

	Distribution $'000	After-sales $'000	Project $'000	Segments total $'000	Others $'000	Elimination $'000	Total $'000	Note
2025								
External revenue	85,993	15,646	65,484	167,123	–	–	167,123	
Inter-segment revenue	52,890	10,122	–	63,012	2,178	(65,190)	–	A
Total revenue	138,883	25,768	65,484	230,135	2,178	(65,190)	167,123	
Interest income	–	–	4	4	972	(938)	38	B
Gain on disposal of property, plant and equipment	–	8	–	8	–	–	8	
Interest expense	(15)	(19)	(1,462)	(1,496)	(1,075)	892	(1,679)	C
Depreciation	(32)	(37)	(340)	(409)	(3,252)	2	(3,659)	
Employee benefits expenses	(1,434)	(1,013)	(7,412)	(9,859)	(8,560)	–	(18,419)	
Elimination of reversal for impairment loss on cost of investment	–	–	–	–	7,404	(7,404)	–	
Other non-cash (expense)/income	(44)	(168)	1,409	1,197	139	–	1,336	D
Reportable segment profit before tax	25,153	7,612	7,225	39,990	3,103	(11,949)	31,144	E
Income tax expense							(5,603)	
Profit for the year							25,541	
Reportable segment assets	39,449	27,202	77,669	144,320	120,694	(61,628)	203,386	F
Capital expenditure	–	–	59	59	122	–	181	
Reportable segment liabilities	76,135	2,728	62,124	140,987	39,538	(58,662)	121,863	G

26. Segment information (cont'd)

Note **Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements**

A Inter-segments revenue are eliminated on consolidation.

B Inter-segments interest income are eliminated on consolidation.

C Inter-segments interest expenses are eliminated on consolidation and amortisation of fair value adjustment.

D Other non-cash income/(expenses) consist of fair value (loss)/gain on quoted equity securities, inventories written-down, write-back on financial assets and gain on liquidation of subsidiary as presented in the respective notes to the financial statements.

E The following items are (deducted from)/added to segment profit/(loss) to arrive at "profit before tax" presented in the consolidated income statement.

	Group	
	2026	**2025**
	$'000	**$'000**
Unrealised profit from unsold stocks	**(675)**	(764)
Elimination of gain from partial disposal of a subsidiary corporation	**(10,452)**	–
Elimination of reversal for impairment loss on cost of investment	**–**	(7,404)
Dividend income	**(16,078)**	(3,700)
Interest expense	**1,234**	892
Interest income	**(1,280)**	(938)
Elimination of intercompany transactions	**10**	(35)
	(27,241)	(11,949)

F Items relating to inter-segment assets are deducted to arrive at total assets reported in the consolidated statement of financial position.

G The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position.

	Group	
	2026	**2025**
	$'000	**$'000**
Inter-segment liabilities	**66,230**	58,609
Accrual	**53**	53
	66,283	58,662

26. Segment information (cont'd)

Geographical information

	Group	
	2026	2025
	$'000	$'000
Revenue from external customers		
Indonesia	**96,708**	92,598
Malaysia	**32,737**	56,760
Singapore	**48,086**	14,783
Vietnam	**6,300**	1,305
Other countries	**1,533**	1,677
	185,364	167,123
Non-current assets		
Property, plant and equipment, intangible assets and right-of-use assets		
Singapore	**44,611**	47,166
Malaysia	**2,726**	2,883
Indonesia	**176**	168
	47,513	50,217

Non-current assets information presented above consist of property, plant and equipment, intangible assets and right-of-use assets as presented in the consolidated statement of financial position.

Major customers

During the financial year, 6 (2025: 5) major customers of the Group's overall segments amounted to approximately $73,938,000 (2025: $81,370,000), representing approximately 39.9% (2025: 48.7%) of the Group's revenue.

27. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations. The key financial risks are credit risk, liquidity risk, foreign currency risk and interest rate risk. The management reviews and agrees policies and procedures for the management of these risks.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risk and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's and the Company's risk management framework.

The Group's and the Company's risk management policies are established to identify and analyse the risks faced by the Group and the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, and quoted equity securities.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 60 days when they fall due, which are derived based on the Group's historical information.

To minimise credit risk, the Group has developed and maintained the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

– External credit rating;

– Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations;

– Actual or expected significant changes in the operating results of the debtor;

– Significant increases in credit risk on other financial instruments of the same debtor; and

– Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor.

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment. The Group determined that its financial assets are credit-impaired when:

– There is significant difficulty of the issuer or the borrower; or

– A breach of contract, such as a default or past due event; or

– It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written-off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written-off, the Company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognising expected credit loss (ECL)
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	There is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written-off

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

The table below details the credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating categories:

	Note	Category	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
				$'000	$'000	$'000
2026						
Trade receivables	**15**	**Note 1**	**Lifetime ECL (simplified)**	**12,949**	**(153)**	**12,796**
Other receivables	**15**	**I**	**12-month ECL**	**345**	**–**	**345**
Contract assets	**4**	**Note 1**	**Lifetime ECL (simplified)**	**13,518**	**(40)**	**13,478**
					(193)	
2025						
Trade receivables	15	Note 1	Lifetime ECL (simplified)	5,824	(80)	5,744
Other receivables	15	I	12-month ECL	482	–	482
Contract assets	4	Note 1	Lifetime ECL (simplified)	32,178	(273)	31,905
					(353)	

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

Trade receivables and contract assets (Note 1)

For trade receivables and contract assets, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted or appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables and contract assets (Note 1) (cont'd)

The Group groups its customers based on shared credit risk characteristics and applies different provision matrices to each customer groupings.

	Contract assets	Trade receivables					
			Days past due				
	Not past due	Not past due	< 30 days	31-60 days	61-90 days	> 90 days	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2026							
Construction and building							
ECL rate	1%	1%	1%	1%	1%	1%	
Estimated total gross carrying amount at default	4,684	370	1,061	4	7	66	6,192
ECL	(23)	(2)	(5)	–*	–*	–*	(30)
REITs							
ECL rate	1%	1%	1%	–	–	–	
Estimated total gross carrying amount at default	8,630	707	2,509	–	–	–	11,846
ECL	(13)	(1)	(4)	–	–	–	(18)
Capital equipment							
ECL rate	–	2%	1%	1%	1%	1%	
Estimated total gross carrying amount at default	–	4,286	2,317	251	121	512	7,487
ECL	–	(60)	(32)	(4)	(2)	(7)	(105)
Telecommunication							
ECL rate	–	2%	2%	–	–	–	
Estimated total gross carrying amount at default	–	67	54	–	–	–	121
ECL	–	(2)	(1)	–	–	–	(3)

* less than $1,000

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables and contract assets (Note 1) (cont'd)

	Contract assets	Trade receivables					
			Days past due				
	Not past due	Not past due	< 30 days	31-60 days	61-90 days	> 90 days	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2026 (cont'd)							
Healthcare and pharmaceutical							
ECL rate	2%	2%	2%	–	–	–	
Estimated total gross carrying amount at default	193	37	2	–	–	–	232
ECL	(4)	(1)	–*	–	–	–	(5)
Hotel							
ECL rate	2%	2%	–	2%	2%	2%	
Estimated total gross carrying amount at default	6	374	–	1	7	1	389
ECL	–*	(7)	–	–*	–*	–*	(7)
Chemicals and plastics rubber							
ECL rate	–	3%	3%	–	–	–	
Estimated total gross carrying amount at default	–	29	3	–	–	–	32
ECL	–	(1)	–*	–	–	–	(1)
Service consumer							
ECL rate	2%	2%	2%	2%	2%	2%	
Estimated total gross carrying amount at default	5	4	84	49	26	–*	168
ECL	–*	–*	(2)	(1)	(1)	–*	(4)

* less than $1,000

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables and contract assets (Note 1) (cont'd)

	Contract assets	Trade receivables					
			Days past due				
	Not past due	Not past due	< 30 days	31-60 days	61-90 days	> 90 days	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2025							
Construction and building							
ECL rate	1%	1%	1%	5%	1%	1%	
Estimated total gross carrying amount at default	3,851	957	313	6	67	494	5,688
ECL	(31)	(8)	(2)	–*	–*	(4)	(45)
REITs							
ECL rate	1%	1%	–	–	–	–	
Estimated total gross carrying amount at default	27,438	1	–	–	–	–	27,439
ECL	(220)	–*	–	–	–	–	(220)
Capital equipment							
ECL rate	–	1%	1%	2%	2%	2%	
Estimated total gross carrying amount at default	–	25	1,181	673	459	689	3,027
ECL	–	–*	(17)	(10)	(7)	(10)	(44)
Telecommunication							
ECL rate	–	3%	3%	–	–	3%	
Estimated total gross carrying amount at default	–	10	18	–	–	–*	28
ECL	–	–*	(1)	–	–	–	(1)

* less than $1,000

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables and contract assets (Note 1) (cont'd)

	Contract assets	Trade receivables					
			Days past due				
	Not past due	Not past due	< 30 days	31-60 days	61-90 days	> 90 days	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2025 (cont'd)							
Healthcare and pharmaceutical							
ECL rate	2%	2%	2%	–	–	–	
Estimated total gross carrying amount at default	446	703	45	–	–	–	1,194
ECL	(9)	(15)	(1)	–	–	–	(25)
Hotel							
ECL rate	3%	3%	–	–	–	–	
Estimated total gross carrying amount at default	6	3	–	–	–	–	9
ECL	–*	–*	–	–	–	–	–*
Chemicals and plastics rubber							
ECL rate	–	3%	3%	–	–	–	
Estimated total gross carrying amount at default	–	8	4	–	–	–	12
ECL	–	–*	–*	–	–	–	–*
Service consumer							
ECL rate	3%	3%	3%	3%	3%	3%	
Estimated total gross carrying amount at default	437	30	134	2	1	1	605
ECL	(13)	(1)	(4)	–*	–*	–*	(18)

* less than $1,000

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Credit-impaired receivables

The Group has identified a group of receivables that are credit-impaired.

	2026 $'000	2025 $'000
Gross carrying amount	**20**	–
Allowance for expected credit losses	**(20)**	–
	–	–

Financial guarantees

In assessing ECL for financial guarantees, the Group considers events such as breach of loan covenants, default on instalment payment and concluded that there has been no significant increase in risk that the specified debtor will default on the contract.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2026 $'000	2026 % of total	2025 $'000	2025 % of total
By country:				
Singapore	**3,036**	**24**	2,844	49
Indonesia	**3,263**	**25**	2,898	50
Malaysia	**6,487**	**51**	–	–
Other countries	**11**	**–***	73	1
	12,797	**100**	5,815	100

* less than 1%

At the end of the reporting period, approximately 65.5% (2025: 36.5%) of the Group's trade receivable is attributable to 5 (2025: 5) customers.

27. Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Management of credit risk

The Group has established a credit policy under which the creditworthiness of each new customer is evaluated individually before the Group grants credit to the customer. Credit limits are established for each customer, which represents the maximum open amount without requiring approval from the directors for each transaction with the customer. Payments will be required to be made upfront by customers which do not meet the Group's credit requirements.

Amounts due from customers are closely monitored and reviewed on a regular basis to identify any non-payment or delay in payment, and to understand the reasons, so that appropriate actions can be undertaken promptly by the Group. The resultant effects of these measures have kept the Group's exposure to bad debts at an acceptable level.

Loan to the subsidiary corporation

The Company assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group and the Company ensure that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

27. Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	2026 $'000			
Group	**One year or less**	**One to five years**	**Over five years**	**Total**
Financial assets:				
Trade and other receivables	**14,991**	**–**	**–**	**14,991**
Cash and short-term deposits	**27,435**	**–**	**–**	**27,435**
Other financial assets	**–**	**423**	**–**	**423**
Total undiscounted financial assets	**42,426**	**423**	**–**	**42,849**
Financial liabilities:				
Trade and other payables	**38,278**	**233**	**–**	**38,511**
Loans and borrowings	**4,803**	**168**	**–**	**4,971**
Lease liabilities	**84**	**19**	**–**	**103**
Total undiscounted financial liabilities	**43,165**	**420**	**–**	**43,585**
Total net undiscounted financial (liabilities)/assets	**(739)**	**3**	**–**	**(736)**

27. Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

	2025 $'000			
Group	**One year or less**	**One to five years**	**Over five years**	**Total**
Financial assets:				
Trade and other receivables	8,495	–	–	8,495
Cash and short-term deposits	31,950	–	–	31,950
Other financial assets	–	453	–	453
Total undiscounted financial assets	40,445	453	–	40,898
Financial liabilities:				
Trade and other payables	49,285	42	–	49,327
Loans and borrowings	30,100	2,537	–	32,637
Lease liabilities	118	52	–	170
Total undiscounted financial liabilities	79,503	2,631	–	82,134
Total net undiscounted financial liabilities	(39,058)	(2,178)	–	(41,236)

	2026 $'000			
Company	**One year or less**	**One to five years**	**Over five years**	**Total**
Financial assets:				
Trade and other receivables	**27,559**	**–**	**–**	**27,559**
Cash and short-term deposits	**782**	**–**	**–**	**782**
Total undiscounted financial assets	**28,341**	**–**	**–**	**28,341**
Financial liabilities:				
Trade and other payables	**20,031**	**233**	**–**	**20,264**
Lease liabilities	**36**	**–**	**–**	**36**
Total undiscounted financial liabilities	**20,067**	**233**	**–**	**20,300**
Total net undiscounted financial assets/(liabilities)	**8,274**	**(233)**	**–**	**8,041**

27. Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

Company	One year or less	One to five years	Over five years	Total
		2025 $'000		
Financial assets:				
Trade and other receivables	11,783	–	–	11,783
Cash and short-term deposits	700	–	–	700
Total undiscounted financial assets	12,483	–	–	12,483
Financial liabilities:				
Trade and other payables	23,284	42	–	23,326
Lease liabilities	72	36	–	108
Total undiscounted financial liabilities	23,356	78	–	23,434
Total net undiscounted financial liabilities	(10,873)	(78)	–	(10,951)

The maximum amount of the financial guarantee allocated to the earliest period in which the guarantee would be called.

Company	One year or less	One to five years	Over five years	Total
		2026 $'000		
Financial guarantee	**2,402**	**5**	**–**	**2,407**

Company	One year or less	One to five years	Over five years	Total
		2025 $'000		
Financial guarantee	29,881	14	–	29,895

The financial guarantee was provided to the subsidiary corporations for their banking facilities.

27. Financial risk management objectives and policies (cont'd)

Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities, primarily SGD, Japanese Yen (JPY) and Malaysian Ringgit (MYR). The foreign currencies in which these transactions are denominated are mainly SGD, United States Dollars (USD) and Euro (EUR). The Group's trade receivable and trade payable balances at the end of the reporting period have similar exposures.

The Group also hold cash and short-term deposits denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are mainly in SGD. The Company does not have any foreign currency denominated balances at the end of the reporting period.

Exposure to foreign currency risk

The Group's exposure to foreign currency risk is as follows:

	SGD $'000	EUR $'000	USD $'000
2026			
Trade and other receivables	**1,161**	**1,441**	**3,888**
Cash and short-term deposits	**2,021**	**247**	**1,072**
Loans and borrowings	**–**	**(475)**	**–**
Trade and other payables	**(8,918)**	**(26)**	**(6,708)**
Net exposure	**(5,736)**	**1,187**	**(1,748)**
2025			
Trade and other receivables	771	1,763	82
Cash and short-term deposits	1,444	42	847
Loans and borrowings	–	(8,451)	(9,401)
Trade and other payables	(7,873)	(1,030)	(6,862)
Net exposure	(5,658)	(7,676)	(15,334)

27. Financial risk management objectives and policies (cont'd)

Foreign currency risk (cont'd)

Sensitivity analysis

A 5% strengthening of the foreign currencies, as indicated below, against the functional currency of the respective entities at 30 April would have increased/(decreased) profit/loss (before any tax effects) by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for the financial year 2025:

	Increase/(decrease) in profit before tax	
	2026	2025
	$'000	$'000
SGD	**(287)**	(283)
EUR	**59**	(384)
USD	**(87)**	(767)

A weakening of the foreign currencies against the functional currency of the respective entities at 30 April would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their trade and other payables. The Group's loans and borrowings are at floating rates which are contractually repriced at intervals of less than 6 months from the end of the reporting period.

At the reporting date, the interest rate profile of the interest-bearing financial instruments was as follows:

	Carrying amount	
	2026	2025
	$'000	$'000
Variable rate instruments		
Trust receipts	**–**	11,028
Term loans	**2,459**	3,093
Revolving credit facility	**2,393**	18,310
	4,852	32,431
Fixed rate instruments		
Lease liabilities	**102**	164

27. Financial risk management objectives and policies (cont'd)

Interest rate risk (cont'd)

Cash flow sensitivity analysis for variable rate instruments

At the end of the reporting period, if SGD interest rates had been 100 (2025: 100) basis points lower/higher with all other variables held constant, the Group's profit/loss net of tax would have been $48,520 higher/lower (2025: $324,310 higher/lower), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

28. Fair value of assets and liabilities

Fair value hierarchy

The Group categories fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Group	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
2026				
Assets measured at fair value				
Financial assets				
Equity securities at fair value through profit or loss (Note 13)				
– quoted equity securities	**423**	**–**	**–**	**423**

28. Fair value of assets and liabilities (cont'd)

Fair value hierarchy (cont'd)

Group	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
2025				
Assets measured at fair value				
Financial assets				
Equity securities at fair value through profit or loss (Note 13)				
– quoted equity securities	453	–	–	453

Methods and assumptions used to determine fair values

Equity securities are classified within Level 1 as these securities are traded in active markets and the fair values are based on quoted market prices at the balance sheet date. The quoted market price used is the current bid price.

There were no transfers between Level 1 and 2 during the financial year.

Financial assets and liabilities not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Management has determined that the carrying amount of cash and cash equivalents, current trade and other receivables, current trade and other payables, current loans and borrowings, employee benefit liability, current lease liabilities related to right-of-use assets based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature.

Management has estimated the fair value of non-current lease liabilities related to right-of-use assets, other payables and non-current loans and borrowings by discounting the future contractual cash flows at an appropriate rate. Management has determined that the fair value of the non-current employee benefit liability is not materially different from its carrying amount.

29. Capital management

The primary objective of the Group's capital management is to ensure that it maintains a sound capital position in order to support its business and maximise shareholders' value. The Group is also committed to maintain an efficient mix of debt and equity in order to achieve optimal cost of capital, while taking into account the adequacy of access to cash flows.

The Group manages its capital structure and makes alignment to it, in light of changes in economic conditions.

To maintain or adjust the capital structure, the Group may align the dividend payment to shareholder, return capital to shareholders or issue new shares.

No changes were made to the objectives, policies or processes for the years ended 30 April 2026 and 2025. Neither the Company nor any of its subsidiary corporations are subject to externally imposed capital requirements.

30. Authorisation of financial statements for issue

The financial statements for the year ended 30 April 2026 were authorised for issue in accordance with a resolution of the Board of Directors of the Company on 17 July 2026.

STATISTICS OF SHAREHOLDINGS

As at 17 July 2026

Class of shares	–	Ordinary share
Number of total issued shares	–	114,973,771
Voting rights	–	One vote per share

Distribution of Shareholdings by Size of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	53	7.69	2,601	0.00
100 – 1,000	153	22.21	96,750	0.09
1,001 – 10,000	299	43.40	1,271,271	1.16
10,001 – 1,000,000	178	25.83	12,216,768	11.14
1,000,001 and above	6	0.87	96,056,531	87.61
Total	**689**	**100.00**	**109,643,921**	**100.00**

Notes:

% Based on 109,643,921 shares (excluding shares held as treasury shares and subsidiary holdings) as at 17 July 2026

** Treasury Shares as at 17 July 2026 – 5,329,850 shares*

Twenty Largest Shareholders

No.	Name	No. of Shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	48,536,450	44.27
2	TAN TUM BENG OR TAN TIN YEOW	13,943,494	12.72
3	TAN GUAT LIAN	11,961,244	10.91
4	DBS NOMINEES PTE LTD	11,899,068	10.85
5	TAN SENG HEE	8,043,250	7.34
6	LIM YUE HENG	1,673,025	1.53
7	HONG PIAN TEE	838,150	0.76
8	OCBC SECURITIES PRIVATE LTD	729,125	0.66
9	ABN AMRO CLEARING BANK N.V.	602,400	0.55
10	IFAST FINANCIAL PTE LTD	560,550	0.51
11	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	531,100	0.48
12	MAYBANK SECURITIES PTE. LTD.	427,600	0.39
13	YEO SECK KAN	316,250	0.29
14	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	302,418	0.28
15	LIM CHING ZHU	262,200	0.24
16	PHILLIP SECURITIES PTE LTD	236,600	0.22
17	TAN BOON KHAK HOLDINGS PTE LTD	221,875	0.20
18	LIM AND TAN SECURITIES PTE LTD	212,100	0.19
19	YAP YOONG LOK	207,400	0.19
20	KOK MOO YONG	200,000	0.18
Total		**101,704,299**	**92.76**

Notes:

% Based on 109,643,921 shares (excluding shares held as treasury shares and subsidiary holdings) as at 17 July 2026

** Treasury Shares as at 17 July 2026 – 5,329,850 shares*

STATISTICS OF SHAREHOLDINGS

As at 17 July 2026

Rule 723 Compliance

Based on the information available to the Company as at 17 July 2026, approximately 15.36% of the issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company was held by the public and hence it is in compliance with Rule 723 of the Listing Manual of the SGX-ST.

Substantial Shareholders

	Direct Interest		Deemed Interest	
Name of Shareholders	**No. of Shares Held**	**%[4]**	**No. of Shares Held**	**%[4]**
Tan Tin Yeow[1][2][3]	72,536,287	66.16	–	–
Tan Tum Beng[2]	13,943,494	12.72	–	–
Tan Guat Lian[1]	11,961,244	10.91	–	–
Lee Ay Ling[3]	11,151,043	10.17	–	–
Tan Seng Hee[1]	8,043,250	7.34	–	–

Notes:

(1) Mr. Tan Tin Yeow and Ms. Tan Guat Lian together with Mr. Tan Seng Hee had on 29 June 2010 entered into a deed of undertaking ("**Deed of Undertaking**") whereby each of them agreed to first offer any Shares which he/she would like to sell (the "**Selling Party**") to the other parties in equal proportions (as nearly as possible). In the event the other parties decline or are deemed to decline the offer, the Selling Party shall be entitled to sell the Shares to any third party at a price which is not lower than the price offered to the other parties, subject to the terms and conditions set out in the Deed of Undertaking. The obligations of the parties to the Deed of Undertaking will continue to apply as long as they remain as shareholders of the Company, unless otherwise agreed to in writing by the parties thereto. As at 17 July 2026, Mr. Tan Seng Hee has an interest in 8,043,250 Shares in the Company representing approximately 7.34% of the total issued share capital (excluding any treasury shares and subsidiary holdings).

(2) The direct interest of Mr. Tan Tin Yeow and his father, Mr. Tan Tum Beng, for 13,943,494 Shares are jointly held through a joint CDP account under both their names.

(3) The direct interest of Mr. Tan Tin Yeow and his wife, Ms. Lee Ay Ling, in respect of 11,151,043 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd.

(4) Based on 109,643,921 shares (excluding shares held as treasury shares and subsidiary holdings) as at 17 July 2026.

Treasury Shares

As at 17 July 2026, the Company held 5,329,850 treasury shares, representing 4.86% of the total issued ordinary shares.

Subsidiary Holdings

As at 17 July 2026, the number of subsidiary holdings held is nil.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or the "**Meeting**") of XMH Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") will be held at 55 Tuas Crescent, #07-01, Singapore 638743 on Friday, 28 August 2026 at 10.00 a.m. for the purposes of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for the financial year ended 30 April 2026 ("**FY2026**"), together with the Independent Auditor's Report thereon. **Resolution 1**

2. To declare and approve the payment of a final one-tier tax exempt dividend of 0.25 Singapore cents per ordinary share and a special one-tier tax exempt dividend of 7.75 Singapore cents per ordinary share for FY2026. **Resolution 2**

3. To approve the payment of Directors' fees of S$188,090 for FY2026 (FY2025: S$168,691). **Resolution 3**

4. To re-elect the following Directors of the Company ("**Directors**"), who are retiring pursuant to Regulation 89 of the Constitution of the Company (the "**Constitution**") and who, being eligible, offer themselves for re-election as Directors:

   (a) Mr. Tan Tin Yeow (Regulation 89)
   [See Explanatory Note (i)] **Resolution 4**

   (b) Mr. Khoo Song Koon (Regulation 89)
   [See Explanatory Note (ii)] **Resolution 5**

5. To re-appoint Messrs Ernst & Young LLP as the Independent Auditors of the Company to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

6. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares in the capital of the Company

   "That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), the Constitution, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Listing Rules**"), authority be and is hereby given to the Directors to:

   (a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements, or options (collectively, the "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

(the "**Share Issue Mandate**")

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (the "**Shareholders**"), shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) and Instruments shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;

(ii) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Rules; and

(iii) any subsequent bonus issue, consolidation, or subdivision of Shares;

where the adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act for the time being in force and the Constitution; and

(4) (unless revoked or varied by the Company in a general meeting) the Share Issue Mandate conferred by this Resolution 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 by law to be held, whichever is the 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 (iii)] **Resolution 7**

8. Renewal of the Share Buyback Mandate

"That:

(a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (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 purchase(s) (each a "**Market Purchase**") on the SGX-ST; and/or

(ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other provisions of the Act and the Listing Rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) (unless revoked or varied by the Company in a general meeting) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next AGM of the Company is held or required by law to be held;

(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting;

(c) in this Resolution:

"**Prescribed Limit**" means that number of Shares representing not more than ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time, if any);

"**Relevant Period**" means the period commencing from the date on which the forthcoming AGM of the Company is held and this Resolution relating to the Share Buyback Mandate is passed, and expiring on the date the next AGM of the Company is held or is required by law to be held, whichever is the earlier; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, one hundred and five per centum (105%) of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase, one hundred and twenty per centum (120%) of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) market days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made; and

(d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider expedient, necessary or incidental to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (iv)] **Resolution 8**

9. Proposed share split of every one (1) existing ordinary share in the capital of the Company into four (4) ordinary shares

"That:

(a) on and with effect from the record date to be determined by the Directors ("**Record Date**"), every one (1) existing Share held by the Shareholders be split into four (4) Shares in the manner set out in the Second Addendum (the "**Proposed Share Split**");

(b) the Directors be and are hereby authorised to fix the Record Date and the date on which the Shares will trade on the Mainboard of the SGX-ST in board lots of one hundred (100) Shares in their absolute discretion as they deem appropriate; and

(c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required, entering into all transactions, approving any amendments, alterations or modifications to any documents, and signing, filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he/she may think necessary, desirable or expedient to give effect to the Proposed Share Split contemplated in this resolution or in the interests of the Company."

[See Explanatory Note (v)] **Resolution 9**

By Order of the Board of Directors
of **XMH HOLDINGS LTD.**

Mr. Chua Kern
Company Secretary

Singapore
7 August 2026

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) Mr. Tan Tin Yeow will, upon re-election as a Director, continue as the Chairman and Managing Director of the Company. Please refer to the Corporate Governance Report on pages 58 to 60 in the Annual Report 2026 for the detailed information as required pursuant to Rule 720(6) of the Listing Rules.

(ii) Mr. Khoo Song Koon ("**Mr. Khoo**") will, upon re-election as a Director, continue as the Lead Independent Director, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee of the Company. Mr. Khoo is considered independent for the purposes of Rule 704(8) of the Listing Rules. Please refer to the Corporate Governance Report on pages 58 to 60 in the Annual Report 2026 for the detailed information as required pursuant to Rule 720(6) of the Listing Rules.

(iii) Ordinary Resolution 7 proposed in item 7 above, if passed, shall empower the Directors 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 by law to be held, whichever is the earlier, unless such authority is varied or revoked by the Company in a general meeting, to allot and 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, fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro-rata* basis to existing Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation, or subdivision of Shares.

(iv) Ordinary Resolution 8 proposed in item 8 above, if passed, shall empower the Directors 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 by law to be held, whichever is the earlier, unless such authority is varied or revoked by the Company in a general meeting, to purchase or otherwise acquire Shares of the Company by way of Market Purchases or Off-Market Purchases of up to ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the Maximum Price as defined in the Section 2.3.4 of the Addendum on page 197 in the Annual Report 2026.

The rationale for the authority and limitation on, the sources of funds to be used for the purchase or acquisition, including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for FY2026 are set out in greater detail in the Addendum on pages 188 to 213 in the Annual Report 2026.

(v) Ordinary Resolution 9 proposed in item 9 above, if passed, shall empower the Directors of the Company to do all acts and things as they or he/she may consider necessary or expedient to give effect to the Proposed Share Split on the terms as set out in the Second Addendum.

The rationale for, approvals and conditions in respect of, and the financial effects on the audited consolidated financial statements of the Group for FY2026 pursuant to the Proposed Share Split are set out in greater detail in the Second Addendum on pages 214 to 230 in the Annual Report 2026.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

The AGM shall be held in a wholly physical format at 55 Tuas Crescent, #07-01, Singapore 638743 on **Friday, 28 August 2026** at **10.00 a.m.** (Singapore time) for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There will be no option for shareholders to participate virtually.

Printed copies of the Notice of AGM and the accompanying Proxy Form shall be sent by post to shareholders and published on the Singapore Exchange Network ("**SGXNet**") at the URL: https://www.sgx.com/securities/company-announcements and the Company's corporate website at the URL: http://www.xmh.com.sg/XMHH/investor-relations/.

The Annual Report 2026 has been published on the SGXNet and may be accessed at the Company's corporate website at http://www.xmh.com.sg/XMHH/investor-relations/. Printed copies of the Annual Report 2026 will not be sent to shareholders unless requested for by shareholders submitting a request via email to xmh@xmh.com.sg by **Friday, 14 August 2026**. The following information must be provided:

(i) the shareholder's full name;

(ii) the shareholder's address; and

(iii) the manner in which the shares are held.

A printed copy of the Annual Report 2026 shall then be sent to the address specified by the shareholder.

Shareholders should take note of the following arrangements for the AGM:

(a) Physical Participation in the AGM

Shareholders of the Company (including Central Provident Fund Investment Scheme investors ("**CPF Investors**") and Supplementary Retirement Scheme investors ("**SRS Investors**")), may participate in the AGM by:

(i) attending the AGM in person;

(ii) submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or

(iii) voting at the AGM by (1) themselves personally; or (2) through duly appointed proxy(ies)/corporate representative(s).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.00 a.m.** on **Wednesday, 19 August 2026**, being at least seven (7) working days prior to the date of the AGM. Please refer to Proxy Voting under item (c) below for details.

Shareholders, including CPF Investors and SRS Investors, or, where applicable, their appointed proxy(ies) who are attending the AGM in person should bring along their NRIC/passport to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Shareholders are strongly encouraged to exercise social responsibility to rest at home if they are feeling unwell and consider appointing a proxy(ies) to attend the Meeting. We encourage shareholders to mask up when attending the AGM.

(b) Submission of Questions

Shareholders, including CPF Investors and SRS Investors, may raise questions at the AGM or submit substantial and relevant questions related to the Resolutions to be tabled at the AGM in advance of the AGM via the following means by **10.00 a.m.** on **Friday, 14 August 2026**, in the following manner:

(i) by email, to xmh@xmh.com.sg; or

(ii) by post, to be deposited at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743.

For verification purposes, when submitting any questions by post or via email, shareholders **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

Shareholders are strongly encouraged to submit their questions by email in advance of the AGM. The Company shall publish its responses to the substantial and relevant questions submitted by shareholders prior to the abovementioned deadline by **Monday, 24 August 2026**, which is at least forty-eight (48) hours before the proxy form deadline.

For questions received after 14 August 2026, the Company shall endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the AGM. Where substantially similar questions are received, the Company shall consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company shall publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's corporate website within one (1) month after the date of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

(c) Proxy Voting

Shareholders shall be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A shareholder can appoint the Chairman of the AGM as his/her/their proxy but this is not mandatory. A proxy need not be a shareholder of the Company.

Duly completed Proxy Forms must be submitted in the following manner:

(i) by email, to xmh@xmh.com.sg; or

(ii) by post, to be deposited at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743,

in either case, by **10.00 a.m.** on **Wednesday, 26 August 2026** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A shareholder who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/them by post, or download a copy of the Proxy Form from SGXNet or from the Company's corporate website at the URL: http://www.xmh.com.sg/XMHH/investor-relations/, and subsequently, complete and sign the Proxy Form before submitting it by (i) post to the address provided above, or (ii) scanning and sending it to the email address provided above.

Where a shareholder appoints proxy(ies), he/she/they may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) shall vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the AGM.

Completion and submission of the instrument appointing a proxy(ies) by a shareholder shall not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

Please refer to the detailed instructions set out in the Proxy Form.

Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, may (i) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, CPF Investors and SRS Investors may (i) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators, and should contact their respective CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxies; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective CPF Agent Banks and SRS Operators, and should approach their respective CPF Agent Banks and SRS Operators by **10.00 a.m.** on **Wednesday, 19 August 2026**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

Personal Data Privacy:

"**Personal data**" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes his or her name, address and NRIC/Passport number.

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company:

(a) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its respective agents or service providers) for the purpose of the processing and administration by the Company (or its respective agents or service providers) of proxy(ies) and representative(s) appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the AGM on SGXNet and/or the Company's corporate website (including publication of names of the shareholders/proxies/representatives asking questions), and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its respective agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(b) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its respective agents or service providers), the 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 respective agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(c) agrees that the shareholder shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty; and

(d) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the shareholder (such as his/her/their name, his/her/their presence at the AGM and any questions he/she/they may raise or motions he/she/they may propose and/or second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD DATE AND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Book and Register of Members of XMH Holdings Ltd. (the "**Company**") shall be closed on 8 September 2026 for the purpose of determining the entitlements of the Company's shareholders ("**Shareholders**") to a final one-tier tax exempt dividend of 0.25 Singapore cents per ordinary share and a special one-tier tax exempt dividend of 7.75 Singapore cents per ordinary share in the capital of the Company in respect of the financial year ended 30 April 2026 (the "**Dividends**").

Duly completed and stamped registrable transfers in respect of the Shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619 up to 5.00 p.m. on 7 September 2026 (the "**Record Date**") shall be registered to determine Shareholders' entitlements to the Dividends.

Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares or whose names appear in the Register of Members of the Company, as at 5.00 p.m. on the Record Date shall be entitled to the Dividends on the basis of the number of Shares standing to the credit of their securities accounts with CDP or the number of Shares held by them as stated in the Register of Members of the Company, as the case may be.

The Dividends, if approved by the Shareholders at the Annual General Meeting of the Company to be held on 28 August 2026, shall be paid on or about 17 September 2026.

ADDENDUM DATED 7 AUGUST 2026

THIS ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Addendum is circulated to Shareholders (hereinafter defined) of XMH Holdings Ltd. ("**Company**") together with the Company's annual report for the financial year ended 30 April 2026 ("**Annual Report**"). Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for the proposed renewal of the Share Buyback Mandate (hereinafter defined) to be tabled at the Annual General Meeting to be held on **Friday, 28 August 2026** at **10.00 a.m.** physically at 55 Tuas Crescent, #07-01, Singapore 638743.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Addendum.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

ADDENDUM TO ANNUAL REPORT

IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

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DEFINITIONS

For the purpose of this Addendum, the following definitions have, where appropriate, been used:

"**2025 AGM**"	:	The annual general meeting of the Company held on 28 August 2025.
"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore.
"**Act**" or "**Companies Act**"	:	The Companies Act 1967 of Singapore, as amended or modified from time to time.
"**Addendum**"	:	This Addendum to Shareholders dated 7 August 2026.
"**AGM**"	:	The annual general meeting of the Company to be convened on 28 August 2026.
"**Annual Report**"	:	The annual report of the Company for FY2026.
"**Approval Date**"	:	Has the meaning ascribed to it in Section 2.3.1 *(Maximum number of Shares)* of this Addendum.
"**Associate**"	:	(a) in relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
"**Average Closing Price**"	:	Has the meaning ascribed to it in Section 2.3.4 *(Maximum Purchase Price)* of this Addendum.
"**Board**" or "**Board of Directors**"	:	The Board of Directors of the Company.
"**CDP**"	:	The Central Depository (Pte) Limited.
"**CEO**"	:	Chief Executive Officer.
"**Company**"	:	XMH Holdings Ltd.

DEFINITIONS

"**Constitution**"	:	The constitution of the Company, previously known as its memorandum and articles of association of the Company currently in force.
"**Controlling Shareholder**"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company.
"**Directors**"	:	The directors of the Company for the time being.
"**EPS**"	:	Earnings per Share.
"**Executive Director**"	:	A director who is a full-time employee of the Company and who performs an executive function.
"**FY**"	:	Financial year of the Company ending or ended 30 April as the case may be.
"**Group**"	:	The Company and its subsidiaries.
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Addendum, being 24 July 2026.
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, supplemented or modified from time to time.
"**Listing Rules**"	:	The listing rules under the Listing Manual.
"**Market Day**"	:	A day on which the SGX-ST is open for trading of securities.
"**Market Purchase**"	:	Has the meaning ascribed to it in Section 2.3.3 *(Manner of purchase of Shares)* of this Addendum.
"**Maximum Price**"	:	Has the meaning ascribed to it in Section 2.3.4 *(Maximum Purchase Price)* of this Addendum.
"**MD**"	:	Managing Director.
"**Notice of AGM**"	:	The notice of AGM enclosed with the Annual Report.
"**NTA**"	:	Net tangible assets.
"**Off-Market Purchase**"	:	Has the meaning ascribed to it in Section 2.3.3 *(Manner of purchase of Shares)* of this Addendum.
"**PDPA**"	:	Personal Data Protection Act 2012.

DEFINITIONS

"**Proxy Form**"	:	The proxy form in respect of the AGM enclosed with the Annual Report.
"**Relevant Period**"	:	The period commencing from the date on which the forthcoming AGM is held and the resolution relating to the Share Buyback Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier.
"**SFA**"	:	The Securities and Futures Act 2001 of Singapore, as amended, supplemented or modified from time to time.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Share Buyback**"	:	The buyback of Shares by the Company pursuant to the terms of the Share Buyback Mandate.
"**Share Buyback Mandate**"	:	The mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 2.3 *(Terms of the Share Buyback Mandate)* of this Addendum.
"**Shareholders**"	:	Registered holders of Shares, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register.
"**Share(s)**"	:	Ordinary shares in the capital of the Company.
"**Substantial Shareholder**"	:	A Shareholder who has an interest directly or indirectly in not less than 5% of the total voting shares in the Company.
"**Take-over Code**"	:	The Singapore Code on Take-overs and Mergers, as the same may be amended or modified from time to time.
"**S$**", "**$**" and "**cents**"	:	Singapore dollars and cents, respectively.
"**%**" or "**per cent**"	:	Per centum or percentage.

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The terms "**treasury shares**" and "**subsidiary**" shall have the meaning ascribed to them in Sections 4 and 5 of the Companies Act respectively.

The term "**subsidiary holdings**" shall have the same meaning ascribed to it in the Listing Manual, as may be amended or modified from time to time.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

DEFINITIONS

Any reference in this Addendum to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, SFA or the Listing Manual or any statutory modification thereof and not otherwise defined in this Addendum shall have the same meaning assigned to it under the Companies Act, SFA or the Listing Manual or such statutory modification thereof, as the case may be.

Any reference to a time of day in this Addendum is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to "**you**", "**your**" and "**yours**" in this Addendum is, as the context so determines, to Shareholders.

The headings in this Addendum are inserted for convenience only and shall not affect the construction of this Addendum.

Chancery Law Corporation has been appointed as the legal adviser to the Company in relation to the drafting of this Addendum.

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ADDENDUM TO ANNUAL REPORT

XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

Directors:

Tan Tin Yeow	Chairman and Managing Director
Tan Guat Lian	Executive Director
Khoo Song Koon	Lead Independent Director
Raymond Lam Kuo Wei	Independent Director
Eddie Foo Toon Ee	Independent Director

Registered Office:

55 Tuas Crescent, #07-01
Singapore 638743

7 August 2026

To: The Shareholders of XMH Holdings Ltd.

Dear Shareholder,

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1. INTRODUCTION

1.1 AGM

The Board is convening an AGM to be held on 28 August 2026 to seek the approval of Shareholders for, *amongst others*, the proposed renewal of the Share Buyback Mandate.

1.2 Purpose of Addendum

The purpose of this Addendum is to provide Shareholders with the relevant information pertaining to the matters set out in Section 1.1 *(AGM)* of this Addendum, and to seek Shareholders' approval for the resolutions in respect thereof to be tabled at the AGM, as set out in the Notice of AGM.

This Addendum has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purpose.

2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Background

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Constitution and such other laws and regulations as may be applicable for the time being.

The renewal of the Share Buyback Mandate was approved by Shareholders at the 2025 AGM and will, unless renewed, expire on the date of the forthcoming AGM, which is scheduled to be held on 28 August 2026.

Accordingly, the Company is seeking Shareholders' approval for a proposed renewal of the Share Buyback Mandate at the AGM on 28 August 2026. If the proposed renewal of the Share Buyback Mandate is approved, the Share Buyback Mandate will take effect from the date of the forthcoming AGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, unless prior thereto, the Share Buyback is carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting. The Share Buyback Mandate will be put to Shareholders for renewal at each subsequent AGM or EGM of the Company as the case may be.

The Company's share capital presently comprises only one (1) class of shares, namely, the Shares. As at the Latest Practicable Date, the Company has (i) a total issued and paid-up share capital of 114,973,771 Shares, of which 5,329,850 Shares are held as treasury shares, and (ii) a market capitalisation of approximately S$242,313,065 (based on the closing price of S$2.21 on 24 July 2026, being the date on which the Shares were last traded).

2.2 Rationale for the proposed renewal of the Share Buyback Mandate

The Share Buyback Mandate will give the Company the flexibility to undertake purchases of its issued Shares at any time, subject to market conditions, during the period in which the Share Buyback Mandate is in force.

The Share Buyback Mandate will accord the Company greater flexibility in managing its capital to achieve a more efficient capital structure, and would also allow the Company to enhance its EPS and return on equity on an ongoing basis. Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate can be held as treasury shares.

Furthermore, short-term speculation may at times cause the market price of the Company's Shares to be depressed below the true value of the Company and the Group. The Share Buyback Mandate will provide the Directors with the means to restore investors' confidence and to protect existing shareholders' investments in the Company in a depressed share-price situation through judicious purchases of Shares to enhance the EPS. Shares purchased or acquired by the Company will also enhance the net asset value per Share if the Share purchases and acquisitions are made at a price below the net asset value per Share.

The Directors will act judiciously and will only purchase or acquire Shares pursuant to the Share Buyback Mandate as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the Shareholders.

The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

2.3 Terms of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buyback Mandate is limited to that number of Shares representing not more than 10% of the issued ordinary share capital of the Company as at the date of the AGM at which the proposed renewal of the Share Buyback Mandate is approved ("**Approval Date**") (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time).

For illustrative purposes only, on the basis of 109,643,921 issued and paid-up Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, and assuming (a) no further Shares are issued on or prior to the AGM; and (b) no further Shares are purchased or acquired by the Company on or prior to the AGM, exercise in full of the Share Buyback Mandate would result in the purchase or acquisition of 10,964,392 Shares.

2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

(a) the date on which the next AGM of the Company is held or required by law to be held;

(b) the date on which the Share Buyback is carried out to the full extent mandated; or

(c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting.

2.3.3 Manner of purchase of Shares

Purchases or acquisitions of Shares may be made by way of:

(a) on-market purchases ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

(a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;

(b) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(c) the terms of all the offers are the same, except that there shall be disregarded:

(i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

(iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(a) the terms and conditions of the offer;

(b) the period and procedures for acceptances;

(c) the reasons for the proposed Share Buyback;

(d) the consequences, if any, of the Share Buyback by the Company that will arise under the Take-over Code or other applicable take-over rules;

(e) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;

(f) details of any Share Buyback made by the Company in the previous 12 months (whether Market Purchase or Off-Market Purchase), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

(a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

(b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

("**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purpose, "**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period.

2.4 Status of purchased Shares under the Share Buyback Mandate

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are not held as treasury shares.

2.5 Treasury shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

2.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into a different number of treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

(a) sell the treasury shares for cash;

(b) transfer the treasury shares for the purposes of or pursuant to an employee's share scheme (if any);

(c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(d) cancel the treasury shares; or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Pursuant to Rules 704(28) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

(i) date of the sale, transfer, cancellation and/or use;

(ii) purpose of such sale, transfer, cancellation and/or use;

(iii) number of treasury shares sold, transferred, cancelled and/or used;

(iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;

(v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

(vi) value of the treasury shares if they are used for a sale or transfer, or cancellation.

2.6 Sources of funds for Share Buyback

The Companies Act permits the Company to purchase its own Shares out of its capital as well as from its distributable profits, provided that:

(a) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business in the 12 months immediately following the purchase; and

(b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities (including contingent liabilities).

Further, for the purposes of determining the value of a contingent liability, the Directors or managers of the Company may take into account the following:

(a) the likelihood of the contingency occurring; and

(b) any claim the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use mainly internal resources and may from time to time utilise external borrowings and/or a combination of both to finance purchases of Shares pursuant to the Share Buyback Mandate.

2.7 Financial effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *amongst others*, the aggregate number of Shares purchased or acquired, how the Shares are purchased or acquired, the price paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 30 April 2026 are based on the following principal assumptions:

(a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 May 2025 for the purpose of computing the financial effects on the EPS of the Group and the Company;

(b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 May 2025 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share and gearing of the Group and the Company; and

(c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

2.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by the value of the Shares purchased. Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of the Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

2.7.2 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued and paid-up capital of the Company is S$39,881,883 comprising 109,643,921 Shares (excluding treasury shares and subsidiary holdings).

2.7.3 Financial effects

For illustration purposes only, and on the basis of the assumptions set out below, the financial effects of the:

(i) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and

(ii) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled,

on the audited financial statements of the Group and the Company for the financial year ended 30 April 2026 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Addendum.

Scenario A: Purchases made entirely out of capital and held as treasury shares

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that:

(i) the Maximum Price is S$2.381, which is 5% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date; and

(ii) the Company has 109,643,921 Shares as at the date of the AGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the AGM and excluding treasury shares and subsidiary holdings), such that not more than 10,964,392 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 10,964,392 Shares under and during the duration of the Share Buyback Mandate, is approximately S$26,106,217.

ADDENDUM TO ANNUAL REPORT

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Group's and the Company's audited financial statements for the financial year ended 30 April 2026 is as follows:

	Group		Company	
As at 30 April 2026	**Before the Share Buyback**	**After the Share Buyback**	**Before the Share Buyback**	**After the Share Buyback**
Shareholders' Equity (S$'000)	107,938	81,832	59,257	33,151
NTA (S$'000)	99,432	73,326	59,257	33,151
Treasury Shares (S$'000)	(3,303)	(29,409)	(3,303)	(29,409)
Current Assets (S$'000)	139,179	113,073	28,366	2,260
Current Liabilities (S$'000)	76,467	76,467	20,275	20,275
Working Capital (S$'000)	62,712	36,606	8,091	(18,015)
Loans and Borrowings (S$'000)	4,954	4,954	36	36
Cash and Short-Term Deposits[1] (S$'000)	27,435	1,329	782	(25,324)
Net Earnings attributable to Shareholders (S$'000)	31,562	31,562	22,531	22,531
Number of Shares[2]	109,643,921	98,679,529	109,643,921	98,679,529
Treasury Shares	5,329,850	16,294,242	5,329,850	16,294,242
Total Shares	114,973,771	114,973,771	114,973,771	114,973,771
Financial Ratios				
NTA per Share (cents)	90.69	74.31	54.04	33.59
Basic EPS (cents)[3]	28.79	31.98	20.55	22.83
Current Ratio (times)[4]	1.82	1.48	1.40	0.11
Gearing Ratio (times)[5]	0.05	0.06	N.M[6]	N.M[6]

Notes:

(1) Assuming that the Share Buyback is fully funded by internal resources.

(2) Number of Shares (excludes treasury shares and subsidiary holdings) and Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the AGM.

(3) Basic EPS is computed based on FY2026 net earnings attributable to Shareholders divided by the number of Shares.

(4) Current Ratio equals current assets divided by current liabilities.

(5) Gearing Ratio equals loans and borrowings divided by Shareholders' equity.

(6) Not meaningful as the Ratio (times) is less than 0.01.

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that:

(i) the Maximum Price is S$2.722, which is 20% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date; and

(ii) the Company has 109,643,921 Shares as at the date of the AGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares prior to the date of the AGM and excluding treasury shares and subsidiary holdings, such that not more than 10,964,392 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 10,964,392 Shares under and during the duration of the Share Buyback Mandate, is approximately S$29,845,075.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Group's and the Company's audited financial statements for the financial year ended 30 April 2026 is as follows:

	Group		Company	
As at 30 April 2026	**Before the Share Buyback**	**After the Share Buyback**	**Before the Share Buyback**	**After the Share Buyback**
Shareholders' Equity (S$'000)	107,938	78,093	59,257	29,412
NTA (S$'000)	99,432	69,587	59,257	29,412
Treasury Shares (S$'000)	(3,303)	(33,148)	(3,303)	(33,148)
Current Assets (S$'000)	139,179	109,334	28,366	(1,479)
Current Liabilities (S$'000)	76,467	76,467	20,275	20,275
Working Capital (S$'000)	62,712	32,867	8,091	(21,754)
Loans and Borrowings (S$'000)	4,954	4,954	36	36
Cash and Short-Term Deposits[1] (S$'000)	27,435	(2,410)	782	(29,063)
Net Earnings attributable to Shareholders (S$'000)	31,562	31,562	22,531	22,531
Number of Shares[2]	109,643,921	98,679,529	109,643,921	98,679,529
Treasury Shares	5,329,850	16,294,242	5,329,850	16,294,242
Total Shares	114,973,771	114,973,771	114,973,771	114,973,771
Financial Ratios				
NTA per Share (cents)	90.69	70.52	54.04	29.81
Basic EPS (cents)[3]	28.79	31.98	20.55	22.83
Current Ratio (times)[4]	1.82	1.43	1.40	N.M[6]
Gearing Ratio (times)[5]	0.05	0.06	N.M[6]	N.M[6]

Notes:
(1) Assuming that the Share Buyback is fully funded by internal resources.
(2) Number of Shares (excludes treasury shares and subsidiary holdings) and Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the AGM.
(3) Basic EPS is computed based on FY2026 net earnings attributable to Shareholders divided by the number of Shares.
(4) Current Ratio equals current assets divided by current liabilities.
(5) Gearing Ratio equals loans and borrowings divided by Shareholders' equity.
(6) Not meaningful as the Ratio (times) is less than 0.01.

Scenario B: Purchases made entirely out of capital and cancelled

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that:

(i) the Maximum Price is S$2.381, which is 5% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded; and

(ii) the Company has 109,643,921 Shares as at the date of the AGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the AGM and excluding treasury shares and subsidiary holdings), such that not more than 10,964,392 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 10,964,392 Shares under and during the duration of the Share Buyback Mandate, is approximately S$26,106,217.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Group's and the Company's audited financial statements for the financial year ended 30 April 2026 is as follows:

	Group		Company	
As at 30 April 2026	**Before the Share Buyback**	**After the Share Buyback**	**Before the Share Buyback**	**After the Share Buyback**
Shareholders' Equity (S$'000)	107,938	81,832	59,257	33,151
NTA (S$'000)	99,432	73,326	59,257	33,151
Current Assets (S$'000)	139,179	113,073	28,366	2,260
Current Liabilities (S$'000)	76,467	76,467	20,275	20,275
Working Capital (S$'000)	62,712	36,606	8,091	(18,015)
Loans and Borrowings (S$'000)	4,954	4,954	36	36
Cash and Short-Term Deposits[1] (S$'000)	27,435	1,329	782	(25,324)
Net Earnings attributable to Shareholders (S$'000)	31,562	31,562	22,531	22,531
Number of Shares[2]	109,643,921	98,679,529	109,643,921	98,679,529
Treasury Shares	5,329,850	5,329,850	5,329,850	5,329,850
Total Shares	114,973,771	104,009,379	114,973,771	104,009,379
Financial Ratios				
NTA per Share (cents)	90.69	74.31	54.04	33.59
Basic EPS (cents)[3]	28.79	31.98	20.55	22.83
Current Ratio (times)[4]	1.82	1.48	1.40	0.11
Gearing Ratio (times)[5]	0.05	0.06	N.M[6]	N.M[6]

Notes:

(1) Assuming that the Share Buyback is fully funded by internal resources.
(2) Number of Shares (excludes treasury shares and subsidiary holdings) and Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the AGM.
(3) Basic EPS is computed based on FY2026 net earnings attributable to Shareholders divided by the number of Shares.
(4) Current Ratio equals current assets divided by current liabilities.
(5) Gearing Ratio equals loans and borrowings divided by Shareholders' equity.
(6) Not meaningful as the Ratio (times) is less than 0.01.

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that:

(i) the Maximum Price is S$2.722 which is 20% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded; and

(ii) the Company has 109,643,921 Shares as at the date of the AGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the AGM and excluding treasury shares and subsidiary holdings), such that not more than 10,964,392 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 10,964,392 Shares under and during the duration of the Share Buyback Mandate, is approximately S$29,845,075.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Group's and the Company's audited financial statements for the financial year ended 30 April 2026 is as follows:

	Group		Company	
As at 30 April 2026	**Before the Share Buyback**	**After the Share Buyback**	**Before the Share Buyback**	**After the Share Buyback**
Shareholders' Equity (S$'000)	107,938	78,093	59,257	29,412
NTA (S$'000)	99,432	69,587	59,257	29,412
Current Assets (S$'000)	139,179	109,334	28,366	(1,479)
Current Liabilities (S$'000)	76,467	76,467	20,275	20,275
Working Capital (S$'000)	62,712	32,867	8,091	(21,754)
Loans and Borrowings (S$'000)	4,954	4,954	36	36
Cash and Short-Term Deposits[1] (S$'000)	27,435	(2,410)	782	(29,063)
Net Earnings attributable to Shareholders (S$'000)	31,562	31,562	22,531	22,531
Number of Shares[2]	109,643,921	98,679,529	109,643,921	98,679,529
Treasury Shares	5,329,850	5,329,850	5,329,850	5,329,850
Total Shares	114,973,771	104,009,379	114,973,771	104,009,379
Financial Ratios				
NTA per Share (cents)	90.69	70.52	54.04	29.81
Basic EPS (cents)[3]	28.79	31.98	20.55	22.83
Current Ratio (times)[4]	1.82	1.43	1.40	N.M[6]
Gearing Ratio (times)[5]	0.05	0.06	N.M[6]	N.M[6]

Notes:
(1) Assuming that the Share Buyback is fully funded by internal resources.
(2) Number of Shares (excludes treasury shares and subsidiary holdings) and Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the AGM.
(3) Basic EPS is computed based on FY2026 net earnings attributable to Shareholders divided by the number of Shares.
(4) Current Ratio equals current assets divided by current liabilities.
(5) Gearing Ratio equals loans and borrowings divided by Shareholders' equity.
(6) Not meaningful as the Ratio (times) is less than 0.01.

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 30 April 2026 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.

2.8 Reporting Requirements

2.8.1 SGX-ST

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

(i) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and

(ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement currently requires the inclusion of details of, *amongst others*, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company, in a timely fashion, the necessary information which will enable the Company to make the notifications to the SGX-ST.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, and the percentage of the number of treasury shares comprised in the usage against the total number of issued Shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage.

2.8.2 ACRA

Within 30 days of the passing of a Shareholders' resolution to approve the purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA.

Within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise, the Company shall lodge with ACRA the notice of the purchase in the prescribed form, such notification including, *amongst others*, the details of the purchase, the total number of Shares purchased by the Company, the total number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before and after the purchase of Shares, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company.

Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Company shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

2.9 Take-over Obligations

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.9.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

2.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *amongst others*, be presumed to be acting in concert:

(a) the following companies:

(i) a company;

(ii) the parent company of (i);

(iii) the subsidiaries of (i);

(iv) the fellow subsidiaries of (i);

(v) the associated companies of any of (i), (ii), (iii) or (iv);

(vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and

(vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

A company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;

(b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of (i) the adviser and persons controlling, controlled by or under the same control as the adviser, and (ii) all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

(f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;

(g) partners; and

(h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders of the Company (including Directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

(a) In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a takeover offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% (one per cent.) in any period of six (6) months.

(b) Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% (one per cent.) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the proposed renewal of the Share Buyback Mandate.

2.9.4 No obligation to make a general offer

(a) Our Chairman and MD, Mr. Tan Tin Yeow and our Executive Director, Ms. Tan Guat Lian, are siblings (hereinafter collectively referred to as the "**Tan Siblings**").

(b) The Tan Siblings together with Mr. Tan Seng Hee are the children of Mr. Tan Tum Beng, the founder of the Group. Ms. Lee Ay Ling is the wife of Mr. Tan Tin Yeow. As at the Latest Practicable Date, Mr. Tan Tum Beng, Mr. Tan Seng Hee and Ms. Lee Ay Ling are not employed by any Group company.

(c) As at the Latest Practicable Date, Mr. Tan Tum Beng, Mr. Tan Seng Hee, Ms. Lee Ay Ling and the Tan Siblings (collectively, the "**Parties**") as a concert group hold an aggregate of 92,540,781 Shares, constituting 84.40% of the voting rights in the Company.

(d) Assuming that:

(i) the Company undertakes Share Buyback under the Share Buyback Mandate up to the maximum of 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) as permitted by the Share Buyback Mandate;

(ii) there is no change in the Parties' shareholdings in the Company between the Latest Practicable Date and the date of the AGM;

(iii) no new Shares are issued following the Shareholders' approval of the proposed renewal of the Share Buyback Mandate at the AGM; and

(iv) the Parties do not sell or otherwise dispose of their shareholdings in the Company,

the voting rights of the Parties as at the date of the AGM and after Share Buyback of 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) pursuant to the Share Buyback Mandate, are as follows:

	Number of Shares			Voting rights in the Company (%)	
Parties	**Direct Interest**	**Deemed Interest**	**Total Interest**	**Before Share Buyback**	**After Share Buyback**
Tan Tin Yeow[(1)(2)]	72,536,287	–	72,536,287	66.16	73.51
Tan Guat Lian	11,961,244	–	11,961,244	10.91	12.12
Sub-total	**84,497,531**	**–**	**84,497,531**	**77.07**	**85.63**
Tan Seng Hee	8,043,250	–	8,043,250	7.34	8.15
Tan Tum Beng[(1)]	13,943,494	–	13,943,494	12.72	14.13
Lee Ay Ling[(2)]	11,151,043	–	11,151,043	10.17	11.30
Total	**92,540,781**	**–**	**92,540,781**	**84.40**	**93.78**

Notes:
(1) The direct interest of Mr. Tan Tin Yeow and his father, Mr. Tan Tum Beng, for 13,943,494 Shares are jointly held through a joint CDP account under both their names.
(2) The direct interest of Mr. Tan Tin Yeow and his wife, Ms. Lee Ay Ling, in respect of 11,151,043 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd.

As the Parties as a concert group hold an aggregate of 92,540,781 Shares, constituting over 50% of the voting rights in the Company, purchases or acquisition of Shares by the Company within the Relevant Period of the maximum of 10% of the issued share capital of the Company as permitted by the Share Buyback Mandate will result in an increase in the aggregate voting rights of the Parties, but will not result in any of the Parties incurring an obligation to make a mandatory take-over offer under Rule 14 of the Take-over Code.

In the event the Company undertakes Share Buyback within the Relevant Period of the maximum of 10% of the issued share capital of the Company as permitted by the Share Buyback Mandate, to the best of the Directors' knowledge, it is not expected that the shareholdings and/or voting rights of any of the other Shareholders will be increased to 30% or more, thereby triggering a requirement for any Shareholder to make a general offer to the other Shareholders under Rule 14 of the Take-over Code.

The statements in this Section 2.9 (Take-over Obligations) do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.

2.10 Listing Rules

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision until the price-sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares through Market Purchases and/or Off-Market Purchases during the following periods and at all times in compliance with Rule 1207(19) of the Listing Manual:

(a) one (1) month immediately preceding the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements); and

(b) two (2) weeks immediately preceding the announcement of the Company's results for each of the first three (3) quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise).

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its issued shares excluding treasury shares must be held by public shareholders. The "**public**", as defined under the Listing Manual, are persons other than the directors, CEO, substantial shareholders or Controlling Shareholders of the company and its subsidiaries, as well as the associates of such persons.

Based on the Register of Directors' shareholdings and the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, approximately 16,836,115 Shares, representing 15.36% of the total number of issued Shares, are in the hands of the public.

As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate, the number of Shares in the hands of the public would be reduced to 5,871,723 Shares, representing 5.95% of the reduced total number of issued Shares of the Company.

As there is an insufficient number of Shares held by public Shareholders, the Company is unable to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST. Accordingly, the Directors will monitor and ensure that the Share Buy-Backs carried out by the Company pursuant to the Share Buyback Mandate will not result in the percentage of Shares held in the hands of the public to fall below 10% of the total number of issued shares of the Company (excluding treasury shares held by the Company and subsidiary holdings), or to such a level as to cause market illiquidity, affect orderly trading or adversely affect the listing status of the Company.

2.11 Interested Persons

The Company is prohibited from knowingly buying Shares on the SGX-ST from an interested person, that is, a Director, the CEO of the Company or Controlling Shareholder of the Company or any of their associates, and an interested person is prohibited from knowingly selling his/her Shares to the Company.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

3.1 Directors' and Substantial Shareholders' Interests

As at the Latest Practicable Date, the interests of the Directors in the Shares, as extracted from the Register of Directors' shareholdings, the interest of Substantial Shareholder(s), as extracted from the Register of Substantial Shareholders, and the interests of the Associates of the Directors and Substantial Shareholders, as extracted from the Register of Members, are as follows:

	Number of Shares[1]			
Name	**Direct Interest**	**%**	**Deemed Interest**	**%**
Directors				
Tan Tin Yeow[2][3][4][10]	72,536,287	66.16	–	–
Tan Guat Lian[2]	11,961,244	10.91	–	–
Khoo Song Koon	–	–	–	–
Raymond Lam Kuo Wei	–	–	–	–
Eddie Foo Toon Ee	–	–	–	–
Substantial Shareholder(s) (Other than Directors)				
Tan Tum Beng[3]	13,943,494	12.72	–	–
Tan Seng Hee[2]	8,043,250	7.34	–	–
Lee Ay Ling[4]	11,151,043	10.17	–	–
Associate(s) (Other than Directors and Substantial Shareholders)				
Tan Seng Leong[5]	98,500	0.09	–	–
Tan Bee Lian[6]	36,275	0.03	–	–
Huang Si Rong/Tan Chin Kok[7]	31,250	0.03	–	–
Tan Poh Lian[8]	25,000	0.02	–	–
Tan Fuyuan (Chen Fuyuan)[9]	76,000	0.07	–	–
Ler Moi[10]	71,750	0.07	–	–
Total	**92,807,806**	**84.64**	**–**	**–**

Notes:

(1) The issued share capital of the Company comprises 109,643,921 Shares (excluding shares held as treasury shares and subsidiary holdings) at the Latest Practicable Date.

(2) The Tan Siblings together with Mr. Tan Seng Hee had on 29 June 2010 entered into a deed of undertaking ("**Deed of Undertaking**") whereby each of them agreed to first offer any Shares which he/she would like to sell ("**Selling Party**") to the other parties in equal proportions (as nearly as possible). In the event the other parties decline or are deemed to decline the offer, the Selling Party shall be entitled to sell the Shares to any third party at a price which is not lower than the price offered to the other parties, subject to the terms and conditions set out in the Deed of Undertaking. The obligations of the parties to the Deed of Undertaking will continue to apply as long as they remain as shareholders of the Company, unless otherwise agreed to in writing by the parties thereto.

(3) The direct interest of Mr. Tan Tin Yeow and his father, Mr. Tan Tum Beng, in respect of 13,943,494 Shares are jointly held through a joint CDP account under both their names.

(4) The direct interest of Mr. Tan Tin Yeow and his wife, Ms. Lee Ay Ling, in respect of 11,151,043 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd.

(5) Mr. Tan Seng Leong is the immediate family member of Mr. Tan Tum Beng and is an associate under the Listing Manual.

(6) Ms. Tan Bee Lian is the immediate family member of Mr. Tan Tum Beng and is an associate under the Listing Manual.

(7) Mr. Huang Si Rong/Tan Chin Kok is the immediate family member of Mr. Tan Tum Beng and is an associate under the Listing Manual.

(8) Ms. Tan Poh Lian is the immediate family member of Mr. Tan Tum Beng and is an associate under the Listing Manual.

(9) Mr. Tan Fuyuan (Chen Fuyuan) is the immediate family member of Mr. Tan Seng Leong and is an associate under the Listing Manual.

(10) The direct interest of Mr. Tan Tin Yeow and his mother, Ms. Ler Moi, in respect of 71,750 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd. Ms. Ler Moi is an associate under the Listing Manual.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective Associates has any interest, direct or indirect, in the proposed renewal of the Share Buyback Mandate.

3.2 Shares purchased by the Company in the 12 months preceding the Latest Practicable Date

The Company has not made any purchases or acquisitions of its issued Shares in the 12 months immediately preceding the Latest Practicable Date.

3.3 Limits on shareholdings

The Company does not have any limits on the shareholding of any Shareholder.

3.4 Shareholders' approval

For the reasons set out above, the Company is proposing to seek the approval of Shareholders for the renewal of the Share Buyback Mandate, which will be proposed as an Ordinary Resolution ("**Ordinary Resolution**") at the AGM.

4. DIRECTORS' RECOMMENDATIONS

Proposed renewal of the Share Buyback Mandate

Save that the Tan Siblings have abstained from making any recommendation in respect of the proposed renewal of the Share Buyback Mandate, the Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of the Ordinary Resolution.

5. INSPECTION OF DOCUMENTS

A copy of the following documents may be inspected at the registered office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743, during normal business hours from the date of this Addendum up to and including the date of the AGM:

(a) the Annual Report of the Company for the financial year ended 30 April 2026; and

(b) the Constitution.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this Addendum) collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading.

Where information in the Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Addendum in its proper form and context.

Yours faithfully
For and on behalf of the Board of Directors of
XMH HOLDINGS LTD.

Mr. Tan Tin Yeow
Chairman and Managing Director

SECOND ADDENDUM DATED 7 AUGUST 2026

THIS SECOND ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Second Addendum is circulated to Shareholders (hereinafter defined) of XMH Holdings Ltd. ("**Company**") together with the Company's annual report for the financial year ended 30 April 2026 ("**Annual Report**"). Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for the Proposed Share Split (hereinafter defined) to be tabled at the Annual General Meeting to be held on **Friday, 28 August 2026** at **10.00 a.m.** physically at 55 Tuas Crescent, #07-01, Singapore 638743.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Second Addendum.

In-principle approval has been obtained from the SGX-ST for the listing and quotation of the Additional Shares (as defined herein) on the Mainboard of the SGX-ST. The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Additional Shares, the Proposed Share Split, the Shares, the Company and/or its subsidiaries.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

SECOND ADDENDUM TO ANNUAL REPORT

IN RELATION TO THE PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF XMH HOLDINGS LTD. INTO FOUR (4) ORDINARY SHARES

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DEFINITIONS

For the purpose of this Second Addendum, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

"**Act**" or "**Companies Act**"	:	The Companies Act 1967 of Singapore, as amended or modified from time to time.
"**Additional Shares**"	:	The 344,921,313 additional Shares that will be allotted and issued by the Company pursuant to the Proposed Share Split.
"**AGM**"	:	The annual general meeting of the Company to be convened on 28 August 2026.
"**Annual Report**"	:	The annual report of the Company for FY2026.
"**Associate**"	:	(a) in relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
"**Board**" or "**Board of Directors**"	:	The Board of Directors of the Company.
"**CDP**"	:	The Central Depository (Pte) Limited.
"**CEO**"	:	Chief Executive Officer.
"**Company**"	:	XMH Holdings Ltd.
"**Constitution**"	:	The constitution of the Company, previously known as its memorandum and articles of association of the Company currently in force.

DEFINITIONS

"**Controlling Shareholder**"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company.
"**Directors**"	:	The directors of the Company for the time being.
"**Effective Trading Date**"	:	Has the meaning ascribed to it in Section 2.6.1(b) of this Second Addendum.
"**EPS**"	:	Earnings per Share.
"**FY**"	:	Financial year of the Company ending or ended 30 April as the case may be.
"**Group**"	:	The Company and its subsidiaries.
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Second Addendum, being 24 July 2026.
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, supplemented or modified from time to time.
"**Listing Rules**"	:	The listing rules under the Listing Manual.
"**Market Day**"	:	A day on which the SGX-ST is open for trading of securities.
"**NTA**"	:	Net tangible assets.
"**New Share Certificates**"	:	Has the meaning ascribed to it in Section 2.5.1 of this Second Addendum.
"**Notice of AGM**"	:	The notice of AGM enclosed with the Annual Report.
"**Old Share Certificates**"	:	Has the meaning ascribed to it in Section 2.5.1 of this Second Addendum.
"**Proposed Share Split**"	:	Has the meaning ascribed to it in Section 2.1 of this Second Addendum.
"**Proxy Form**"	:	The proxy form in respect of the AGM enclosed with the Annual Report.
"**Record Date**"	:	The time and date, to be determined by the Directors, at and on which the Register of Members and the share transfer books of the Company will be closed to determine the entitlements of the Shareholders under the Proposed Share Split.

DEFINITIONS

"**Register of Members**"	:	The principal register of members (duly registered holders of shares) of the Company.
"**Second Addendum**"	:	This Second Addendum to Shareholders dated 7 August 2026.
"**Securities Accounts**"	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Share Registrar**"	:	Tricor Barbinder Share Registration Services.
"**Share Split Effective Date**"	:	Has the meaning ascribed to it in Section 2.6.1 of this Second Addendum.
"**Shareholders**"	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited.
"**Share(s)**"	:	Ordinary share(s) in the capital of the Company.
"**Substantial Shareholder**"	:	A Shareholder who has an interest directly or indirectly in not less than 5% of the total voting shares in the Company.
"**S$**", "**$**" and "**cents**"	:	Singapore dollars and cents, respectively.
"**%**" or "**per cent**"	:	Per centum or percentage.

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The terms "**treasury shares**" and "**subsidiary**" shall have the meaning ascribed to them in Sections 4 and 5 of the Companies Act respectively.

The term "**subsidiary holdings**" shall have the same meaning ascribed to it in the Listing Manual, as may be amended or modified from time to time.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Second Addendum to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, SFA or the Listing Manual or any statutory modification thereof and not otherwise defined in this Second Addendum shall have the same meaning assigned to it under the Companies Act, SFA or the Listing Manual or such statutory modification thereof, as the case may be.

Any reference to a time of day in this Second Addendum is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to "**you**", "**your**" and "**yours**" in this Second Addendum is, as the context so determines, to Shareholders.

The headings in this Second Addendum are inserted for convenience only and shall not affect the construction of this Second Addendum.

Chancery Law Corporation has been appointed as the legal adviser to the Company in relation to the drafting of this Second Addendum.

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SECOND ADDENDUM TO ANNUAL REPORT

XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

Directors:

Tan Tin Yeow	Chairman and Managing Director
Tan Guat Lian	Executive Director
Khoo Song Koon	Lead Independent Director
Raymond Lam Kuo Wei	Independent Director
Eddie Foo Toon Ee	Independent Director

Registered Office:

55 Tuas Crescent, #07-01
Singapore 638743

7 August 2026

To: The Shareholders of XMH Holdings Ltd.

Dear Shareholder,

THE PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF XMH HOLDINGS LTD. INTO FOUR (4) ORDINARY SHARES

1. INTRODUCTION

1.1 AGM

The Board is convening an AGM to be held on 28 August 2026 to seek the approval of Shareholders for, *amongst others*, the Proposed Share Split.

1.2 Purpose of Second Addendum

The purpose of this Second Addendum is to provide Shareholders with the relevant information pertaining to the matters set out in Section 1.1 *(AGM)* of this Second Addendum, and to seek Shareholders' approval for the resolution in respect thereof to be tabled at the AGM, as set out in the Notice of AGM.

This Second Addendum has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purpose.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Second Addendum.

2. THE PROPOSED SHARE SPLIT

2.1 Terms of the Proposed Share Split

As announced on 26 June 2026, the Company is proposing to seek Shareholders' approval to split every ONE (1) existing Share held by the Shareholders into FOUR (4) Shares, on a record date (the "**Record Date**") to be determined by the Directors in due course (the "**Proposed Share Split**"). As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S$39,881,883 comprising 114,973,771 Shares, of which 5,329,850 Shares are held as treasury shares. The Company also has no outstanding share options, share awards or convertible securities.

Accordingly, subject to Shareholders' approval being obtained for the Proposed Share Split at the AGM and upon completion thereof, assuming that no further new Shares are issued by the Company on or prior to the completion of the Proposed Share Split, an additional 344,921,313 Shares, being the Additional Shares, will be allotted and issued, and the Company will have an issued and paid-up share capital of S$39,881,883 comprising 459,895,084 Shares, of which 21,319,400 Shares will be held as treasury shares.

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Split. All Shares after the Proposed Share Split shall rank *pari passu* with one another, except that the Additional Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls before the date of issue of the Additional Shares. For this purpose, "**record date**" means the date fixed by the Company in relation to any dividends, rights, allotments or other distributions on which Shareholders must be registered with the Company or CDP in order to participate in such dividends, rights, allotments or other distributions.

The Proposed Share Split will have no impact on the issued and paid-up share capital of the Company. The Proposed Share Split will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company and has no effect on the shareholders' funds (if any) of the Company and its subsidiaries. The Proposed Share Split will not cause any material changes to the percentage shareholding of each Shareholder.

Size of Shareholding	
Before Proposed Share Split	**After Proposed Share Split[(1)]**
1 – 99	4 – 396
100 – 999	400 – 3,996
1,000 – 9,999	4,000 – 39,996
10,000 – 99,999	40,000 – 399,996
100,000 – 999,999	400,000 – 3,999,996
1,000,000 and above	4,000,000 and above

Note:

(1) Shareholders whose shareholdings are not multiples of 100 upon completion of the Proposed Share Split may trade their Shares in odd lots in any quantity which is not a multiple of 100 on the SGX-ST Unit Share Market. Please refer to Section 2.6 of this Second Addendum for further information.

2.2 Rationale for the Proposed Share Split

The Directors believe that the Proposed Share Split will generally be beneficial to the Company and its Shareholders for the reasons set out below:

(a) Reduced price of each Share and increased market liquidity of the Shares

The price of each Share has seen significant appreciation since December 2024 which the Company believes to be mainly attributable to the Group's continued strong financial performance since the first half year ended 31 October 2024.

The Proposed Share Split is intended to reduce the price of each Share which will make each Share and each board lot of Shares more affordable, thus encouraging greater participation by general investors and providing greater flexibility in terms of the size of the trades to investors with different investment profiles. The reduced price of each board lot of Shares may also make the Shares more accessible and attractive to both existing and potential investors and enhance the trading liquidity of the Shares over time.

(b) Broaden the base of Shareholders

Given the increased number of Shares after the Proposed Share Split, there will be an increased number of Shares available for trading purposes which may result in a broadening of the Shareholder base of the Company.

For illustration purposes only and assuming that the Proposed Share Split had been completed on the date of this announcement, the theoretical price for the Shares traded after the completion of the Proposed Share Split would be S$0.5783 per Share (rounded down to nearest four (4) decimal points), as elaborated under Section 2.7.7 of this Second Addendum.

Shareholders should, however, note that there can be no assurance that the Proposed Share Split will achieve the desired results described above or benefit all Shareholders, nor is there any assurance that such results (if achieved) can be sustained in the longer term. Shareholders should also note that there can be no assurance that the market price of the Shares after the completion of the Proposed Share Split would be equal to or higher than the theoretical price for the Shares following the completion of the Proposed Share Split.

2.3 Approvals and Conditions for the Proposed Share Split

The Proposed Share Split is subject to, amongst others:

(a) the receipt of the approval in-principle from the SGX-ST for the listing and quotation of the Additional Shares arising from the Proposed Share Split on the Mainboard of the SGX-ST and compliance with such conditions (if any) as the SGX-ST may impose in connection therewith; and

(b) the approval of Shareholders for the Proposed Share Split by way of an ordinary resolution at the AGM.

On 1 July 2026, the SGX-ST granted its in-principle approval for the listing and quotation of the Additional Shares on the Mainboard of the SGX-ST, subject to, amongst others, the following conditions:

(i) compliance with the SGX-ST's listing rules;

(ii) Shareholders' approval being obtained for the Proposed Share Split at the forthcoming AGM to be convened.

Shareholders should note that any in-principle approval granted by the SGX-ST for the listing and quotation of the Additional Shares is not to be taken as an indication of the merits of the Proposed Share Split, the Company, its subsidiaries, the Shares and/or the Additional Shares.

2.4 Post Proposed Share Split Share Capital

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S$39,881,883 comprising 114,973,771 Shares, of which 5,329,850 Shares are held as treasury shares. The Company also has no outstanding share options, share awards, warrants or other convertible securities.

Following the completion of the Proposed Share Split, assuming that no further Shares are issued or acquired by the Company on or prior to the completion of the Proposed Share Split, the Company will have an issued and paid-up share capital of S$39,881,883 comprising 459,895,084 Shares, of which 21,319,400 Shares are held as treasury shares.

2.5 Updating of Register of Members and Depository Register

If the approval of Shareholders for the Proposed Share Split is obtained at the AGM, the Shareholders' entitlements under the Proposed Share Split will be determined on the Record Date, based on their shareholdings as at 5.00 p.m. on such date. The Register of Members and the Depository Register will be updated to reflect the Additional Shares to be issued to Shareholders based on their shareholdings in the Company as at the Record Date. The Additional Shares will commence trading on a post-split basis in board lots of one hundred (100) Shares at 9.00 a.m. on the date falling two (2) Market Days prior to the Share Split Effective Date.

2.5.1 Deposit of Share Certificates with CDP

Shareholders who hold physical share certificates in respect of the existing Shares in their own names ("**Old Share Certificates**") and who wish to deposit the same with CDP and have their Additional Shares (after the Proposed Share Split) credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days prior to the Record Date. After the Record Date, CDP will not accept any Old Share Certificates for deposit.

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After the Record Date, CDP will only accept the deposit of physical share certificates reflecting the number of Shares after the Proposed Share Split in their own names ("**New Share Certificates**"). Shareholders who wish to deposit their physical share certificates with CDP after the Record Date must first deliver their Old Share Certificates to the Share Registrar, **Tricor Barbinder Share Registration Services,** at **9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619**, for cancellation and issuance of New Share Certificates in replacement thereof, as described below.

2.5.2 Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Record Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Split.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP should note that the Company will cancel all Old Share Certificates relating to the Shares in issue as at the Share Split Record Date. Upon such cancellation, the Company will issue New Share Certificates to the Shareholders with Shares registered in their names in the Register of Members of the Company pursuant to the Proposed Share Split. Old Share Certificates shall be void and cease to have any effect or be valid for any purpose. To facilitate destruction of the Old Share Certificates, Shareholders with shares registered in their own names in the Register of Members of the Company as at the Share Split Record Date are encouraged to forward all their Old Share Certificates to the Share Registrar, **Tricor Barbinder Share Registration Services,** at **9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619**, as soon as possible after they have been notified of the Record Date for cancellation, and preferably, not later than five (5) Market Days after the Record Date. No acknowledgement of receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates tendered. The New Share Certificates will be sent by ordinary mail to the registered addresses of the relevant Shareholders at their own risk within ten (10) Market Days from the Record Date.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from those reflected in the Register of Members of the Company.

2.5.3 Share Certificates not valid for settlement of trades on the SGX-ST

Shareholders who hold Old Share Certificates are reminded that their Old Share Certificates are not valid for settlement of trading in the Shares on the Mainboard of the SGX-ST, as the Shares are traded under a book-entry (scripless) settlement system. The New Share Certificates will not be valid for delivery for trades done on the Mainboard of the SGX-ST although they will continue to be *prima facie* evidence of legal title to the Shares.

2.6 Trading Arrangements for the Shares and Odd Lots arising from the Proposed Share Split

2.6.1 Trading Arrangements for Shares (on a post-split basis)

Subject to Shareholders' approval for the implementation of the Proposed Share Split having been obtained at the AGM, the Register of Members will be closed on the Record Date to determine the entitlements of Shareholders to the Additional Shares. Trading of Shares (on a post-split basis) will commence prior to the Record Date on account of the fact that trades on the SGX-ST are settled on a "T+2" settlement cycle, that is, a purchase or sale of Shares on a particular day (T) will be settled two (2) Market Days later (T+2). Accordingly, for trading purposes:

(a) trading in the Shares (on a pre-split basis) will cease at 5.00 p.m. on the day falling two (2) Market Days before the Record Date (the "**Cessation Date**");

(b) trading in the Shares (on a post-split basis) will commence from 9.00 a.m. on the day falling one (1) Market Day before the Record Date (the "**Effective Trading Date**"); and

With effect from 9.00 a.m. on the Market Day immediately following the Record Date (the "**Share Split Effective Date**"), every ONE (1) existing Share registered in the name of each Shareholder will be split into FOUR (4) Shares.

2.6.2 Odd Lots Trading Arrangements

The existing Shares are currently traded in board lots of one hundred (100) existing Shares on the Mainboard of the SGX-ST. Following the completion of the Proposed Share Split, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of Shares, that is, lots other than board lots of one hundred (100) Shares.

Shareholders who receive odd lots of Shares pursuant to the Proposed Share Split and who wish to trade in such odd lots may trade with a minimum size of one (1) Share on the SGX-ST Unit Share Market. The SGX-ST Unit Share Market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. As odd lots of Shares can be traded on the SGX-ST Unit Share Market, no separate arrangement will be made for the trading of such odd lots.

Shareholders should note that the market for trading of such odd lots of Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their Shares on the SGX-ST Unit Share Market. Shareholders who wish to trade their Shares on the SGX-ST Unit Share Market should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

To avoid any odd lots being held after the completion of the Proposed Share Split, Shareholders may wish to, no later than two (2) Market Days prior to the Record Date, purchase additional existing Shares or dispose of part of their existing Shares such that their shareholding in the Company as at the Record Date shall be a multiple of 25 existing Shares.

2.7 Financial Effects of the Proposed Share Split

2.7.1 Bases and Assumptions

The financial effects of the Proposed Share Split are presented purely for illustrative purposes only and do not purport to be indicative or a projection of the actual results and financial position of the Group immediately after completion of the Proposed Share Split.

Following the completion of the Proposed Share Split, the Company will have an issued and paid-up share capital of S$39,881,883, comprising 459,895,084 Shares, of which 21,319,400 Shares will be held as treasury shares.

2.7.2 Share Capital

For illustrative purposes only and assuming that the Proposed Share Split had been completed on the Latest Practicable Date, the financial effects of the Proposed Share Split on the issued and paid-up share capital of the Company are set out below:

	Before the Proposed Share Split	After the Proposed Share Split
Issued and Paid-Up Share Capital (S$)	39,881,883	39,881,883
Number of Shares (excluding treasury shares) as at the Latest Practicable Date	109,643,921	438,575,684
Number of treasury shares as at the Latest Practicable Date	5,329,850	21,319,400

2.7.3 NTA per Share

For illustrative purposes only and assuming that the Proposed Share Split had been completed on 30 April 2026, the financial effects of the Proposed Share Split on the Group's NTA per Share, based on the latest audited consolidated financial statements of the Group for the financial year ended 30 April 2026, are set out below:

	Before the Proposed Share Split	After the Proposed Share Split
NTA (S$'000)	107,938	107,938
Number of Shares (excluding treasury shares)	109,643,921	438,575,684
NTA per Share (Singapore cents)	98.44	24.61

2.7.4 Earnings Per Share

For illustrative purposes only and assuming that the Proposed Share Split had been completed on 1 July 2025, the financial effects of the Proposed Share Split on the EPS of the Group, based on the latest audited consolidated financial statements of the Group for the financial year ended 30 April 2026, are set out below:

	Before the Proposed Share Split	After the Proposed Share Split
Net profit attributable to equity holders of the Company (S$'000)	31,562	31,562
Number of Shares (excluding treasury shares)	109,643,921	438,575,684
EPS (Singapore cents)	28.79	7.20

2.7.5 Gearing

The Proposed Share Split will not have any effect on the gearing of the Group.

2.7.6 Dividends

In respect of FY2026, the Board recommended a final tax exempt (one-tier) ordinary dividend of 0.25 Singapore cents per Share (the "**Final Dividend**"), a special tax exempt (one-tier) dividend of 7.75 Singapore cents per Share (the "**Special Dividend**"), amounting to a total amount of approximately S$8,771,516. In respect of the second half of FY2026, the Company declared a special interim tax exempt (one-tier) ordinary dividend of 3.00 Singapore cents per Share (the "**Special Interim Dividend**"), amounting to a total amount of approximately S$3,289,318.

For the avoidance of doubt, it is the intention of the Board to fix the record dates of the Final Dividend, the Special Dividend and the Special Interim Dividend prior to the date of issue of the Additional Shares and effective date of the Proposed Share Split. Accordingly, there will be no adjustment to the Final Dividend, the Special Dividend and the Special Interim Dividend which will remain as is on a pre-split basis and the Additional Shares will not be entitled to the Final Dividend, the Special Dividend and the Special Interim Dividend.

In respect of FY2025, the Company declared final tax exempt (one-tier) ordinary dividend of 0.25 Singapore cents per Share and a special one-tier tax exempt dividend of 7.75 Singapore cents per Share, amounting to a total amount of approximately S$8,771,516.

The Board is of the opinion that the Proposed Share Split will not have any effect on the ability of the Company to make dividend payments in the future. Subject to any unforeseen circumstances which may affect the financial performance of the Group, the Directors expect to at least maintain the quantum of final dividend declared and paid in respect of each of FY2026 and FY2025 on a pre-Proposed Share Split basis. However, any recommendation for future dividends will be subject to factors including, but not limited to, the Group's cash flow, financial position, expansion requirements, working capital requirements, the payment by the Company's subsidiaries of cash dividends and the Group's future prospects.

2.7.7 Theoretical Price of the Shares after the Proposed Share Split

Assuming that the Proposed Share Split had been completed on the Latest Practicable Date, and based on the lowest daily weighted average price per Share of S$2.3132 for trades done on the SGX-ST from 24 June 2026 to 23 July 2026, being the period one (1) month preceding the Latest Practicable Date, the theoretical price for the Shares traded after the completion of the Proposed Share Split would be S$0.5783 (rounded down to the nearest four (4) decimal points).

2.8 Notice of Record Date

The Record Date for the purposes of determining the Shareholders' entitlements pursuant to the Proposed Share Split will be announced at a later date.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares, as extracted from the Register of Directors' shareholdings, the interest of Substantial Shareholder(s), as extracted from the Register of Substantial Shareholders, and the interests of the Associates of the Directors and Substantial Shareholders, as extracted from the Register of Members, are as follows:

	Number of Shares[1]			
Name	**Direct Interest**	**%**	**Deemed Interest**	**%**
Directors				
Tan Tin Yeow[2][3][4][10]	72,536,287	66.16	–	–
Tan Guat Lian[2]	11,961,244	10.91	–	–
Khoo Song Koon	–	–	–	–
Raymond Lam Kuo Wei	–	–	–	–
Eddie Foo Toon Ee	–	–	–	–
Substantial Shareholder(s) (Other than Directors)				
Tan Tum Beng[3]	13,943,494	12.72	–	–
Tan Seng Hee[2]	8,043,250	7.34	–	–
Lee Ay Ling[4]	11,151,043	10.17	–	–
Associate(s) (Other than Directors and Substantial Shareholders)				
Tan Seng Leong[5]	98,500	0.09	–	–
Tan Bee Lian[6]	36,275	0.03	–	–
Huang Si Rong/Tan Chin Kok[7]	31,250	0.03	–	–
Tan Poh Lian[8]	25,000	0.02	–	–
Tan Fuyuan (Chen Fuyuan)[9]	76,000	0.07	–	–
Ler Moi[10]	71,750	0.07	–	–
Total	**92,807,806**	**84.64**	**–**	**–**

Notes:

(1) The issued share capital of the Company comprises 109,643,921 Shares (excluding shares held as treasury shares and subsidiary holdings) at the Latest Practicable Date.

(2) The Tan Siblings together with Mr. Tan Seng Hee had on 29 June 2010 entered into a deed of undertaking ("**Deed of Undertaking**") whereby each of them agreed to first offer any Shares which he/she would like to sell ("**Selling Party**") to the other parties in equal proportions (as nearly as possible). In the event the other parties decline or are deemed to decline the offer, the Selling Party shall be entitled to sell the Shares to any third party at a price which is not lower than the price offered to the other parties, subject to the terms and conditions set out in the Deed of Undertaking. The obligations of the parties to the Deed of Undertaking will continue to apply as long as they remain as shareholders of the Company, unless otherwise agreed to in writing by the parties thereto.

(3) The direct interest of Mr. Tan Tin Yeow and his father, Mr. Tan Tum Beng, in respect of 13,943,494 Shares are jointly held through a joint CDP account under both their names.

(4) The direct interest of Mr. Tan Tin Yeow and his wife, Ms. Lee Ay Ling, in respect of 11,151,043 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd.

(5) Mr. Tan Seng Leong is the immediate family member of Tan Tum Beng and is an associate under the Listing Manual.

(6) Ms. Tan Bee Lian is the immediate family member of Tan Tum Beng and is an associate under the Listing Manual.

(7) Mr. Huang Si Rong/Tan Chin Kok is the immediate family member of Tan Tum Beng and is an associate under the Listing Manual.

(8) Ms. Tan Poh Lian is the immediate family member of Tan Tum Beng and is an associate under the Listing Manual.

(9) Mr. Tan Fuyuan (Chen Fuyuan) is the immediate family member of Tan Seng Leong and is an associate under the Listing Manual.

(10) The direct interest of Mr. Tan Tin Yeow and his mother, Ms. Ler Moi, in respect of 71,750 Shares are jointly held through a joint account under both their names maintained with DBS Nominees Pte Ltd. Ms. Ler Moi is an associate under the Listing Manual.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective Associates has any interest, direct or indirect, in the Proposed Share Split.

4. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the Proposed Share Split is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Share Split to be proposed at the AGM.

5. INSPECTION OF DOCUMENTS

A copy of the following documents may be inspected at the registered office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743, during normal business hours from the date of this Second Addendum up to and including the date of the AGM:

(a) the Annual Report of the Company for the financial year ended 30 April 2026; and

(b) the Constitution.

SECOND ADDENDUM TO ANNUAL REPORT

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this Second Addendum) collectively and individually accept full responsibility for the accuracy of the information given in this Second Addendum and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Second Addendum constitutes full and true disclosure of all material facts about the Proposed Share Split and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Second Addendum misleading.

Where information in the Second Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Second Addendum in its proper form and context.

Yours faithfully
For and on behalf of the Board of Directors of
XMH HOLDINGS LTD.

Tan Tin Yeow
Chairman and Managing Director

XMH HOLDINGS LTD.

(Company Registration No. 201010562M)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this form)

IMPORTANT

1. The Annual General Meeting ("**AGM**" or the "**Meeting**") shall be held in a wholly physical format at 55 Tuas Crescent, #07-01, Singapore 638743 on Friday, 28 August 2026 at 10.00 a.m. (Singapore time). There shall be no option to participate virtually. The printed copies of the Notice of AGM dated 7 August 2026 and Proxy Form will be sent by post to shareholders.
2. Relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) may appoint more than two (2) proxies to attend, speak and vote at the AGM.
3. Investors who hold Company's shares through relevant intermediaries (including CPF/SRS Investors) who wish to vote should approach their relevant intermediaries (including their respective CPF Agent Banks or SRS Operators) to submit their voting instructions at least seven (7) working days before the date of the AGM.
4. This Proxy Form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Please read the notes to this Proxy Form.

PERSONAL DATA PRIVACY

By submitting this Proxy Form, the shareholder of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 August 2026.

I/We* _____ (Name) _____ (NRIC/Passport No./Company Registration No.*)

of _____ (Address)

being a shareholder/shareholders* of XMH HOLDINGS LTD. (the "**Company**", and together with its subsidiaries, the "**Group**"), hereby appoint:

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

*and/or

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

or failing him/her/them*, the Chairman of the AGM as my/our* proxy/proxies* to attend, speak and vote on my/our* behalf at the AGM to be held at 55 Tuas Crescent, #07-01, Singapore 638743 on Friday, 28 August 2026 at 10.00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the Resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies* shall vote or abstain from voting at his/her/their* discretion.

The Resolutions proposed at the AGM as indicated hereunder will be put to vote at the AGM by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy, not to vote on that Resolution.

No.	**Resolutions relating to:**	**By way of poll**		
		For	**Against**	**Abstain**
AS ORDINARY BUSINESS				
1.	Adoption of the Directors' Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 30 April 2026 ("**FY2026**"), together with the Independent Auditor's Report thereon			
2.	Declaration and approval of the payment of a final one-tier tax exempt dividend of 0.25 Singapore cents per ordinary share and a special one-tier tax exempt dividend of 7.75 Singapore cents per ordinary share for FY2026			
3.	Approval of the payment of Directors' fees of S$188,090 for FY2026			
4.	Re-election of Mr. Tan Tin Yeow, who is retiring pursuant to Regulation 89 of the Constitution of the Company, as a director of the Company ("**Director**")			
5.	Re-election of Mr. Khoo Song Koon, who is retiring pursuant to Regulation 89 of the Constitution of the Company, as a Director			
6.	Re-appointment of Messrs Ernst & Young LLP as the Independent Auditors of the Company to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration			
AS SPECIAL BUSINESS				
7.	Authority for Directors to allot and issue shares in the capital of the Company			
8.	Renewal of the Share Buyback Mandate			
9.	Proposed share split of every one (1) existing ordinary share in the capital of the Company into four (4) ordinary shares			

Dated this _____ day of _____ 2026

Total Number of Shares in	**No. of Shares**
(a) CDP Register	
(b) Register of Members	

_____

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

** Delete if not applicable*

IMPORTANT: PLEASE READ NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM

Notes to Proxy Form:

1. Please insert the total number of ordinary shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument appointing a proxy shall be deemed to relate to all the Shares held by you.

2. The Proxy Form appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy to vote on the shareholder's behalf at the AGM, duly executed, must be submitted through any of the following means to the Company in the following manner:

   (a) by email, to xmh@xmh.com.sg; or

   (b) by post, to be deposited at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743,

   in either case, by **10.00 a.m.** on **Wednesday, 26 August 2026** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid. A shareholder who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/them by post or download a copy of the Proxy Form from the Singapore Exchange Network ("**SGXNet**") or the Company's corporate website at the URL: http://www.xmh.com.sg/XMHH/investor-relations/, and subsequently complete and sign the Proxy Form before submitting it by post to the address provided above, or scanning and sending it to the email address provided above.

3. Completion and submission of the instrument appointing a proxy(ies) by a shareholder shall not prevent him/her/them from attending, speaking and voting at the AGM if he/she/they so wish(es). The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

4. This Proxy Form must be under the hand of the appointor or of his/her/their attorney duly authorised in writing.

   (a) Where this Proxy Form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised.

   (b) Where this Proxy Form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this Proxy Form, failing which the instrument of proxy may be treated as invalid.

5. If any proxy other than the Chairman of the AGM is preferred, please strike out the words "the Chairman of the AGM" and insert the name and address of the proxy(ies) desired in the space provided. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her/their stead. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she/they specify(ies) the proportion of his/her/their shareholding (expressed as a percentage of the whole) to be represented by each proxy.

6. A shareholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote instead of the shareholder, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. The appointments shall be invalid unless the shareholder specifies the number of Shares in relation to which each proxy has been appointed. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

7. A corporation which is a shareholder of the Company may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore. The person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it was an individual.

8. CPF Investors and SRS Investors may attend and vote at the AGM if they are appointed as proxy(ies) by their CPF Agent Banks and SRS Operators and should contact their CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxy(ies). For CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM as their proxy, they should approach their CPF Agent Banks and SRS Operators to submit their votes no later than **10.00 a.m.** on **Wednesday, 19 August 2026** (being not less than seven (7) working days before the AGM).

9. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form (including any related attachment). In addition, in the case of shareholders whose Shares are entered against their name in the Depository Register, the Company may reject any Proxy Form lodged if the shareholder, being the appointor, is not shown to have Shares entered against his/her/their name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

10. For purposes of the appointment of a proxy(ies) and/or representative(s), the shareholder's and the proxy(ies)' or representative(s)' full name and full NRIC/passport number shall be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport shall need to be produced for sighting upon registration at the AGM. This is to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

Personal Data Privacy:

By submitting this Proxy Form, the shareholder of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 August 2026.



XMH

XMH HOLDINGS LTD.
55 Tuas Crescent,
#07-01 Singapore 638743