



ANNUAL REPORT 2024



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Corporate PROFILE

Listed on the Catalist Board of SGX-ST since 2011, Medi Lifestyle Limited had in 2020 completed its transformation from the business of oil and gas engineering to the provision of healthcare and wellness services. The Group envisions to provide high quality healthcare services within Asia, starting with postpartum care services.

The Group currently operates a chiropractic and physiotherapy centre ("Back To Life") at Jaya One, Petaling Jaya. Meanwhile, its chiropractic and physiotherapy and postpartum care centre at SS2 Petaling Jaya ("PJ Confinement Centre") has been suspended since November 2023 due to rectification works by the landlord.

It also operates a business distributing cell-therapy products and advanced cell-derived beauty solutions in Malaysia.

The Group is continuously reviewing its plans and strategies for the healthcare sector and is actively seeking out businesses in the arena of aesthetics and wellness services and physiology services.

In the financial year ended 31 December 2024 ("FY2024"), the Group diversified its business model to include agricultural commodities trading in products such as coffee beans and palm oil derivatives. This business will have a Asia geographical scope. With these developments, the Group is evolving and positioning itself in new directions to further sustainable growth.

OUR BRANDS



BACK TO LIFE offers services related to alternative medicines and physical therapy services such as chiropractic & physiotherapy and Traditional Chinese Medicine. These services will be available at our postpartum centres as well as stand-alone centres.



HEALTHPRO MARKETING is a trusted provider of cutting-edge cell therapy products. Partnering healthcare professionals and wellness centers, our portfolio includes a range of scientifically-backed therapies that aid in tissue repair, immune support, and overall wellness, ensuring that healthcare providers have access to the latest advancements in regenerative medicine.

At HealthPro Marketing, we bridge the gap between ground-breaking cellular science and real-world healthcare applications. Our mission is to equip medical professionals with safe, effective, and ethically-sourced products that drive the future of medicine.



IMPACT BPO is a dynamic recruitment agency dedicated to connecting businesses with top-tier talent across diverse industries. We specialise in providing customised staffing solutions aligned with the unique needs of our clients, ensuring the right people to drive success.

With a strong network of professionals and a commitment to excellence, we streamline the hiring process by sourcing, vetting, and placing highly qualified candidates who bring value and expertise.

At Impact BPO, we go beyond traditional recruitment by offering strategic workforce solutions that enhance productivity and growth.



GLOBAL AGRICULTURE PRODUCTS (GAP) is a commodity trading company specialising in the sourcing and distribution of premium agricultural goods, including high-quality coffee beans and other essential commodities. Drawing on our expertise in commodity trading, we provide competitive pricing, reliable logistics, and consistent quality to meet the demands of international markets.

At GAP, we are committed to fostering sustainable agricultural practices and building long-term partnerships with producers and buyers worldwide. Our mission is to enhance the global agricultural trade by ensuring transparency, efficiency, and ethical sourcing throughout the supply chain.

BOARD OF DIRECTORS

Mr. Herry Pudjianto
Executive Chairman and
Chief Executive Officer

Mr. Zhang Zhi
Non-Independent
Non-Executive Deputy Chairman

Ms. Ng Lee Eng
Lead Independent Director

Ms. Wang Xiaolan
Independent Director

AUDIT COMMITTEE

Ms. Ng Lee Eng (Chairman)
Mr. Zhang Zhi (Member)
Ms. Wang Xiaolan (Member)

NOMINATING COMMITTEE

Ms. Wang Xiaolan (Chairman)
Ms. Ng Lee Eng (Member)
Mr. Zhang Zhi (Member)

REMUNERATION COMMITTEE

Ms. Wang Xiaolan (Chairman)
Ms. Ng Lee Eng (Member)
Mr. Zhang Zhi (Member)

RISK COMMITTEE

Ms. Ng Lee Eng (Chairman)
Mr. Herry Pudjianto (Member)
Mr. Zhang Zhi (Member)
Ms. Wang Xiaolan (Member)

COMPANY SECRETARY

Ms. Lin Moi Heyang
Ms. Tang Pei Chan

COMPANY REGISTRATION NUMBER

201117734D

REGISTERED OFFICE

9 Raffles Place,
#26-01 Republic Plaza,
Singapore 048619
T : +65 6236 3333

PRINCIPAL PLACE OF BUSINESS

100.03.015, Level 3, Block J,
72A Jalan Prof Diraja
Ungku Aziz, Seksyen 13,
46200 Petaling Jaya,
Selangor, Malaysia.
T : +6012 708 6005

CONTINUING SPONSOR

SAC Capital Private Limited
1 Robinson Road, AIA Tower
#21-01
Singapore 048542

SHARE REGISTRAR & SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory
Services Pte. Ltd.
1 Harbourfront Avenue
Keppel Bay Tower
#14-03/07
Singapore 098632

AUDITORS

Forvis Mazars LLP
Public Accountants and Chartered
Accountants
Unique Entity No. T07LL0916H
135 Cecil Street, #10-01
Singapore 069536

Partner-In-Charge: Ooi Chee Keong
(Appointed on financial year ended 31
December 2022)

INTERNAL AUDITORS

Crowe Governance Sdn Bhd
Level 16, Tower C, Megan Avenue II,
12, Jalan Yap Kwan Seng,
50450 Kuala Lumpur, Malaysia

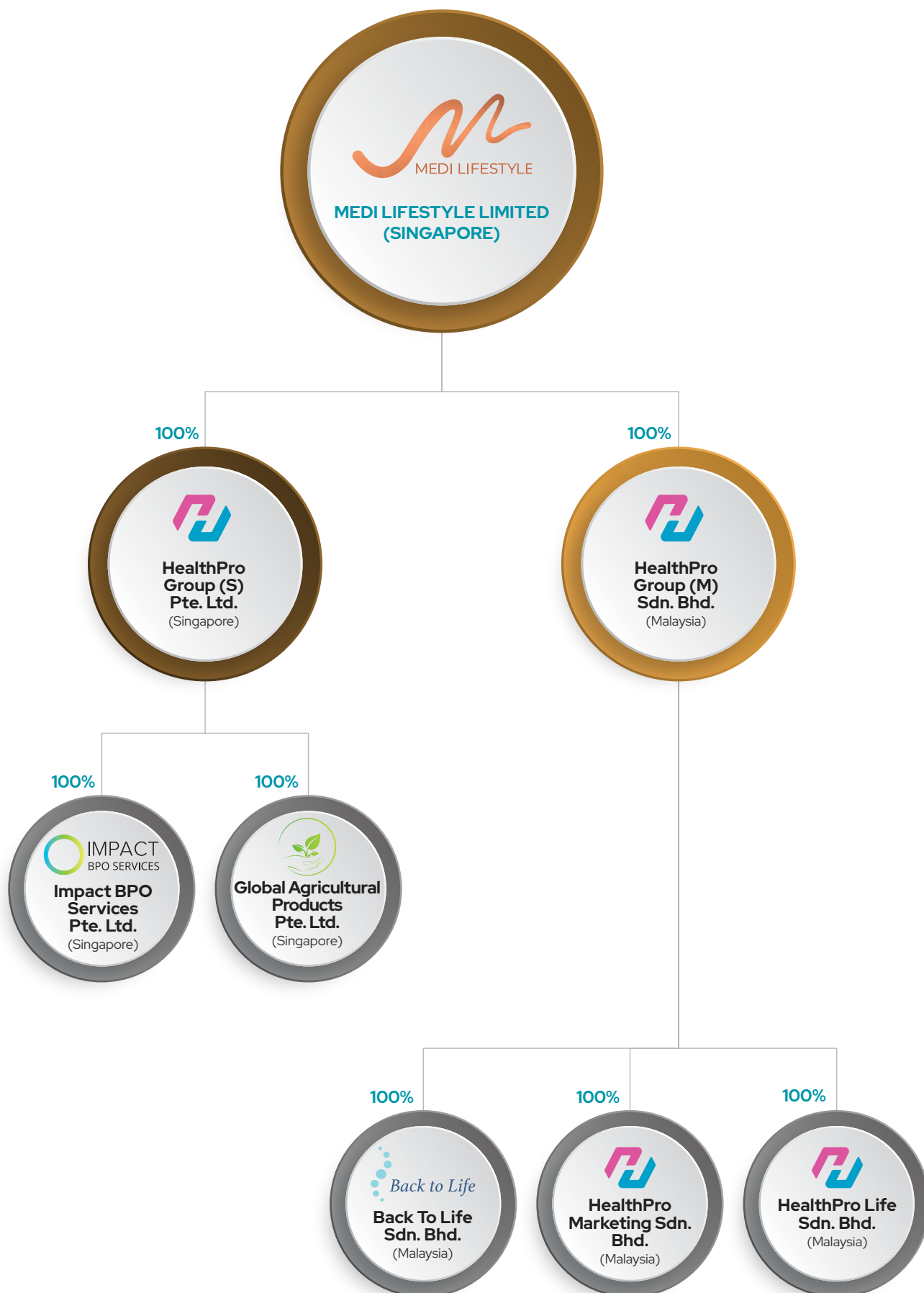
Director-In-Charge: Amos Law
(Appointed on 21 September 2012)

PRINCIPAL BANKERS

**The Hongkong and Shanghai
Banking Corporation Limited**
10 Marina Boulevard,
#47-01 Marina Bay
Financial Centre Tower 2,
Singapore 018983

RHB Bank Berhad
157 & 159, Jalan SS 2/24, Sg Way
Subang, 47300 Petaling Jaya,
Selangor, Malaysia

Corporate STRUCTURE





HERRY PUDJIANTO

Executive Chairman and Chief Executive Officer

Herry Pudjianto was appointed to the Board as Executive Chairman and Chief Executive Officer on 27 February 2024.

He has a impressive track record of over two decades in business development and management within fast-paced and dynamic environments.

As Executive Chairman and Chief Executive Officer, he will be involved in spearheading the Board, guiding the Group's strategic direction, overseeing corporate expansions and driving business development.

Herry's leadership acumen extends to pivotal areas such as P&L management, strategic planning, and sales, demonstrating a consistent ability to propel companies towards profitable growth.

He holds a Master's Degree in International Business from the EAE Business School in Barcelona, Spain.

ZHANG ZHI

Non-independent Non-Executive Deputy Chairman

Zhang Zhi was appointed to the Board on 1 April 2024. He is currently a member of the Audit, Nominating, Remuneration and Risk Committees.

Zhang Zhi is currently the General Manager at Tianjin Seaport Gas Co., Ltd., with more than 15 years of experience in the natural gas and related industries. His work primarily encompasses CNG, LNG, and pipeline natural gas sales, along with LNG international trade. He possesses extensive experience in operational management, team leadership, and business development.

Zhang Zhi holds a Master of Business Administration from the Nanyang Technological University of Singapore, and a Bachelor's Degree in Information and Computational Science from ChangZhou University, China. He also graduated from the Capital Strategy Chairman Class from Tsinghua University, China.

Directors' PROFILE



NG LEE ENG

Lead Independent Non-Executive Director

Ng Lee Eng was appointed to the Board on 25 June 2024 as Lead Independent Non-Executive Director, Chairman of the Audit and Risk Committees and a Member of the Nominating and Remuneration Committees.

Ms Ng has more than 15 years of experience in finance, accounting and human resource during her role as Finance Manager at EagleBurgmann KE Pte Ltd. As a key member of the management team, she had oversight over financial and management reporting, internal controls, tax and human resource functions.

She graduated with a Bachelor of Business in Accountancy from the Royal Melbourne Institute of Technology. She is also a member of the Singapore Institute of Directors and associate member of the Institute of Singapore Chartered Accountants.

Ms Ng is currently an Independent Director at UG Healthcare Corporation Limited.



WANG XIAOLAN

Independent Non-Executive Director

Wang Xiaolan was appointed to the Board as an Independent Non-Executive Director on 18 June 2024. She is also appointed as the Chairman of the Nominating and Remuneration Committees and a Member of the Audit and Risk Committees.

Ms. Wang is currently the Vice President, Corporate Development and Human Resource of TOTM Technologies Limited, focuses on the corporate development of the company. Prior to this, Ms. Wang has wide exposure in operation, project management, human resource with more than 10 years' experience in the telecommunication, and the oil and gas industries.

She graduated with Bachelor of Science in Management with Accounting from Royal Holloway, University of London. She is a member of the Chartered Governance Institute (Singapore) and an associate of Chartered Secretaries Institute of Singapore.

Ms. Wang is currently an Independent Director at Autagco Limited (*fka LifeBrandz Limited*)

Key MANAGEMENT

EDWARD CHEN

Chief Financial Officer

Edward Chen joined the Group as Chief Financial Officer on 1 September 2014.

He is responsible for the formation and execution of the Group's financial strategies and planning, treasury and foreign exchange management, tax planning, risk management and internal controls. He is also responsible for the Group's financial reporting.

Prior to joining the Group, he served as the Head of Finance and Internal audit with a Malaysian upstream oil and gas company in the exploration and production sector and the provision of FPSO/FSO solutions. Prior to that, he was the Vice President, Finance & Investment for a Singapore environmental engineering company offering niche environmental waste management technologies, engineering and management solutions. His career background includes the position of management consultant with a global accounting firm and director with a North American investment bank.

Edward Chen holds two degrees in Bachelor of Laws (LLB) and Bachelor of Commerce (BCom) in Finance from the University of New South Wales, Australia. He is a Fellow Member of CPA Australia (FCPA) and a Chartered Accountant of the Malaysian Institute of Accountants.

LOO SOW KUEN

General Manager

Loo Sow Kuen was appointed as General Manager of the Company on 1 December 2020.

Loo Sow Kuen was previously the operations manager of Healthpro Life Sdn Bhd (formerly known as Lady Paradise (M) Sdn Bhd), a wholly-owned subsidiary of the Company held through HealthPro Pte. Ltd., from November 2019 till 30 November 2020.

As General Manager of the Company, Loo Sow Kuen oversees the administration and operations of postpartum centre and chiropractic and physiotherapy centre under the Group. She has more than 15 years of experience in the Healthcare industry.

Loo Sow Kuen has an Executive Master of Business Administration from Asia e University in Subang Jaya, Malaysia.

Financial HIGHLIGHTS

INCOME STATEMENT	FY2024 RM'000	FY2023 RM'000
Revenue	1,843	1,943
Gross (loss)/profit	(212)	154
Loss before interest, tax, depreciation and amortisation	(4,781)	(6,446)
Loss attributable to owners of the Company	(5,341)	(7,195)
Loss per share (Malaysian sen) ⁽¹⁾		
– basic	(3.66)	(8.29)
– diluted	(3.66)	(8.29)

BALANCE SHEET	AS AT 31 DECEMBER 2024 RM'000	AS AT 31 DECEMBER 2023 RM'000
Plant and equipment	95	167
Right-of-use assets	-	93
Current assets excluding cash and bank balances	696	445
Cash and bank balances	1,067	106
Total assets	1,858	811
Non-current liabilities	(328)	(1,225)
Current liabilities	(3,122)	(8,806)
Net Asset Value	(1,592)	(9,220)
Shareholders' equity	(1,592)	(9,220)
Net Asset Value per share (Malaysian sen) ⁽²⁾	(0.98)	(8.04)

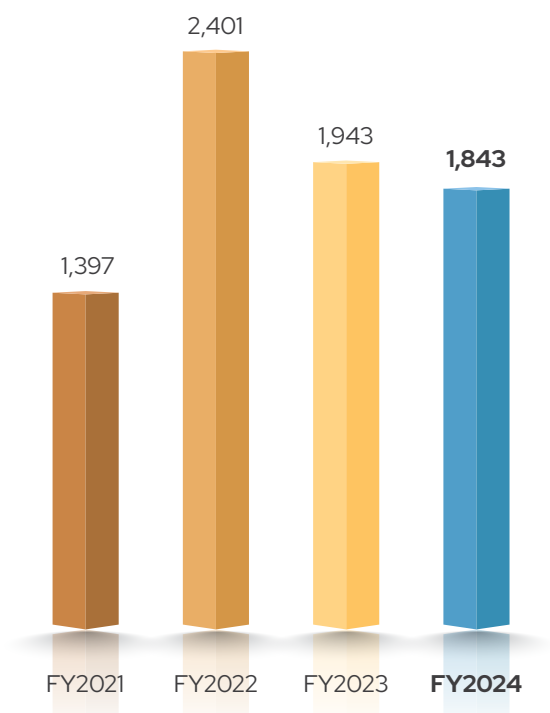
Notes:

⁽¹⁾ The loss per share (basic and on a fully diluted basis) for FY2024 have been computed based on the Group's loss attributable to owners of the Company and the weighted average number of ordinary shares in issue of 146,032,544, subsequent to (i) allotment and issuance of 35,000,000 new ordinary shares of the Company during FY2024 pursuant to the conversion of Convertible Bonds with an aggregate principal of S\$700,000 and (ii) allotment and issuance of 12,406,199 new ordinary shares of the Company during FY2024 pursuant to the terms for the conversion of non-redeemable convertible loan notes with an aggregate principal of S\$647,000. For comparative purposes the loss per share (basic and on a fully diluted basis) for FY2023 have been computed based on the Group's loss attributable to owners of the Company and the weighted average number of ordinary shares in issue of 86,793,267, subsequent to (i) 10:1 share consolidation on 10 May 2023 and (ii) allotment and issuance of 54,932,574 new ordinary shares of the Company during FY2023 pursuant to the conversion of Convertible Bonds with an aggregate principal of S\$1.3 million.

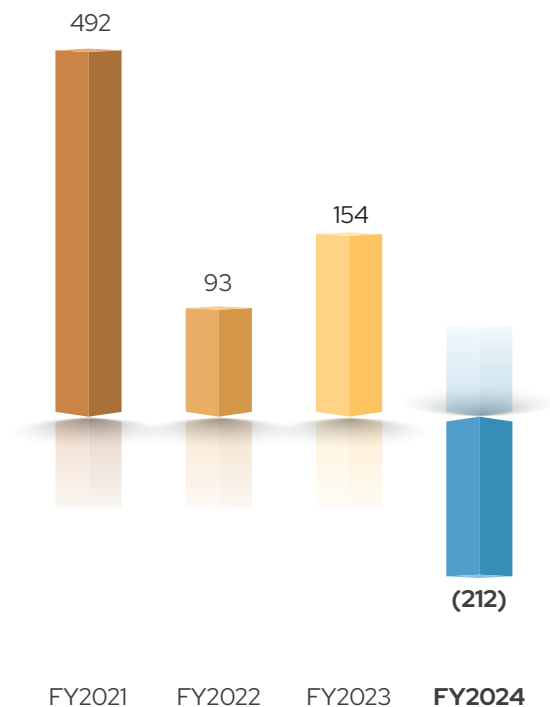
⁽²⁾ Net asset values per share as at 31 December 2024 and 31 December 2023 have been calculated based on the aggregate number of ordinary shares of 162,040,442 and 114,634,243 as at the respective dates, excluding treasury shares.

Financial HIGHLIGHTS

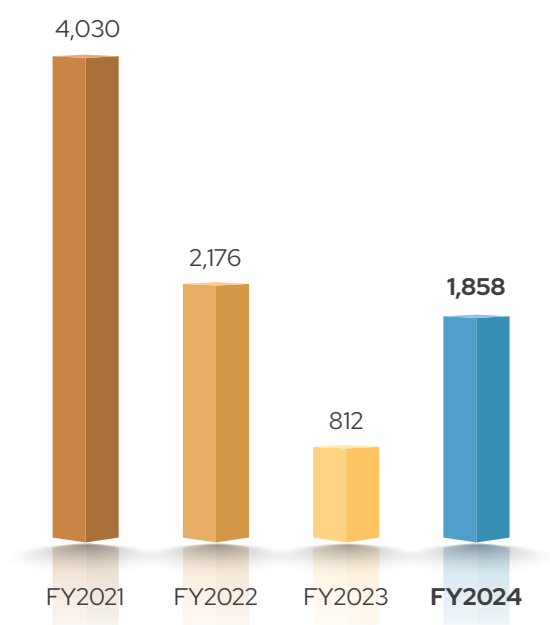
REVENUE (RM'000)



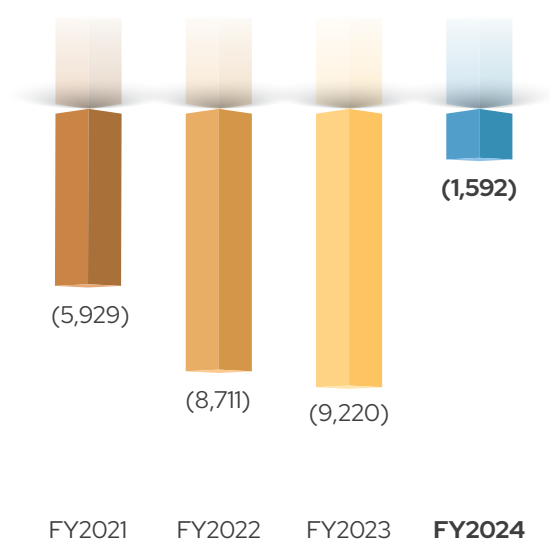
GROSS PROFIT (RM'000)



TOTAL ASSETS (RM'000)



EQUITY / (CAPITAL DEFICIT) ATTRIBUTABLE TO OWNERS OF THE COMPANY (RM'000)



Message to SHAREHOLDERS



The Group continues to gain ground for our Healthcare segment, strengthening and deepening our capabilities to build up our offerings and diversify the areas of growth for this segment.

DEAR SHAREHOLDERS,

FY2024 marked a period of business restructuring and operational realignment for the Group. In a challenging global economic environment, we remained focused on our **healthcare segment**, including **chiropractic & physiotherapy services** and **sales of cell therapy products**, while managing the continued suspension of our postpartum services business since November 2023 due to ongoing rectification works at our premises in SS2, Petaling Jaya.

At the same time, we began to diversify our group business model with the commencement of our **agricultural commodity trading** business in the second half of FY2024. I am pleased to share that we have started on a solid footing with about **RM1.0 million** in revenue from trading in **palm oil derivatives and specialty coffee beans**.

With these developments, the Group posted a revenue of RM1.8 million in FY2024, a slight 5.1% decline from RM1.9m in FY2023. However, through improved efficiency measures, losses before tax were reduced by **26%** to **RM5.3 million in FY2024**.

In what has been challenging circumstances, our resilience has been commendable while our resourcefulness to look for alternate avenues of business places us in good stead. It is this management acumen that has steered our corporate ship well.

HERRY PUDJANTO
Executive Chairman and Chief Executive Officer

OUTLOOK

HEALTHCARE

The Group continues to strengthen and deepen its capabilities in this core business area. We look to increase our offerings, expand our footprint and diversify the avenues for growth in this segment.

Chiropractic & Physiotherapy

Our 'Back To Life' ("BTL") brand of chiropractic and physiotherapy services at Jaya One, Petaling Jaya remains as a growth pillar for the Group.

Despite economic uncertainties, the demand for chiropractic and physiotherapy services remains steady and resilient.

In Malaysia, chiropractic and physiotherapy services are increasingly in demand, and this trajectory is expected to continue to grow in the years ahead.

Our BTL center at Jaya One, Petaling Jaya, continues to attract loyal customers who prioritise their health and well-being. While month-on-month growth has stabilised, renewed marketing initiatives including strategic promotional packages are set to revitalise customer engagement and drive further expansion.

With the increasing adoption of active and health-conscious lifestyles across all age groups, there is a growing awareness of preventive care and holistic wellness. We believe this augurs well for our long-term prospects in this industry.

Indeed, we are encouraged by the rise of new chiropractic and physiotherapy centers in key urban areas. While our expansion plans in this area have been temporarily deferred, we remain proactive in identifying strategic locations to capitalise on future growth opportunities.

Cell-therapy products

In the same vein, the demand for cell therapy and regenerative wellness products continues to evolve and grow. We see expanding consumer interest in **anti-aging, hair restoration, and skin rejuvenation solutions**.

Group sales performance has been uneven in this area as we refine our regional sales and marketing strategy to expand our reach beyond Malaysia. The Group is engaging with potential partners in **Singapore, Vietnam and Malaysia** to strengthen distribution channels and enhance market penetration for both cell therapy products and advanced cell-derived beauty solutions.

As consumer awareness increases about longevity and regenerative health, this segment has much potential and we are in prime position to capitalise on it. At the same time, we look to leverage on industry advancements in cell therapy to offer more solutions to an expanding health-conscious market.

Overall, we believe there is much opportunity in the modern wellness industry and look to further tap its potential.

OUTSOURCED SERVICES

In this division, we provide specialised recruitment solutions in Singapore, with a gradually growing income stream. There are challenges ahead, not least with the rise of Artificial Intelligence (AI) automation in the Human Resource (HR) industry which have pushed traditional recruitment methods to evolve rapidly.

To stay ahead, we will need to likewise change our business approach, integrating AI-driven talent acquisition strategies, data analytics, and digital hiring solutions with our core services.

With all these market developments, being open to business transformation is key to sustaining growth. By leveraging innovative recruitment technologies, we aim to enhance efficiency, improve client experiences, and expand our market reach—all while enhancing our core services.

COMMODITY TRADING

Our newest business segment shows much promise. With shareholders' approval secured in April 2024, the Group has embarked on its agricultural commodities trading business within Asia.

We recognise the region's rising demand for specialty commodities such as specialty coffee beans and have targeted this in-demand commodity. The global export market for raw coffee beans totalled US\$42.3 billion in 2023, a 42.8% increase from US\$29.6 billion in 2019¹. The international coffee trade has been experiencing a strong bull run, driven by tight supply conditions in 2024 and rising demand in key markets.

¹ Coffee Exports by Country 2023 Plus Average Coffee Prices <https://www.worldstopexports.com/coffee-exports-country/>

Message to **SHAREHOLDERS**

Vietnam and Indonesia, two of the world's largest robusta coffee producers, continue to face supply constraints due to hot, dry weather, pushing robusta prices to 45-year highs.

Amid such developments, demand remains strong. The Group has capitalised on this, successfully scaling its coffee trading operations from an initial one container shipment to two containers. Given the sustained demand and favorable pricing environment, the business is on track and expected to stabilise at five containers per month.

Beyond coffee, the Group is actively diversifying its commodity portfolio and has recently secured a contract for trading palm acid oil, which we had completed from 5 containers to 18 containers.

Banking on a strong long-term outlook, we believe the agricultural commodity sector will achieve self-sufficiency, and contribute positively to the Group's development.

As the Group undergoes transformation and weathers challenges, we will remain focused on seizing opportunities in new businesses such as in commodity trade. We will optimise supply chains and strengthen partnerships to deepen our footprint in Asia's commodity trade.

BOARD CHANGES

The year in review saw much changes to the Board. I would like to give my appreciation to all former Directors, including Tan Sri Ahmad Bin Mohd Don, Dato' Low Koon Poh, Dato' Alvin Joseph Nesakumar, Mr Harry Ng, Mr Kesavan Nair, Ms Carmen Ng and Mr Chew Wai Meng for their contributions to the Group. I also warmly welcome my fellow Directors, Mr Zhang Zhi, Ms Ng Lee Eng and Ms Wang Xiaolan whom I believe will bring fresh perspectives to the Board. I look forward to working with my fellow Board members in this transformative time for Medi Lifestyle.

Lastly, on behalf of the Board, we would like to extend our appreciation to the management and staff for their leadership and efforts over the past year. Together, we remain united and focused on securing new business opportunities and enhancing sustainable value for the Group.

HERRY PUDJIANTO

*Executive Chairman and
Chief Executive Officer*

REVENUE AND SALES ANALYSIS

Revenue for financial year ended 31 December 2024 ("FY2024") was RM1.8 million, a 5.2% decrease from revenue for the financial year ended 31 December 2023 ("FY2023") of RM1.9 million, due mainly to (i) the suspension of postpartum services at SS2 Petaling Jaya since November 2023 following rectification works by the landlord; (ii) decline in sales of cell-therapy related products pending a review of sales and marketing strategies; and (iii) decline from manpower recruitment services due to delays in the renewal of Singapore recruitment licences. The revenue decline from these business segments were partially offset by the commencement of agricultural commodity trade of RM1.0 million in palm oil derivatives and coffee beans.

OPERATING MARGIN

For FY2024, the Group reported a gross loss and gross loss margin of RM212 thousand and 11.5% respectively as compared to a gross profit and gross profit margin of RM154 thousand and 7.9% respectively in FY2023. This was due mainly to a slow-down in recruitment services pending the renewal of recruitment licences in Singapore and higher cost of online recruitment platforms and tools.

OTHER OPERATING INCOME

The Group's other operating income for FY2024 increased by 91.0% to RM0.6 million from RM0.3 million in FY2023 due mainly to (i) RM0.3 million reversal of accrued rental expense for the SS2 Petaling Jaya property lease; and (ii) RM0.1 million net proceeds from the sale of the Company's shares that were pledged as security in relation to a profit guarantee from the vendors for the acquisition of Healthcare Life Sdn. Bhd. (formerly known as Lady Paradise (M) Sdn. Bhd.) and its associated postpartum service business. These increases were partially offset by a RM0.1 million decline in rental income following the expiry in mid-FY2024 of an office space sub-lease in Singapore.

ADMINISTRATIVE EXPENSES

Administrative expenses in FY2024 decreased by 21.7% to RM5.0 million from RM6.4 million in 12M2023 due mainly to:

- (i) absence of one-off RM1.3 million corporate, legal and administrative costs related to the convertible bond and share consolidation exercise announced in March 2023;
- (ii) net reduction in manpower cost of RM0.2 million due to attrition in manpower headcount; and
- (iii) RM0.2 million reduction in depreciation of Right-of-Use ("ROU") asset due to the non-renewal of an office space lease in Singapore upon its expiry in mid-2024.

The decrease in administrative expenses was partially offset by:

- (i) a RM0.2 million increase in travel and marketing expenses to develop regional business initiatives for stem-cell derived products and commodity trading; and
- (ii) a one-off RM0.2 million in corporate and legal costs for a proposed business diversification that was approved at an extraordinary general meeting in April 2024.

Depreciation of Plant and Equipment ("PE") for FY2024 decreased marginally by 16.7% to RM71 thousand from RM85 thousand in FY2023.

Operations and FINANCIAL REVIEW

OTHER OPERATING EXPENSES

Other operating expenses of RM0.2 million for FY2024 were due mainly to loss from the fair-valuing of convertible loans. Other operating expenses of RM0.4 million for FY2023 was due mainly to (i) RM0.2 million impairment on intangible assets related to a DNA profiling e-Commerce platform; and (ii) RM0.2 million loss from the fair-valuing of convertible loans.

ALLOWANCE FOR EXPECTED CREDIT LOSSES ("ECL") ON TRADE RECEIVABLES

Allowance for ECL on trade receivables for FY2024 of RM6 thousand is in relation to sale of healthcare related products. In comparison the allowance for ECL on trade receivables for FY2023 of RM0.2 million is related to the human resource and payroll service, for which this service has since been suspended during FY2023.

FINANCE COSTS

Finance costs for FY2024 decreased by 27.3% to RM0.5 million from RM0.7 million for FY2023 due mainly to the conversion of convertible loan notes during FY2024 and the settlement of convertible loans and short term loans during FY2023.

LOSS BEFORE TAXATION

For reasons set out above, the Group reported a 25.9% decrease in loss before taxation of RM5.3 million for FY2024 compared to a loss before taxation of RM7.2 million for FY2023.

REVIEW OF STATEMENT OF FINANCIAL POSITION

Current Assets

The Group's trade receivables decreased to RM0.1 million as at 31 December 2024 from RM0.2 million as at 31 December 2023 due mainly to the settlement of receivables from Outsourced Services. The Group's current portion of other receivables and prepayments increased to RM0.4 million as at 31 December 2024 from RM0.2 million as at 31 December 2023 due mainly to increased security deposits for the renewal of manpower recruitment licences and pre-payment of legal and professional services. Inventories increased to RM148 thousand as at 31 December 2024 from RM6 thousand as at 31 December 2023 due mainly to the procurement of cell-therapy derived products.

Non-Current Assets

PE decreased to RM95 thousand as at 31 December 2024 from RM167 thousand as at 31 December 2023 due mainly to depreciation charges of RM71 thousand for FY2024. ROU assets reduced to nil as at 31 December 2024 from RM93 thousand as at 31 December 2023 as it has been fully depreciated during FY2024.

Capital and Reserves

Share capital of the Company and the Group increased by RM4.4 million to RM136.6 million as at 31 December 2024 from RM132.1 million as at 31 December 2023 due to the conversion of S\$0.7 million of convertible bonds and conversion of S\$0.6 million of convertible loan notes into new ordinary shares in the Company. Capital reserves increased to RM14.4 million as at 31 December 2024 from RM 6.3 million as at 31 December 2023 due mainly to the entry of a debt conversion deed between a substantial shareholder, Lingholm Holdings Pte Ltd ("LHPL"), and the Company whereby the parties agree for RM10.5 million of loans and advances from LHPL be converted to new ordinary shares in the Company. This increase in capital reserves is partially offset by the conversion of S\$0.7 million in convertible bonds into new ordinary shares in the Company. The Group's currency translation reserve as at 31 December 2024 is RM253 thousand compared to a reserve deficit of RM132 thousand as at 31 December 2023 due mainly to the strengthening of the Malaysia Ringgit against the Singapore Dollar in FY2024.

Accumulated losses for the Group increased by RM5.3 million to RM152.8 million as at 31 December 2024 from RM147.5 million as at 31 December 2023 due to the losses recorded for FY2024.

Current Liabilities and Non-Current Liabilities

Trade payables reduced to nil as at 31 December 2024 from RM9 thousand as at 31 December 2023 with the settlement of all outstanding trade payables in FY2024. Other payables for the Group as at 31 December 2024 decreased by RM4.5 million to RM1.6 million from RM6.1 million as at 31 December 2023 due mainly to (i) reclassification of RM2.1 million in amount due a shareholder to capital reserve (ii) the settlement of RM1.8 million in payables; (iii) RM0.2 million net interest payments; and (iv) RM0.2 million of currency translation due to the strengthening of the Malaysia Ringgit. Amount due to a shareholder as at 31 December 2024 of RM0.2 million (2023: RM nil) were for payments made on behalf of the Group for marketing activities.

Current and non-current borrowings as at 31 December 2024 decreased by RM2.1 million to RM1.6 million from RM3.7 million as at 31 December 2023 due mainly to (i) the settlement and conversion of convertible loan notes with an aggregate principal of S\$0.6 million into new ordinary shares in the Company and (ii) foreign currency translation gain of RM0.2 million from the strengthening of the Malaysia Ringgit against the Singapore Dollar. These were partially offset by a RM0.2 million increase in the fair value of convertible loan notes in FY2024.

Lease liabilities as at 31 December 2024 decreased to nil from RM137 thousand as at 31 December 2023 due to the expiry of an office lease space in Singapore during FY2024. Contract liabilities marginally increased to RM41 thousand as at 31 December 2024 from RM35 thousand as at 31 December 2023 due mainly to increased sign-ups for chiropractic and physiotherapy sessions.

The Group has a negative working capital of RM1.4 million as at 31 December 2024, compared to a negative working capital of RM8.3 million as at 31 December 2023. The decrease in negative working capital was due mainly to the RM7.5 million net cash generated from financing activities that was applied to meet the RM6.5 million net cash used in operating activities and the reclassification of RM10.5 million of loans and advances due to a shareholder to capital reserve following the entry into a debt conversion agreement. The Group has a capital deficiency of RM1.6 million as at 31 December 2024 compared to a capital deficiency of RM9.2 million as at 31 December 2023 due mainly to (i) conversion of S\$0.6 million of convertible loan notes (approximately RM2.1 million) into new ordinary shares in the Company; and (ii) reclassification of S\$3.2 million of loans and advances due to a shareholder (approximately RM10.5 million) to capital reserve; which were partially offset by losses of RM5.3 million for FY2024.

Barring any unforeseen circumstances and any adverse impact from a global economic slowdown, the Group should be able to meet its working capital commitments for the next 12 months in view of:

- (i) the Cash Flow Forecast prepared by Management, including estimated earnings from the Healthcare Services, Outsourced Services and Agricultural Commodity Trade business segments;
- (ii) an interest-free shareholder loan from Lingholm Holdings Pte. Ltd. ("LHPL") totalling S\$2.1 million, of which S\$0.5 million was received on 25 June 2024 and S\$0.78 million was received on 1 November 2024. The third milestone disbursement of S\$0.42 million was received on 28 January 2025, while the final disbursement milestone of S\$0.40 million was received on 28 March 2025. Further details can be found in the Company's announcement dated 4 November 2024.
- (iii) letter of undertaking from LHPL to provide financial support to the Group to enable it to meet its financial obligations so as to continue as a going concern basis;
- (iv) the proposed debt conversion of an aggregate amount of S\$3.2 million (approximately RM10.5 million) owing by the Group to LHPL that is underway; and
- (v) the conversion of non-redeemable convertible loan notes with an aggregate principal amount of S\$0.1 million (approximately RM0.3 million) into new issued shares in the capital of the Company pursuant to the terms and conditions of the convertible loan notes. Further details of which can be found in the Company's announcement dated 17 February 2025.

CASH FLOW

For FY2024, the Group used RM6.5 million in operating activities, mainly due to (i) RM4.5 million in operating loss before working capital changes; (ii) RM1.8 million decrease in trade and other payables; (iii) RM0.1 million increase in inventory levels; and (iv) RM0.1 million increase in trade and other receivables. There were no investing activities in FY2024. Net cash generated from financing activities of RM7.5 million for FY2024 were mainly from RM8.5 million in short term loans and advances from a shareholder which were partially offset by (i) RM0.7 million interest payments on convertible loans and medium term loans; and (ii) RM0.1 million payment of lease liabilities.

As a result of the above, the cash and cash equivalents was RM1.1 million as at 31 December 2024, compared to RM0.1 million as at 31 December 2023.

DEVELOPMENTS SUBSEQUENT TO THE RELEASE OF THE COMPANY'S FULL YEAR UNAUDITED FINANCIAL STATEMENTS FOR FY2024 ON 26 FEBRUARY 2025, WHICH WOULD MATERIALLY AFFECT THE GROUP'S OPERATING AND FINANCIAL PERFORMANCE

Nil.

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Report on CORPORATE GOVERNANCE

The board of directors (the “**Board**” or “**Directors**”) of Medi Lifestyle Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is committed to maintaining a high standard of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Board confirms that, for the financial year ended 31 December 2024 (“**FY2024**”), the Company has generally adhered to the principles and provisions set out in the Code of Corporate Governance 2018 (the “**2018 Code**”). Where there are deviations from the provisions of the 2018 Code, appropriate explanations are provided in this Report. The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

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

The Board is entrusted with the responsibility for the overall management of the Group with the primary function of protecting the interests of shareholders and to enhance long-term shareholders’ value. Besides carrying out its statutory duties and responsibilities, the Board reviews and advises on overall strategic plans and key operational initiatives, reviews the performance of the management of the Company (the “**Management**”) and assumes responsibility for overall corporate governance of the Group to ensure that the Group’s strategies are in the best interests of the Group and its shareholders.

The principal functions of the Board are:

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

All Directors exercise due diligence and independent judgment and are obliged to act in good faith and in the best interest of the Company to enhance the long-term value of the Group to its shareholders. The Board adopted a set of ethical values and standards which establishes the fundamental principles of professional and ethical conduct expected of the Directors in the performance of their duties.

Conflicts of Interests

To address and manage possible conflicts of interest that may arise between Directors’ interest and those of the Group, the Company has put in place appropriate procedures which apply in addition to the Directors’ obligation to comply with disclosure obligations under the Company’s Constitution and Companies Act 1967 of Singapore (“**Companies Act**”). Each Director is required to promptly disclose any conflicts or potential conflicts of interest, whether direct or indirect, in relation to any transaction or matter discussed and contemplated by the Group. The disclosure is made either during a Directors’ meeting or by way of a written notification to the Company Secretary containing details of the interest and the nature of the conflict. Where a potential conflict of interest arises, the Director concerned will recuse himself/herself from participating in any discussions, abstains from voting on the matter and refrains from exercising any influence over other members of the Board.

Report on CORPORATE GOVERNANCE

Orientation, Briefings, Updates and Training for Directors

Newly appointed Directors would receive a formal letter from the Company, setting out the Director's duties, responsibilities and obligations as a Director of the Company including pertinent obligations under the Companies Act, the Securities and Future Act 2001, Catalist Rules and 2018 Code. Directors are also given an orientation (including site visits to the Group's principal place of operations) on the Group's business, operations, governance practices and regulatory requirements to facilitate the effective discharge of his duties. In accordance with Rule 406(3)(a) of the Catalist Rules, the Nominating Committee ("**NC**") will ensure that any newly appointed director to the Board who has no prior experience as a director of an issuer listed on the SGX-ST, must undergo mandatory training in his/her roles and responsibilities conducted by an approved training provider specified in Practice Note 4D of the Catalist Rules in order to acquire the relevant knowledge of what is expected of a listed company director, which is a mandatory requirement as prescribed by the SGX-ST.

During the FY2024 and up to the date of this Report, the Company had appointed the following new Directors, namely:

- (i) Mr Herry Pudjianto ("**Herry**") as Executive Chairman and Chief Executive Officer ("**CEO**") on 27 February 2024;
- (ii) Mr Chew Wai Meng ("**Wai Meng**") as Independent Non-Executive Director on 27 February 2024. Wai Meng has since stepped down as an Independent Non-Executive Director on 14 January 2025;
- (iii) Mr Zhang Zhi ("**Zhang Zhi**") as Non-Independent Non-Executive Deputy Chairman on 1 April 2024;
- (iv) Ms Wang Xiaolan ("**Angela**") as Independent Director on 18 June 2024; and
- (v) Ms Ng Lee Eng ("**Gillian**") as Lead Independent Director on 25 June 2024.

All Directors, save for Herry have received the letter of appointment setting out their Directors' duties and obligations. Herry has entered into a service agreement with the Company in view of his executive role. As it is Herry and Zhang Zhi's first time as a Director of a Singapore listed company, both Herry and Zhang Zhi have attended the requisite training prescribed by the SGX-ST within 1 year from their appointment date.

To ensure Directors can fulfil their obligations and continuously improve the performance of the Board, all Directors are encouraged to undergo continual professional development, at the Company's expense, during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the SID.

During FY2024, the Audit Committee ("**AC**") and the Board were briefed on recent changes on the Singapore financial reporting standards and SGX regulatory updates. The CEO and Executive Chairman updates the Board at each meeting on the strategic and business development of the Group and any changes to commercial risks. Updates on relevant legal, regulatory and technical developments may be in writing or disseminated by way of briefings, presentations and/ or handouts on a timely basis. Where necessary, the Company arranges presentations by external professionals, consultants and advisers on topics that would have an impact on the relevant regulations, accounting standards and the implications on the responsibilities of the Directors. The AC and Directors can also request for further explanations, briefings or information on any aspects of the Company's operations and business issues from the Management.

Matters reserved for Board Approval

The Company has in place a limitation and authorisation policy. The policy contains materiality threshold(s) and a schedule of matters specifically reserved for the Board's approval. Below the Board's level, there are appropriate delegations of authority involving the Group's Key Management Personnel ("**KMPs**").

The following matters, amongst others, have been reserved for the Board's decision:

- a) setting the Group's long-term objectives and commercial strategy including ventures into new businesses and geographical markets;
- b) approving and monitoring material corporate transactions including major investments, divestments, mergers and acquisitions;

Report on CORPORATE GOVERNANCE

- c) approving and monitoring interested person transactions;
- d) approving authority matrix, standard operating procedures, policies and procedures;
- e) approving capital expenditures exceeding certain material limits;
- f) approving annual forecasts, budgets and cash flow projections;
- g) reviewing and approving the financial results and statements of the Group, including, *inter alia*, any material impairments, write-offs and restatements;
- h) appointment of internal and external auditors as well as the Company Secretary;
- i) reviewing and addressing internal audit and external audit matters reports;
- j) reviewing the business practices and risk management of the Group;
- k) reviewing and approving changes in capital structure;
- l) recommendation or declaration of dividends;
- m) reviewing and approving remuneration packages for Executive Directors and KMPs and reviewing of their performance; and
- n) any matter required to be considered or approved by the Board as a matter of law or regulation.

Board Committees

To facilitate effective management and to support the Board in carrying out its duties, certain functions of the Board have been delegated to the AC, NC and the Remuneration Committee (“**RC**”) (collectively referred to as the “**Board Committees**”). The Board Committees function within clearly defined terms of references and operating procedures, which are reviewed on a regular basis to ensure continued relevance. The terms of reference also set out the conduct of meetings including quorum and voting requirements. Any changes to the terms of reference for any Board Committee require the Board’s approval. The appointment of Board Committee members requires the approval of the Board to ensure that the Board Committees comprise Directors with the appropriate qualifications and skills, to maximise the effectiveness of the Board.

The effectiveness of each Board Committee is also regularly reviewed by the Board. The Board accepts that while these Board Committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility for all matters lies with the Board. The composition of the Board Committees and terms of reference of the respective Board Committees are set out under the respective Principles of this Report.

Board and Board Committee Meetings and Attendance

The Board has scheduled to meet at least four (4) times a year and to coincide such meetings with the review and approval of the Group’s results announcements every quarter. Dates of Board, Board Committee meetings, annual general meeting (“**AGM**”) and where applicable, extraordinary general meetings (“**EGM**”) are scheduled in advance in consultation with all Directors. The Board also meets as and when necessary to address any specific significant matters that may arise. To ensure Board and Board Committee meetings are held regularly with maximum Directors’ participation, the Company’s Constitution allows for telephone and videoconferencing meetings. The Board and Board Committees also approve transactions by way of written resolutions, which are circulated to the Board and Board Committee members together with all relevant information regarding the proposed resolutions/ transactions.

Report on CORPORATE GOVERNANCE

The number of meetings of the Board and the respective Board Committees held and the attendance of each Director at the Board, Board Committees and general meetings held in FY2024 are shown below:

Name/Meetings	Board	AC	NC	RC	AGM	EGM
Number of meetings held	4	4	1	1	1	1
Directors	Number of meetings attendance					
Herry ⁽¹⁾	3	3 ⁽¹²⁾	NA	NA	1	1
Zhang Zhi ⁽²⁾	3	3	NA	NA	1	1
Dato' Low Koon Poh ⁽³⁾	1	1 ⁽¹²⁾	1 ⁽¹²⁾	1 ⁽¹²⁾	NA	NA
Dato' Alvin Joseph Nesakumar ⁽⁴⁾	2	2 ⁽¹²⁾	1 ⁽¹²⁾	1 ⁽¹²⁾	1	1
Mr Harry Ng Weng Sui ⁽⁵⁾	1	1	1	1	1	1
Mr Kesavan Nair ⁽⁶⁾	1	1	1	1	0	0
Mr Tan Sri Ahmad Bin Mohd Don ⁽⁷⁾	0	0	0	0	NA	NA
Ms Carmen Ng Yau Kuen ⁽⁸⁾	1	1	1	1	NA	NA
Wai Meng ⁽⁹⁾	2	2	NA	NA	1	1
Angela ⁽¹⁰⁾	2	2	NA	NA	NA	NA
Gillian ⁽¹¹⁾	2	2	NA	NA	NA	NA

Notes:

- (1) Herry was appointed Executive Chairman and CEO on 27 February 2024.
- (2) Zhang Zhi was appointed as Non-Independent Non-Executive Deputy Chairman on 1 April 2024.
- (3) Dato' Low Koon Poh resigned as Executive Chairman and CEO of the Company on 27 February 2024.
- (4) Dato' Alvin Joseph Nesakumar resigned as Executive Director and Chief Commercial Officer of the Company on 31 July 2024.
- (5) Mr Harry Ng Weng Sui resigned as Lead Independent Non-Executive Director of the Company on 30 April 2024.
- (6) Mr Kesavan Nair retired as Independent Non-Executive Director of the Company on 30 April 2024.
- (7) Mr Tan Sri Ahmad Bin Mohd Don resigned as Independent Non-Executive Director of the Company on 31 March 2024.
- (8) Mr Carmen Ng Yau Kuen resigned as Independent Non-Executive Director of the Company on 27 February 2024.
- (9) Wai Meng was appointed as Independent Non-Executive Director on 27 February 2024 and resigned on 14 January 2025.
- (10) Angela was appointed as Independent Non-Executive Director of the Company on 18 June 2024.
- (11) Gillian was appointed as Lead Independent Non-Executive Director of the Company on 25 June 2024.
- (12) Attended by invitation.

NA: Not Applicable

All Directors are required to declare their board appointments. When a director has multiple board representations, the NC will consider whether the director is able to adequately carry out his/her duties as a director of the Company, taking into consideration the director's number of listed company board representations and other principal commitments. The NC has reviewed and is satisfied that notwithstanding multiple board appointments, the Directors have been able to devote sufficient time and attention to the affairs of the Company to adequately discharge their duties as Director of the Company. Please refer to Principle 4 below for further disclosure in relation to multiple board representations.

Report on CORPORATE GOVERNANCE

Complete, adequate and timely information

In addition, the Director is also given access to the Board resources, including the Company's constitutional and governing documents, terms of reference of the Board Committees, the Group's policy, Annual Reports, Board meeting papers and other pertinent information for his/her reference. Management ensures that all Directors are furnished on an on-going basis with relevant, complete, adequate and timely information concerning the Company, to enable them to make informed decisions and discharge their duties and responsibilities. Prior to each Board meeting, board papers and files are circulated for each meeting and the Board is provided with relevant background or explanatory information relating to the business of the meeting and information on major operational, financial and corporate issues. This is to give the Directors sufficient time to review and consider the matters being tabled and/or discussed. Any other matters may also be tabled at the Board meeting and discussed without papers being distributed. The business/projects updates with information on financial, operating and corporate issues, the explanations on the financial information, and the rationale for the key decisions taken by the Management may also be made in the form of presentations by the Management in attendance at the meetings. The Directors are entitled to request additional information as needed to make informed decisions. The Management is invited to attend Board meetings to provide additional insights into matters being discussed, and to respond to any queries that the Directors may have.

Board's independent access to Management and Company Secretary

Management is available to provide explanatory information in the form of emails, telephone conferences or briefings to the Directors or formal presentations in attendance at Board meetings, or such information can also be provided by external consultants engaged on specific projects. The Board is provided with the contact details of the KMP and the Company Secretary to facilitate direct and independent access to such persons. The Board, either individually or as a group, is entitled to seek appropriate independent and professional advice, as and when necessary, at the expense of the Company, in furtherance of their duties.

Company Secretary

The Company Secretary and/or her representative are/is present at Board and Board Committee meetings to record the proceedings, to ensure that all Board procedures are followed as well as to ensure that good information flows within the Board and its Board Committees and between the Management and the Non-Executive Directors. The appointment and removal of the Company Secretary is a matter for consideration by the Board as a whole.

Together with the Management, the Company Secretary ensures that the Company complies with the requirements of the Catalist Rules, the Companies Act as well as other rules and regulations that are applicable to the Company and the Group.

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 Report, the Board comprises the following members:

- Herry (Executive Chairman and CEO)
- Zhang Zhi (Non-Independent Non-Executive Deputy Chairman)
- Gillian (Lead Independent Non-Executive Director)
- Angela (Independent Non-Executive Director)

The Board comprises one (1) Executive Director and three (3) Non-Executive Directors, of which two (2) Directors are Independent Directors. There is therefore a good balance between the Executive and Non-Executive Directors as well as a strong and independent element on the Board with half of the Board are independent directors.

The Company complies with Provision 2.3 of the 2018 Code which requires that non-executive directors make up a majority of the Board and Rule 406(3)(c) of the Catalist Rules which requires independent directors to make up at least one-third of the Board.

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CORPORATE GOVERNANCE

As the Chairman is not an Independent Director, Provision 2.2 requires majority of the Board to be made up of Independent Directors. Notwithstanding that the Independent Directors make up only half and not a majority of the Board as set out in Provision 2.2 and of the Code, the Board and the NC are satisfied that the current Board has substantial independent elements to ensure that objective judgment is exercised on corporate affairs, in view of the following:

- Each of the Board Committees comprises a majority of and is chaired by an Independent Director.
- All Board Committees are made up of Non-Executive Directors.
- There is no individual or small group of individuals that dominate the Board's decision-making process and matters requiring the Board's approval are discussed and deliberated with participation from each member of the Board.
- Whenever a potential conflict of interest arises, the Director concerned will not participate in discussion and refrains from exercising any influence over other members of the Board. In addition, the Directors would abstain from voting on matters which he or she may involve a conflict of interest.
- The Board has appointed a Lead Independent Director to provide leadership in situations where the Executive Chairman is conflicted and to contribute a balance of viewpoints on the Board. The Lead Independent Director will also be available to shareholders where they have concerns and for which contact through normal channels with the Executive Chairman or the KMP, has failed to resolve or is inappropriate.
- The Directors of the Company come from diverse backgrounds and possess core competencies, qualifications and skills, all of whom as a group, providing the Board with a good mix of the necessary experience and expertise to direct and lead the Group.

In view of the above, the Board is of the view that its level of independence and the current size and composition consisting of four (4) Directors is appropriate and is in the best interest of the Company, taking into account the nature and scope of the Group's operations and the financial position of the Group. Accordingly, the Board believes that the existing practices adopted by the Company are consistent with the intent of Principle 2 of the Code.

The Board, led by the Nominating Committee ("NC") will continue to review the size and composition of the Board and the Board Committees, as well as the contributions and expertise of each individual Director taking into account the Group's evolving operational and strategic needs, as well as the financial position and performance of the Group.

Board Independence and Independent Directors

As set out under the 2018 Code, an independent director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company. The independence of each Director is determined upon appointment and reviewed annually by the NC bearing in mind salient factors set out in the Catalist Rules, the 2018 Code as well as other relevant circumstances and facts. The NC is also committed to reassess the independence of each Independent Director as and when warranted.

All Independent Directors are required to confirm their independence by completing a Confirmation of Independence Form which is drawn up in accordance with the 2018 Code and the Catalist Rules and submitted to the NC for its assessment of the independence of each Director.

Based on the confirmation of independence submitted by the Independent Directors, the NC noted that:

- (a) The Independent Directors: (i) are not employed by the Company or any of its related corporations in the current or any of the past three (3) financial years; and (ii) do not have an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is determined by the RC.

Report on CORPORATE GOVERNANCE

- (b) None of the Independent Directors and their immediate family member had in the current or immediate past financial year (i) provided or received material services or significant payments to and/or from the Group when aggregated over any financial year in excess of S\$50,000 for services other than compensation for board service; or (ii) was a substantial shareholder, partner, executive officer or a director of any organisation which provided or received material services or significant payments to and/or from the Group when aggregated over any financial year in excess of S\$200,000 for services rendered.
- (c) None of the Independent Directors have served for more than 9 years on the Board.
- (d) None of the Independent Directors is directly associated with a substantial shareholder of the Company.

Based on the declarations and confirmation of independence received from Gillian and Angela, the NC and Board have reviewed and are of the view that there are no relationships or circumstances would affect the independence of each Independent Directors.

Each member of the NC and of the Board recused themselves from deliberations in respect of the assessment of his/her independence.

Board Size and Composition

The Company has adopted a Board Diversity Policy which sets out the consideration criteria such as skills, business experience, industry discipline, gender, age, ethnicity and other qualities that the Board may consider relevant and applicable from time to time. The Company recognises the benefits of having an effective and diverse Board, and views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. The NC and the Board have taken the following steps to maintain or enhance its balance and diversity:

1. Annual review by NC to assess if the existing attributes and core competencies of the Directors are complementary to one another and will enhance the efficacy of the Board;
2. Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which the Board is lacking; and
3. Annual review of the size and composition of the Board and Board Committees taking into account, inter alia, the scope and nature of the group's business and operations and the benefits of all aspects of diversity based on its Board Diversity Policy, including but not limited to gender, age, and professional experience in order to provide the board access to an appropriate range and balance of skills, experience and backgrounds.

The targets, timeline and progress towards achieving the diversity objectives are summarised as follows:

Diversity Targets, plans and timelines	Targets Achieved/Progress
Independence	
To ensure that Independent Directors make up a majority of the Board and maintain such level of independence	In progress – The current Board consists of one (1) Executive Chairman, one (1) Non-Independent Non-Executive Deputy Chairman; and two (2) Independent Non-Executive Directors. As elaborated under Principle 2 of this report, the Board is cognisant of the requirements of Provision 2.2 of the 2018 Code and are of the opinion that relevant safeguards are in place, notwithstanding that the Board falls short of having majority independent directors. The Board, led by the NC will continue to review the size and composition of the Board and the Board Committees, as well as the contributions and expertise of each individual Director taking into account the Group's evolving operational and strategic needs, as well as the financial position and performance of the Group.

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CORPORATE GOVERNANCE

Diversity Targets, plans and timelines	Targets Achieved/Progress
Age	
The Board to comprise Directors in different age groups, such as (i) 50 and below; (ii) 51 – 60; (iii) 61 – 70; or (iv) 71 and above	Achieved – As at the date of this report, the average age of the Board had reduced and the Board comprises of members of different age groups, as follows: a) 50 and below: 3 Directors (75%) b) 51 – 60: 1 Director (25%) c) 61 – 70: Nil
Board Gender Diversity	
At least one female director to sit on the Board and appoint as a member of NC	Achieved – Half of the Board comprises female directors.
Skills and Experience	
To ensure that the Directors as a group provide an appropriate balance of diversity of skills, experience and knowledge of the Company, with core competencies in accounting and finance, legal expertise, business and management experience, industry knowledge, strategic planning and customer-based experience and knowledge	Achieved – The NC is satisfied that the present Board and Board Committees comprise Directors who, as a group, provide an appropriate balance and mix of expertise, experience and competencies such as accounting or finance, business or management experience and industry knowledge for the effective functioning of the Board and is appropriate for the current scope and nature of the operations of the Group. The Non-Executive Directors contribute accounting and finance knowledge, corporate development, human resource and business management experience to the Group; and provide the Executive Chairman and the Management with diverse and objective perspectives on issues considered by the Board. The biographies of the Directors are set out under “Directors’ Profile” section in this Annual Report.

The NC will continue to review the Company’s Board Diversity Policy from time to time to ensure its continued effectiveness of relevance and will recommend appropriate revisions to the Board for consideration and approval. It will continue its identification and evaluation of suitable candidates to ensure there is diversity on the Board. The NC will also review the targets for diversity from time to time and may recommend changes or additional targets to achieve greater diversity. Any further progress made towards the implementation of such policy will be disclosed in future Corporate Governance Reports, as appropriate.

Non-Executive Directors

The Board and the Management are given opportunities to engage in open and constructive debate for the furtherance of achieving strategic objectives. The Independent Non-Executive Directors may challenge and help develop proposals on strategy, review the performance of and to extend guidance to the Management. Well equipped with their expertise, experience and knowledge, the Independent Non-Executive Directors have been actively participating in discussions and decision-making at the Board and the Board Committee levels and had open discussions with the Management. Where necessary, the Independent Non-Executive Directors, led by the Lead Independent Director, meet and discuss the Group’s affairs without the presence of the Management and the Executive Chairman. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The 2018 Code advocates that there should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Group’s business and no one individual should represent a considerable concentration of power.

Report on CORPORATE GOVERNANCE

The Company's Executive Chairman, Herry, also assumes the role of a CEO. Notwithstanding that the Chairman and the CEO is the same person, the Board is of the view that it is the best interest of the Group to adopt a single leadership structure based on the present Group structure and business scope.

As Chairman, Herry is responsible for: (i) leading the Board to ensure its effectiveness in all aspects of its role; (ii) establishing the agenda for the board meetings in consultation with the Company Secretary, and ensuring Board meetings are held when necessary, and adequate time is available for discussion of all agenda items, in particular strategic issues; (iii) ensuring that the Board receives complete, adequate and timely information; and (iv) facilitating the effective contribution of all Directors; and (v) take a lead role in promoting high standards of corporate governance, with the full support of the Directors, the Company Secretary and the Management. At the annual general meetings of the Company, the Chairman plays a pivotal role in fostering constructive dialogue between the shareholders, the Board and Management.

As the CEO, Herry holds executive responsibility for the Group's business. He is assisted by Management in the management of day-to-day operations of the Group; ensures implementation of policies and strategy across the Group as set by the Board; manages the management team; and leads the development of the Group's future strategy including identifying and assessing risks and opportunities for the growth of its business and reviewing the performance of its existing business.

While the Company has not adopted Provision 3.1 of the 2018 Code which requires the Chairman and CEO to be separate persons, the Board is of the opinion that accountability and independence have not been compromised taking into consideration the following:

- (i) the present Group structure, size and business scope does not warrant a meaningful separation of the roles of the Chairman and the CEO;
- (ii) the Non-Executive Directors currently form a majority of the Board and exercise objective judgement on corporate matters impartially, thus ensuring a good balance of power and authority. Major decisions or matters disclosed under Principle 1 of this Annual Report are under the purview of the Board and subject to majority approval of the Board. Where conflicts or potential conflicts of interest exist, whether direct or indirect, in relation to any matter or transaction discussed, the Director is required to disclose and abstain from voting on the matter. There are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual exercising any considerable concentration of power or influence, which is consistent with the intent of Principle 3 of the 2018 Code;
- (iii) there is a lead independent director appointed; and
- (iv) the Board Committees are made up of Non-Executive Directors and a majority of the Board Committees members is independent. All Board Committees are also chaired by Independent Directors.

Lead Independent Director

Gillian is appointed as the Lead Independent Director as the Chairman is non-independent. She coordinates and leads the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. She is the principal liaison on board issues between the Independent Directors and the Chairman. Her responsibilities include carrying out the functions of the Chairman in relation to any matter where it would be inappropriate for the Chairman to serve in such capacity, or if she is unable to do so. Gillian is available to address shareholders where they have concerns for which contact through normal channels such as the Executive Chairman and CEO or the Chief Financial Officer is inappropriate or inadequate.

The Independent Directors of the Company discuss issues via meetings, telephone and electronic devices without the presence of the other Directors, where required. The Lead Independent Director will provide feedback to the Chairman and CEO if it is deemed necessary.

Report on CORPORATE GOVERNANCE

BOARD MEMBERSHIP

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

The Board has established a NC which comprises three (3) members, majority of whom, including the NC Chairman, are Independent Non-Executive Directors. The Lead Independent Non-Executive Director is also appointed as a member of the NC. As at the date of this Report, the members of the NC are as follows:

- | | |
|----------------------|---|
| • Angela (Chairman) | Independent Non-Executive Director |
| • Gillian (Member) | Lead Independent Non-Executive Director |
| • Zhang Zhi (Member) | Non-Independent Non-Executive Deputy Chairman |

The NC meets at least once a year. Meetings of the NC can also be in the form of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means without a member being in the physical presence of another member or members and participation in a meeting. The principal functions of the NC in accordance with its terms of reference include, but are not limited to, the following:

- a) reviewing the composition, structure and size of Board and Board Committees to ensure the Board and Board committees provide an appropriate balance and diversity of skills, expertise, gender and knowledge of Company and provide core competencies; and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- b) identifying, reviewing and recommending candidates to the Board for appointments to the Board (including alternate director, if applicable) and Board Committees (excluding the appointment of existing members of the Board to a Board committee) of the Company and entities within the Company and its subsidiaries;
- c) reviewing and recommending re-nomination of the Directors for re-election at each annual general meeting in accordance with the Constitution and having regard to the Director's contribution and performance (including alternate directors, if applicable);
- d) establishing a process for the selection, appointment and re-appointment of Directors;
- e) reviewing and approving any new employment of related persons and proposed terms of their employment;
- f) determining on an annual basis whether or not a Director is independent;
- g) reviewing and determining whether or not a Director is able to and has been adequately carrying out his/her duties and responsibilities as a Director;
- h) recommending to the Board on the development of a process for the evaluation of performance of the Board, its Board Committees and Directors; and propose objective criteria which address how the Board has enhanced long-term shareholder value;
- i) assessing the effectiveness of the Board as a whole and its Board Committees and to assess the contribution by the Chairman of the Board and each individual director to the effectiveness of the Board;
- j) reviewing and recommending the training and professional development programmes for the Board;
- k) recommending to the Board the review of board succession plans for Directors, in particular, the Chairman and the CEO; and
- l) recommending the appointment of key management positions, reviewing succession plans for key positions within the Group and overseeing the development of key executives and talented executives within the Group.

Report on CORPORATE GOVERNANCE

Process for Nomination and Selection of New Directors

The NC reviews the need for appointment of additional director(s) from time to time and the composition of the Board, including the mix of expertise, skills and attributes of existing directors, so as to identify needed and/or desired competencies to supplement the Board's existing attributes. The process for the search, selection and appointment of new Directors is as follows:

- a) candidates are sourced through external search consultants or network of contacts and identified based on the needs of the relevant skills, experience, knowledge and expertise. Directors may also put forward names of potential candidates, together with their curriculum vitae, for consideration of the NC.
- b) the NC, after completing its assessment, meets with the short-listed candidates to assess their suitability taking into consideration the existing composition of the Board and strives to ensure that the Board has an appropriate balance of independent directors as well as qualification and experience of each candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives and to ensure that the candidates are aware of the expectations and the level of commitment required of them.
- c) the NC makes recommendations to the Board for approval.

Re-Appointment/Re-election of Retiring Directors

The NC recommends re-elections of Directors for approval by the Board, taking into account the retiring Directors' overall contributions and performance, independence status (for Independent Director) and an appropriate mix of core competencies and diversity for the Board to fulfil its roles and responsibilities. Article 98 of the Constitution states that at each AGM, at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third and excluding newly appointment Directors) are required to retire from office by rotation. Pursuant to Rule 720(4) of the Catalist Rules, all Directors are required to retire from office at least once in every three years and submit themselves for re-election by the shareholders at the AGM.

At the forthcoming AGM, the following directors are due for retirement by rotation and have agreed to be up for re-election:

- (i) Herry who is retiring by rotation pursuant to Article 98 of the Company's Constitution and will be seeking re-election as a Director upon at the forthcoming AGM to be held on 29 April 2025;
- (ii) Gillian who is retiring by rotation pursuant to Article 102 of the Company's Constitution and will be seeking re-election as a Director upon at the forthcoming AGM to be held on 29 April 2025; and
- (iii) Angela who is retiring by rotation pursuant to Article 102 of the Company's Constitution and will be seeking re-election as a Director upon at the forthcoming AGM to be held on 29 April 2025.

Article 98 of the Constitution of the Company requires, at each annual general meeting, at least one-third of the current directors (or the nearest number to one-third, if not a multiple of three) must retire by rotation and every director must retire from office at least once every three years.

Article 102 of the Constitution of the Company requires any newly appointed Director during the year to hold office only until the next AGM following his/her appointment and to be eligible for re-election but shall not be taken into account in determining the number of Directors who are retiring by rotation at each financial year.

The NC had recommended to the Board the re-election of Herry, Gillian and Angela. The NC had considered criteria such as diversity, composition, and each Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation and candour). The Board has endorsed the re-election as recommended by the NC and recommends the shareholders to approve their re-election as Directors. The details of the proposed resolutions on re-election of Directors are stipulated in the Notice of AGM.

Each member of the NC and of the Board recused themselves from deliberations in respect of the assessment of her/his re-appointment/re-election.

Report on CORPORATE GOVERNANCE

Additional Information of Retiring Directors seeking for Re-election

Pursuant to Rule 720(5) of the Catalist Rules, the additional information as set out in Appendix 7F of the Catalist Rules relating to the retiring Directors who are submitting themselves for re-election, is disclosed below and to be read in conjunction with their respective biographies under the sections entitled “Directors’ Profile” in the Annual Report:

	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
Date of Appointment	27 February 2024	18 June 2024	25 June 2024
Date of last re-appointment	30 April 2024	NA	NA
Age	43	37	54
Country of Principal Residence	Singapore	Singapore	Singapore
The Board’s comments on the re-appointment (including rationale, selection criteria, board diversity and the search and nomination process)	The re-election of Herry as Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his overall contribution and performance.	The re-election of Angela as Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, working experience and independence, as well as her contributions to the Board and Board Committees.	The re-election of Gillian as Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, working experience and independence, as well as her contributions to the Board and Board Committees.
Whether appointment is executive, and if so, the area of responsibility	Executive. Herry leads the Board and assume the roles and responsibilities as Chairman of the Company. As Chief Executive Officer of the Company, Herry oversees the Group’s strategic directions and corporate business expansion and he is responsible for business development and performance, growth charting and corporate planning of the Group.	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	- Executive Chairman and Chief Executive Officer - Member of Risk Committee	- Independent Non-Executive Director - Chairman of the Nominating and Remuneration and member of Audit and Risk Committees	- Lead Independent Non-Executive Director - Chairman of the Audit, and Risk Committees and member of Nominating and Remuneration Committees
Professional Qualifications	Please refer to “Directors’ Profile” section on pages 5 to 6 of this annual report		

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	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
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	Herry was an executive director of Lingholm Pte. Ltd., a wholly owned subsidiary of Lingholm Holdings Pte. Ltd. ("LHPL"), until he stepped down on 16 January 2024. LHPL is a controlling shareholder of the Company holding 22,804,430 shares representing 13.89% of the issued and paid-up capital of the Company. The directors and shareholders of LHPL are Mr Xia Junwei ("Mr Xia"), Ms Yuan Xiaohan and Zhang Zhi. Save as disclosed, Mr Pudjianto is not related to LHPL, its directors and shareholders.	Nil	Nil
Conflict of interests (including any competing business)	No	No	No
Working experience and occupation(s) during the past 10 years	Please refer to "Directors' Profile" section on pages 5 to 6 of this annual report		
Undertaking has been submitted to the listed issuer in the form of Appendix 7H under Rule 720(1) of the Catalist Rules	Yes	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	400,000 ordinary shares representing 0.24% of the total share capital of the Company
Past (for the last 5 years)	<u>Directorships</u> - Rent Tycoons Pte. Ltd. - Digicult Asia Pte. Ltd. - Lingholm Pte. Ltd. <u>Other Principal Commitments</u> Nil	<u>Directorships</u> - Yinda Pte. Ltd. - Yinda Technology Singapore Pte. Ltd. - Yinda Communication (Philippines), Inc. - Yinda Technology Malaysia Sdn. Bhd. - Yinda Technology (Thailand) Co., Ltd <u>Other Principal Commitments</u> Nil	<u>Directorships</u> - Mary Chia Holdings Limited <u>Other Principal Commitments</u> Nil

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	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
Present	<u>Directorships</u> - Global Agriculture Product Pte. Ltd. - Investagro Pte. Ltd. - SHF21 Pte. Ltd. - PT Commlink Solutions Indonesia <u>Other Principal Commitments</u> Nil	<u>Directorships</u> - Autagco Limited (fka Lifebrandz Ltd) <u>Other Principal Commitments</u> Nil	<u>Directorships</u> - UG Healthcare Corporation Limited <u>Other Principal Commitments</u> Nil
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No

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	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No

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	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or	No	No	No
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No

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	Herry Pudjianto	Wang Xiaolan	Ng Lee Eng
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

Independence of the Directors

As described under Principle 2 of this report, the Company has put in place a process to ensure the continuous monitoring of the independence of the Directors. Each Independent Director is required to complete a checklist annually to confirm his independence. Further, an Independent Director shall immediately disclose to the NC any relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of the Company. The NC is of the view that all Independent Directors are independent. During FY2024, there is no relationship or circumstance set forth in Provision 2.1 of the 2018 Code which puts the independence of the Independent Directors in question, save as disclosed under Principle 2 above.

Alternate Director

The Board does not, as a matter of practice, appoint alternate director.

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Review of Director's Time Commitment

The NC reviews and determines annually whether Directors, who have multiple board representations and other principal commitments, give sufficient time and attention to the affairs of the Company and adequately carry out his or her duties as a Director of the Company. The NC has considered and is of the view that it would not be appropriate to set a limit on the number of directorships that a Director may hold because Directors have different capabilities, and the nature of the organisations in which they hold appointments and the kind of board committees on which they serve are of different complexities. Further, the multiple board representations held presently by the Directors do not impede their respective performance in carrying out their duties to the Company. Each Director shall determine the demands of his competing directorships and obligations and assess the number of directorships he could hold and serve effectively.

All Directors are required to provide declarations of any changes in their other appointments and principal commitments, which are disseminated to all Board members. The NC, having taken into consideration (i) the attendance and contributions by the individual Directors during Board and Board Committee meetings; and (ii) results of the evaluation of the effectiveness of the Board and the Board Committees is of the opinion that the Directors have devoted sufficient time and attention to the affairs of the Company and is satisfied that the Directors have adequately discharged their duties in FY2024.

The Board recognises the contributions of its Directors who over time have developed deep insight into the Group's operations and industry and who are therefore able to provide valuable contributions to the Group. As such, the Board has not set a fixed term of office for any of its Directors.

The listed company directorships and principal commitments of each Director are set out below:

Director	Position	Present directorship in other listed companies	Present principal commitments* (other than the Group)
Herry	Executive Chairman and CEO	Nil	Nil
Zhang Zhi	Non-Independent Non-Executive Deputy Chairman	Nil	• Tianjin Chuangzhi Linghang Technology Co., Ltd • Tianjin China Petroleum Kunlun Gas Co., Ltd. • Tianjin Haigang Natural Gas Co., Ltd.
Gillian	Lead Independent Non-Executive Director	UG Healthcare Corporation Limited	Nil
Angela	Independent Non-Executive Director	Autagco Limited	Totm Technologies Limited

* "Principal Commitments" as defined in the Code include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

BOARD PERFORMANCE

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

The NC will periodically review the Board's performance based on objective performance criteria proposed by the NC and approved by the Board. The performance criteria do not change from year to year and where circumstances deem it necessary to change the criteria, the onus is on the Board to justify this decision. The Board has implemented a process to be carried out by the NC for assessing the effectiveness of the Board as a whole and its Board Committees and for assessing the contribution of each individual Director to the effective functioning of the Board. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as Director.

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Annually, a Board evaluation exercise is carried out by way of a board assessment checklist, which is circulated to the Board members for completion. The assessment covers areas such as Board Composition, Information to the Board, Board Procedures, Board Accountability, CEO/Top Management, Standards of Conduct, Risk Management and Internal Controls, Communication with Shareholders, Board Committee performance in relation to discharging their responsibilities set out in their respective terms of reference, and Director self-evaluation. Assessment parameters for each Director include their knowledge and abilities, attendance records at the meetings of the Board and Board Committees, and the intensity and quality of participation at meetings. The performance criteria do not change from year to year. Directors can also provide input on issues which do not fall under these categories, for instance, addressing specific areas where improvements can be made. Feedback and comments received from the Directors are reviewed by the NC, in consultation with the Chairman of the Board, to determine the actions required to improve the corporate governance of the Company and effectiveness of the Board as a whole.

Through the assessment, the performance of the Board, Board Committees and each Director was considered and how the Board as a whole adds value to the Company. The process identified areas where improvements can be made, allowing the Board and individual Director to direct more effort in those areas for achieving better performance of the Board and better effectiveness of individual Directors. The Board will act on the results of the performance assessment and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation of Directors may be sought.

The NC, having reviewed the overall performance of the Board and Board Committees in terms of its role and responsibilities and the conduct of its affairs as a whole for the financial year reported on, is of the view that the performance of the Board and Board Committees as a whole has been satisfactory. The NC, in assessing the contribution of an individual Director, has considered each Director's level of participation in discussions and attendance at Board and Board Committee meetings, his or her qualifications, skills, experience, expertise, knowledge and the time and effort dedicated to the Group's business and affairs. The NC is satisfied that sufficient time and attention has been given to the Group's business and affairs by the Directors. The NC is also satisfied that the current size and composition of the Board and Board Committees provide it with adequate ability to meet the existing scope of needs and the nature of business and operations of the Group. From time to time, the NC will review the appropriateness of the Board size, taking into consideration changes in the nature of the Group's businesses, the scope of operations, as well as changing regulatory requirements.

Each member of the NC abstains from voting on any resolutions and making any recommendation and or participating in discussion on matters in which he/she is interested.

The Board has not engaged any external consultant to conduct an assessment of the performance of the Board, the Board Committees and each individual Director. Where relevant, the NC will consider such an engagement.

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.

The Board has established a RC which comprises three (3) members, majority of whom, including the RC Chairman are Independent Non-Executive Directors. The members of the RC as at the date of this Report are as follows:

- | | |
|----------------------|---|
| • Angela (Chairman) | Independent Non-Executive Director |
| • Gillian (Member) | Lead Independent Non-Executive Director |
| • Zhang Zhi (Member) | Non-Independent Non-Executive Deputy Chairman |

The RC meets at least once a year. Meetings of the RC can also be in the form of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means without a member being in the physical presence of another member or members and participation in a meeting. The principal functions of the RC include, but are not limited to, the following:

- review and recommend to the Board on the general remuneration framework of the Directors and KMPs of the Company and its subsidiaries;

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- b) structure a significant and appropriate proportion of Executive Chairman and KMPs' remuneration so as to link rewards to corporate and individual performance to be aligned with the interests of shareholders and promote the long-term success of the Company;
- c) review the on-going appropriateness, attractiveness and relevance of the executive remuneration policy and other benefit programs including the terms of renewal for those executive directors whose current employment contracts will expire or had expired;
- d) determine, review and approve the design of all option plans, stock plans and/or other equity-based plans that the Company proposes to implement;
- e) review the remuneration of employees who are substantial shareholders (if any) or related to the Directors, the CEO and the Company's substantial shareholders; and
- f) review and recommend to the Board the eligibility of the Executive Chairman and KMPs under long-term incentive schemes and to evaluate the costs and benefits of such long-term incentive schemes.

The Company's compensation framework comprises fixed, variable pay and other benefits-in-kind. The Company subscribes to linking remuneration of the Executive Chairman and KMPs to corporate and individual performance. The RC and the Board will review the reward systems of the Group on an annual basis to ensure that the remuneration packages and systems are put in place to motivate and reward employees and align their interests to maximise long-term shareholders' value.

The RC will review and recommend to the Board a framework of remuneration for the Directors and KMPs, and determine specific remuneration packages for each Director and KMP. The recommendations of the RC are submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, termination terms, share-based incentives and awards and other benefits-in-kind shall be overseen by the RC. The RC will also review the remuneration received by KMPs. Except for the payment in lieu of notice as provided for under the service agreements entered into with respective Executive Chairman and KMP, no compensation or damages are payable by the Company to them in respect of their respective termination in accordance with the terms of the service agreement. There are no other termination, retirement and post-employment benefits granted to the Directors, the CEO or any KMPs. Currently, contractual provisions are not used that would allow the Company to reclaim incentive components of remuneration from the Executive Chairman and KMPs. In exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company and the Group, the Company believes that there are alternative legal avenues to these specific contractual provisions that will enable the Company to recover financial losses arising from such exceptional events from the Executive Chairman and KMPs. The RC would review such contractual provisions as and when necessary. The RC aims to be fair and avoid rewarding poor performance.

Each member of the RC shall abstain from voting on any resolutions or making any recommendations and/or participating in the deliberations of the RC in respect of the remuneration package granted to him/her or someone related to him/her.

The RC may from time to time, where necessary or required, seek advice from external consultants in framing the remuneration policy and determining the level and mix of remuneration for the Directors and the Management, so that the Group remains competitive in this regard. No external remuneration consultant has been engaged for FY2024.

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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.

In setting the remuneration package of the Executive Chairman, the Company takes into consideration the existing remuneration and employment conditions and makes a comparative study of the packages of Executive Chairmen in comparable companies/industries as well as the Group's sustained performance. The RC ensures that the level and structure of remuneration of the Executive Chairman and KMPs are aligned with the long-term interest and risk policies of the Company, as well as the ability of such remuneration structures to attract, retain and motivate Executive Chairman and KMPs to provide good stewardship and management of the Company.

The Non-Executive Directors' remuneration takes into account the efforts and time spent, and responsibilities of the Directors. These Directors do not have service contracts and they are paid fixed base Directors' fee and an additional fixed fee for serving on any of the Board Committees. The RC recommends the payment of such fees in accordance with the contributions and responsibilities of the Non-Executive Directors, which will then be endorsed by the Board and subject to approval by the shareholders of the Company at the AGM. Such fees are payable quarterly in arrears. The Company recognises the need to pay competitive fees to attract, motivate and retain Directors without being excessive to the extent that their independence might be compromised.

The Executive Chairman does not receive Director's fees but are remunerated as member of the management team. The remuneration packages of the Executive Chairman and KMPs comprise a basic salary component and a variable component which is the annual bonus based on the performance of the Group as a whole and their individual performance.

The Company has also entered into separate employment contracts with KMP which provides for remuneration payable to them, annual leave entitlement and termination agreements.

Having reviewed and considered the variable components of the Executive Chairman and the KMPs, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss.

In addition, the Executive Chairman owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Chairman 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.

For the financial years ending on or after 31 December 2024, Rule 1204(10D) of the SGX Listing Rules (Catalist) requires issuers to disclose in their annual reports, the names, exact amounts and breakdown of remuneration paid to each individual director and the CEO by the issuer and its subsidiaries. Such breakdown must include (in percentage terms) base or fixed salary, variable or performance-related income or bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives.

The Company has also disclosed its remuneration policy and criteria for setting remuneration, as well as the relationship between remuneration, performance and value creation (see Principle 7: Procedures for Developing Remuneration Policies). Each Director is required to abstain from deliberating and voting on his/her own remuneration.

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Directors' Remuneration

Details of the remuneration for each Director and CEO for FY2024 are disclosed below:

Name of Director/CEO	Salary S\$	Benefits S\$	Bonus S\$	Directors' Fee (FY2024) S\$	Total S\$
Herry ⁽¹⁾	111,571	11,940	–	–	123,511
Zhang Zhi ⁽²⁾	–	–	–	21,600	21,600
Dato' Low Koon Poh ⁽³⁾	15,172	–	–	–	15,172
Dato' Alvin Joseph Nesakumar ⁽⁴⁾	51,130	6,333	–	–	57,463
Mr Harry Ng Weng Sui ⁽⁵⁾	–	–	–	13,292	13,292
Mr Kesavan Nair ⁽⁶⁾	–	–	–	9,969	9,969
Mr Tan Sri Ahmad Bin Mohd Don ⁽⁷⁾	–	–	–	7,200	7,200
Ms Carmen Ng Yau Kuen ⁽⁸⁾	–	–	–	5,143	5,143
Wai Meng ⁽⁹⁾	–	–	–	24,290	24,290
Angela ⁽¹⁰⁾	–	–	–	15,429	15,429
Gillian ⁽¹¹⁾	–	–	–	19,833	19,833

Notes:

- (1) Herry was appointed Executive Chairman and CEO on 27 February 2024.
- (2) Zhang Zhi was appointed as Non-Independent Non-Executive Deputy Chairman on 1 April 2024.
- (3) Dato' Low Koon Poh resigned as Executive Chairman and CEO of the Company on 27 February 2024.
- (4) Dato' Alvin Joseph Nesakumar resigned as Executive Director and Chief Commercial Officer of the Company on 31 July 2024.
- (5) Mr Harry Ng Weng Sui resigned as Lead Independent Non-Executive Director of the Company on 30 April 2024.
- (6) Mr Kesavan Nair retired as Independent Non-Executive Director of the Company on 30 April 2024.
- (7) Mr Tan Sri Ahmad Bin Mohd Don resigned as Independent Non-Executive Director of the Company on 31 March 2024.
- (8) Mr Carmen Ng Yau Kuen resigned as Independent Non-Executive Director of the Company on 27 February 2024.
- (9) Wai Meng was appointed as Independent Non-Executive Director on 27 February 2024 and resigned on 14 January 2025.
- (10) Angela was appointed as Independent Non-Executive Director of the Company on 18 June 2024.
- (11) Gillian was appointed as Lead Independent Non-Executive Director of the Company on 25 June 2024.

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KMP's remuneration

The Company adopts a remuneration policy for staff that is responsive to market elements and performance of the Company and business segments respectively.

The 2018 Code recommends the Company to disclose the remuneration of at least the top five (5) KMPs, who are not directors or CEO of the Company. For FY2024, the Company had two (2) KMPs (who is not a director or CEO of the Company). A breakdown of the level and mix of remuneration of the Group's KMP's (who are not Directors or the CEO) for FY2024 are as follows:

Name	Salary (%)	Benefits (%)	Payment in Lieu of notice (%)	Bonus (%)	Total (%)
Up to S\$250,000					
Edward Chen Boon Pok	89	11	–	–	100
Loo Sow Kuen	89	11	–	–	100

The annual aggregate remuneration paid to the top two (2) KMPs (who are not Directors or the CEO) of the Group for FY2024 is S\$201,370.

Other than disclosed above, there were no employees who are substantial shareholders of the Company or are immediate family members of a Director or the CEO or a substantial shareholder of the Company and whose remuneration exceeds S\$100,000 during the financial period under review.

The Company does not have any share scheme or share plan. The RC and the Board will constantly evaluate and assess adoption of any new share-based compensation scheme or long-term incentive plan, with the aim of enhancing the link between rewards and corporate and individual performance.

During FY2024, the RC had reviewed the compensation and remuneration packages of all Directors and KMPs and believes that the remuneration of Directors and KMPs commensurate with their respective performance roles and responsibilities, giving due consideration to the financial and commercial health and business needs of the Company. The RC has recommended to the Board and the Board has approved the remuneration of the Directors and the KMPs.

The Board has also approved the RC's recommendation for the Directors' fees of S\$124,800 for FY2025. The fees are subject to the approval of shareholders at the AGM.

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board acknowledges that it is responsible for the governance of risks and the overall internal control framework but recognises that no cost-effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against the occurrence of material errors or poor judgment in decision-making.

The Board, assisted by the Risk Committee, reviews annually and ensures that a sound system of risk management and internal controls is maintained by the Group to safeguard Shareholders' interests and the Group's assets and determines the nature and extent of the significant risks which the Group is willing to take in achieving its strategic objectives.

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As at the date of this Report, the Risk Committee comprises the following members:

- | | |
|----------------------|---|
| • Gillian (Chairman) | Lead Independent Non-Executive Director |
| • Herry | Executive Chairman and CEO |
| • Zhang Zhi | Non-Independent Non-Executive Deputy Chairman |
| • Angela | Independent Non-Executive Director |

The Risk Committee assumes the responsibility of the risk management function and oversees the overall adequacy and effectiveness of the Group's risk management systems and procedures. The Management reviews the Group's business and operational activities regularly to identify areas of significant risks as well as appropriate measures to control and mitigate these risks. The Management will also be responsible for ensuring that the risk management framework is effectively implemented within all areas of the respective business units. All significant matters will be highlighted to the Risk Committee and the Board.

On an annual basis, the Company engages internal auditors to formulate an internal audit plan and conduct an internal audit review of the Group's operations and approved by the AC.

The AC has appointed Crowe Governance Sdn. Bhd. as internal auditors ("IA") of the Company to perform a review of the internal controls of the Group in accordance with the Standards for the Professional Practice of Internal Auditing laid down by the International Professional Practices Framework issued by the Institute of Internal Auditors. Crowe Governance Sdn. Bhd. is a well-established firm with vast experience in areas, including internal audit. The engagement team assigned comprises of 3 members and the director-in-charge, Mr Amos Law, who is a Certified Internal Auditor, has more than 24 years of experience performing internal audits for listed companies in Singapore. The AC has assessed and is satisfied that the IA function of the Group is independent and the internal auditors have adequate resources to perform its function effectively and is staffed by qualified and experienced professionals with the relevant experience. Accordingly, the Company is in compliance with Rule 1204(10C) of the Catalist Rules.

The AC will review annually, the adequacy and effectiveness of the IA function. For FY2024, the internal audit reviewed on (i) human resources and payroll processing; and (ii) procurement to payment under Back to Life Sdn. Bhd., Subsequent to the review, the IA will report its findings to the AC and will propose recommendations to enhance the Group's internal controls and to resolve any instances of inadequate internal control processes. The Management is responsible for the implementation of the various recommendations and will report the progress of implementation to the AC.

The AC has reviewed the scope and findings of the internal audit performed by the IA during FY2024 and the Management's responses thereto; and noted that there were no material internal control weaknesses that were identified by the internal auditors in their course of audit for FY2024. The Management has addressed all internal audit findings and taken steps to implement the recommendations put forth in the IA report for FY2024.

The Management is committed to and has taken steps to remediate any material weaknesses identified during the course of internal audit and continue to review and evaluate its internal controls over financial reporting and operations.

The external auditors will also highlight to the AC any major control weaknesses on financial reporting identified in the course of the statutory audit, if any.

As part of the Group's continuous efforts to ensure that its risk management systems and internal controls are adequate and effective, the Company is not only working towards strengthening the existing policies by conducting regular reviews to ensure that they remain relevant but is also implementing new ones where necessary to meet challenges brought on by a changing business environment.

The AC and the Board had received assurance from (i) the CEO and the Chief Financial Officer that to the best of their knowledge, the Group's financial records as at 31 December 2024 have been properly maintained and the financial statements for FY2024 give a true and fair view of the Company's operations and finances; and (ii) the CEO and KMP that the Company's risk management and internal control systems are adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance and information technology risks. In providing such assurance, the CEO and KMP had evaluated the effectiveness of the Company's internal controls and had discussed with the Company's external and internal auditors of their reporting points and noted that there are no significant deficiencies in the design or operation of internal controls or material weaknesses identified which are outstanding and which could adversely affect the Company.

Report on CORPORATE GOVERNANCE

Based on the abovementioned assurances, framework of risk management and internal controls established and maintained by the Group, work performed by the external and internal auditors, as well as regular reviews performed by the Management and various Board Committees, the Board, with the concurrence of the AC, is of the view that the Group's internal controls addressing financial, operational, compliance and information technology controls and risk management systems are adequate and effective as at 31 December 2024.

An overview of the key risks, the extent of the Group's exposure and the approach to managing these risks are set out on pages 102 to 109 of the Annual Report.

AUDIT COMMITTEE

Principle 10 – The Board has an Audit Committee (“AC”) which discharges its duties objectively.

As at date of this Report, the AC comprises three (3) members, majority of whom, including the AC Chairman, are Independent Non-Executive Directors. The members of the AC are as follows:

- | | |
|----------------------|---|
| • Gillian (Chairman) | Lead Independent Non-Executive Director |
| • Angela (Member) | Independent Non-Executive Director |
| • Zhang Zhi (Member) | Non-Independent Non-Executive Deputy Chairman |

No former partner or director of the Company's current auditing firm or auditing corporation is a member of the AC. The Board considers Gillian who has extensive and practical accounting and financial management knowledge and experience, well qualified to chair the AC. The Board is of the view that the members of the AC have sufficient accounting and/or financial management expertise and experience to discharge the AC's functions given their experience as directors and/or senior management in accounting and financial fields.

The AC meets periodically to perform the following functions:

- review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcement relating to the Company's financial performance;
- review the annual and quarterly financial statements and results announcements before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, key audit matters, significant adjustments arising from the audit, going concern basis of the Company, compliance with accounting standards as well as compliance with the Catalist Rules and other relevant statutory/regulatory requirements;
- review the key financial risk areas, with a view to provide independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNET;
- monitor the use of proceeds raised;
- review the assurance from the CEO and the CFO on the financial records and financial statements;
- review with the external auditors, the audit plans, their evaluation of the system of internal controls, their audit report, their management letter, Management's response and results of audits compiled by the external auditors;
- make recommendation to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- review the internal controls and procedures and ensure coordination between the external auditors, internal auditors and Management, and review the assistance given by Management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management where necessary);

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CORPORATE GOVERNANCE

- i) review and discuss with the external auditors and internal auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;
- j) review and report to the Board at least annually the adequacy and effectiveness of the Company's risk management systems and internal controls, including financial, operational, compliance and information technology controls (such review can be carried out internally or with the assistance of any competent third parties);
- k) review the adequacy, effectiveness, independence, scope and results of the internal audit function at least annually;
- l) review with the internal auditors the internal audit plans and their evaluation of the adequacy of the internal controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in annual report (where necessary);
- m) review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules;
- n) review potential conflict of interest (if any) and to set out a framework to resolve or mitigate any potential conflict of interests;
- o) review and establish procedures for receipt, retention and treatment of complaints received by the Group, inter alia, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group, and to ensure that arrangements are in place for independent investigations of such matter and for appropriate follow-up, pursuant to the Company's whistle-blowing policy;
- p) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- q) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

In line with the terms of reference of the AC, the following activities were carried out by the AC during FY2024 in the discharge of its functions and duties including the deliberation and review of:

- (a) the unaudited quarterly and full year financial results of the Group, and announcements prior to submission to the Board for approval and release of the results via SGXNET;
- (b) Group budget and cash flow projections;
- (c) the internal and external audit plans in terms of their scope prior to their commencement;
- (d) the external auditors' report in relation to audit and accounting issues arising from the audit and meeting with the external auditors without presence of the executive board members and the Management;
- (e) cooperation given by the Management to the external and internal auditors;
- (f) the internal audit findings report including internal control processes and procedures;
- (g) assurance letter from the CEO and CFO on the proper maintenance of the financial records and the integrity of the financial statements of the Group;
- (h) the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls and reporting the findings to the Board;
- (i) the independence, adequacy and effectiveness of the Group's internal audit function;
- (j) the audited financial statements of the Group and of the Company prior to submission to the Board for consideration and approval;

Report on CORPORATE GOVERNANCE

- (k) the external audit and internal audit fees for FY2024 and recommended to the Board for approval;
- (l) the quality of the external auditors across a number of evaluation criteria, including measures of relevance and quality of its work as well as its level of independence; and re-appointment of the external auditors and recommended to the Board for approval;
- (m) audit fees paid / payable to the external auditors of the group including non-audit fees and nature of non-audit services;
- (n) interested person transactions falling within scope of Chapter 9 of the Catalist Rules and any potential conflict of interests; and
- (o) the whistle-blowing policy of the Group and procedures by which employees of the Group and any other persons could report the possible improprieties to the AC Chairman.

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position. Each member of the AC will abstain from voting in respect of matters in which he/she is interested.

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

Independent meeting with external and internal auditors

The AC also meets with the internal and external auditors without the presence of the Management at least once a year to obtain feedback on the competency and adequacy of the finance function, to review the assistance given by the Management to internal and external auditors and to ascertain if there are any material weaknesses or control deficiencies in the Group's financial and operational systems. The external auditors were also invited to be present at AC meetings held during FY2024 to, inter alia, answer or clarify any matter on cooperation from management, accounting and auditing of internal controls.

AC's commentary on key audit matters

The AC has discussed with the Management and the external auditors on significant issues as well as the reasonableness of the key assumptions including significant judgments and key estimates used that impact the financial statements. In line with the recommendations by Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and SGX-ST, the AC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on Key Audit Matter ("**KAM**").

In addition, significant matter that was discussed with Management and the external auditors have been included as KAM in the audit report for FY2024 on page 51 of the Annual Report. In assessing the KAM, the AC took into consideration the approach and methodology applied, as well as the reasonableness of the estimates and key assumptions used. The AC concluded that Management's accounting treatment and estimates in the KAM were appropriate.

External Auditors and Audit Fees

During the year, the AC conducted a review of the scope and results of the audit by Forvis Mazars LLP, adequacy of the resources, experience and competence of the engagement partner and key team members in handling the audit and their cost effectiveness, as well as their independence and objectivity. The AC has also undertaken a review of the volume and nature of the non-audit services provided by Forvis Mazars LLP to the Group. The aggregate amount of audit and non-audit fees paid and/or payable to Forvis Mazars LLP and its overseas affiliates for FY2024 amounted to approximately S\$138,271 and S\$4,878 respectively. The non-audit fee is in relation to tax services rendered. The AC is satisfied neither their independence nor their objectivity was put at risk, and that they were able to meet the audit requirements and statutory obligations of the Company. Forvis Mazars LLP also provided a confirmation of their independence to the AC. Accordingly, the AC is satisfied that Rules 712 and 715 of the Catalist Rules are complied with. The AC has recommended the appointment of Messrs CLA Global TS Public Accounting Corporation as the Company's auditors in place of Messrs Forvis Mazars LLP who will be retiring as auditors of the Company at the forthcoming AGM. Details on which are set out in a separate Appendix dated 14 April 2025.

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CORPORATE GOVERNANCE

The external auditors have unrestricted access to the AC.

The AC takes measures to keep abreast of the changes to accounting standards and issues which have impact on the Group's financial statements, with training conducted by professionals or external consultants. In FY2024, the AC was briefed and updated by the external auditors on the changes or amendments to the accounting standards and its corresponding impact on the financial statements, if any.

Whistle-blowing policy

The Company has in place a whistle-blowing policy ("**Policy**"). This Policy provides well-defined and accessible channels in the Group through which employees and stakeholders may raise concerns, any possible improprieties in matters of unethical behaviour, malpractices, illegal acts, or other matters with respect of failure to comply with regulatory requirements, in confidence and in good faith, without fear of reprisals, discrimination or adverse consequences, at the earliest opportunity, and in an appropriate way, to the Management and/or the AC Chairman, where applicable. For possible improprieties in matters related to financial reporting, internal controls or auditing, the matter may be reported to the AC Chairman. All information received will be treated confidentially and the identity of whistle-blowers will be protected. The details of the Policy (including contact details of channels of reporting) for raising concerns have been communicated to all our employees through staff notice boards and contact details are made available in the Policy.

The AC oversees the administration of the Policy and ensures that all concerns to be raised are independently investigated and appropriate follow-up actions are carried out. The Company provides assurance that employees will be protected from reprisal within the limits of the law or victimisation for whistle blowing in good faith. Anonymous reporting will also be attended to, and anonymity honoured. The Policy is reviewed by the AC from time to time to ensure that it remains relevant.

The AC reports to the Board on such matters at the Board meetings. Should the AC receive reports relating to serious offences and/or criminal activities in the Group, the AC and the Board have access to the appropriate external advice where necessary.

There were no whistle-blowing reports reported for FY2024.

Internal Audit

The Company has outsourced the internal audit function to Crowe Governance Sdn. Bhd. who will report to the AC. The AC approves the hiring, removal, evaluation and compensation of the internal auditors and the internal auditors have unrestricted access to all the Company's documents, records, properties and personnel, and reports directly to the AC on audit matters.

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.

Shareholders are encouraged to participate during the general meetings. Shareholders are informed of Shareholders' meetings through notices contained in annual reports or circulars sent to all Shareholders. These notices are also posted onto the SGXNET, the Company's website and/or published in the local newspapers.

Any notice of general meeting consisting of only ordinary resolutions is issued at least 14 calendar days before the scheduled date of the meeting while a notice of general meeting containing special resolution is issued at least 21 calendar days before the scheduled date of the meeting. All shareholders (other than a relevant intermediary as defined under Section 181 of the Companies Act) can appoint up to two (2) proxies to attend, vote and speak at general meeting in his stead. The Company allows relevant intermediaries to appoint more than two (2) proxies so that shareholders who hold shares through such corporations can attend and participate in general meetings as proxies.

Report on CORPORATE GOVERNANCE

The Company tables separate resolutions at general meetings for each distinct issues for approval by shareholders unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are “bundled”, the company explains the reasons and material implications in the notice of meeting. Each item of special business included in the notice of the meeting is accompanied, where appropriate, by an explanation for the proposed resolution. A proxy form is sent with the notice of general meeting to the Shareholders. The Company will put all resolutions to vote by poll and make an announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages for general meetings.

At the Company’s general meetings, all Directors will be present and shareholders are given the opportunity to voice their views and ask Directors, in particular the chairman of the Board Committees or the Management questions regarding the Company’s business activities or financial performance. In addition to the Board, the external auditors are also invited to attend the AGMs to assist the Directors in addressing shareholders’ queries about the conduct of audit and the preparation and contents of the auditors’ report. Shareholders will also be given the opportunity to submit questions prior to the forthcoming AGM. The Management and the Board will respond to all substantial and comments and queries relevant to the business to be transacted at the forthcoming AGM within a reasonable timeframe prior to the forthcoming AGM and in any case, no later than forty-eight (48) hours before the closing of date and time for the lodgement of proxy forms, through publication on the SGXNet and the Company’s corporate website.

The forthcoming AGM will be convened and held in a wholly physical format at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542 on Tuesday, 29 April 2025. There will be no option for Shareholders to participate virtually. Shareholders are entitled to attend the AGM and are given the opportunity to participate effectively in and vote at the AGM. The Company will conduct voting by poll at the forthcoming AGM in the presence of independent scrutineer. All shareholders will receive the notice of AGM and the notice will also be advertised in the newspaper.

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. In this connection, the Company has not amended its Constitution to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the identity of the shareholders through the web is not compromised.

The Company Secretary prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and the Management. The minutes are made available on the Company’s website as soon as practicable. The Company will publish the minutes of the AGM and EGM held on 29 April 2025 within one month from the conclusion of the said AGM.

Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of declaration and payment of future dividends on shares of the Company that the Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors outlined below as well as other factors deemed relevant by the Directors:

1. the level of cash and retained earnings;
2. actual and projected financial performance;
3. projected levels of capital expenditure and expansion plans;
4. working capital requirements and general financing needs and conditions; and
5. restrictions on payment of dividend imposed to the Company (if any).

The Board has not declared or recommended a dividend for FY2024 as the Group recorded a loss from its continuing operations in FY2024.

Report on CORPORATE GOVERNANCE

SHAREHOLDER ENGAGEMENT

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.

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.

The Company's dedicated internal Investor Relations ("IR") team is tasked with and focuses on facilitating effective and fair communication between the Company and its Shareholders by regularly conveying pertinent information to Shareholders, attend to their queries as well as to keep Shareholders apprised of the Group's corporate developments and financial performance.

In presenting the annual financial statements and quarterly results announcements to the Shareholders of the Company, it is the aim of the Board to provide the Shareholders with a balanced and understandable assessment of the Group's financial performance, financial position and business prospects. The financial performance and annual reports are announced or issued within the mandatory period under the Catalist Rules and are available on the Company's website.

The Company does not practice selective disclosure, and price sensitive information is publicly released on an immediate basis pursuant to the Catalist Rules. Shareholders, investors and analysts are kept informed of the major developments of the Company on a timely basis through various means of communication as follows:

- (a) announcements and press releases (with contact details for investors to channel their comments or queries) via SGXNET;
- (b) annual reports and notice of AGM issued to all shareholders;
- (c) price sensitive information, significant transactions or matters are communicated to shareholders via SGXNET; and
- (d) the Company's website at www.medi-lifestyle.com.

The IR team, together with the Management, will conduct roadshows, participate in investor seminars and conferences, analyst meetings to keep the market, shareholders and investors apprised of relevant information, to enable them to have a better understanding of the business, latest developments and financial performance of the Group. The Company makes available its briefing materials to analysts and the media through press releases which are released on SGXNET and its corporate website, with contact details for investors to channel their comments and queries.

The Company solicits feedback from and addresses the concerns of Shareholders (including institutional and retail investors) by email via a dedicated investor relations email: jeysie.wong@medi-lifestyle.com or in writing to the Company's headquarter located in Singapore. The Company also attends to shareholders' queries made via telephone.

The Company undertakes a formal stakeholder engagement exercise, such as formal and informal meetings, surveys, site visits, and feedback channels to identify material stakeholder groups which include shareholders, regulators, employees, suppliers and customers as well as the local communities. The Group has identified the environmental, social and governance factors that are important to these stakeholders. These factors form the materiality matrix upon which targets, metrics, programs and progress are reviewed by and approved by the Board, before they are published annually in our sustainability report. Further details can be found in our sustainability report for the year ended 31 December 2024 which will be released by 30 April 2025.

For the forthcoming AGM, shareholders may submit their questions relating to the resolutions set out in the notice of the AGM in advance of the lodgement of the proxy forms for the AGM or during the AGM. All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM received before the cut-off date will be addressed and published via SGXNET and on the Company's website before the deadline for submission of proxy forms. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM. The detailed information on the submission of questions has been specified in the notice of AGM.

Report on CORPORATE GOVERNANCE

INTERESTED PERSON TRANSACTION (“IPTs”)

The AC is satisfied that the review procedures for IPTs and the reviews to be made periodically by the AC in relation thereto are adequate to ensure that the IPTs will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. All IPTs are subject to review by the AC to ensure compliance with the established procedures. In the event that a member of the AC is involved in any IPT, he will abstain from reviewing that particular transaction.

The Group does not have a general mandate from shareholders for IPTs pursuant to Rule 920(1)(a)(ii) of the Catalist Rules.

During FY2024, the Company entered into the following IPTs:

- (i) the loan agreement dated 27 February 2024 with LHPL whereby LHPL has agreed to provide the Company with a non-interest-bearing loan of S\$1.30 million which has been fully disbursed;
- (ii) the loan agreement dated 1 November 2024 with LHPL whereby LHPL has agreed to provide the Company with a non-interest-bearing loan of S\$2.10 million which has been fully disbursed; and
- (iii) the debt conversion deed dated 9 December 2024 with LHPL to convert an aggregate amount of approximately S\$3.2 million owing by the Company to LHPL into 213,965,134 new ordinary shares in the capital of the Company at the conversion price of S\$0.015 for each share.

The respective announcements were released on 27 February 2024, 4 November 2024 and 10 December 2024 respectively. Save as disclosed, there were no IPTs entered into by the Group which exceeds S\$100,000 in value during the financial year under review.

DEALINGS IN SECURITIES

In line with Rule 1204(19) of the Catalist Rules on dealings in securities, the Company has in place a policy prohibiting share dealings by Directors, officers and employees of the Group during the period commencing two (2) weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year, and one (1) month before the full financial year, as the case may be, and ending on the date of the announcement of the relevant results. This has been made known to Directors, officers and employees of the Group. They are also reminded to observe the insider trading laws at all times even when dealing in securities within permitted trading period. Directors, officers and employees of the Group are also prohibited from dealing in the Company’s shares on short-term considerations or when they are in possession of unpublished price-sensitive information.

Directors are required to notify the Company of their securities dealings within two (2) business days of such dealings and the Company shall disseminate the notifications received to the market via SGXNET within one (1) business day of receiving such notifications.

MATERIAL CONTRACTS

Save for the service agreement entered into between the Executive Chairman and the Company as well as the loan agreements dated 27 February 2024 and 1 November 2024, and the debt conversion deed dated 9 December 2024 with LHPL, there are no other material contracts or loans entered into by or taken up by the Company or its subsidiaries involving the interest of any Director or controlling shareholder which are either still subsisting as at the end of FY2024 or if not then subsisting, entered into since the end of the previous financial year.

NON-SPONSORSHIP FEES

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid to the Company’s Sponsor, SAC Capital Private Limited, during the financial year under review.

USE OF PROCEEDS

Please refer to the Company’s announcement dated 26 February 2025. No such proceeds outstanding.

Directors’ STATEMENT

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Medi Lifestyle Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2024.

1. Opinion of the Directors

In the opinion of the Directors,

- a) 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 31 December 2024 and the financial performance, changes in equity and cash flows of the Group and the statement of changes in equity of the Company for the financial year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

2. Directors

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

Executive chairman and chief executive officer

Herry Pudjianto

Non-independent non-executive deputy chairman

Zhang Zhi

Independent non-executive directors

Ng Lee Eng (Appointed on 25 June 2024)

Wang Xiaolan (Appointed on 18 June 2024)

3. Arrangements to enable director to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects were, or one of the objects was, 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, except as disclosed in paragraphs 4 and 5 below.

Directors' STATEMENT

4. Directors' interests in shares and debentures

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

Name of Directors	Shareholdings registered in name of Directors		Shareholdings in which Directors are deemed to have an interest	
	At beginning of financial year or date of appointment	At end of financial year	At beginning of financial year or date of appointment	At end of financial year
The Company				
<u>(Ordinary shares)</u>				
Ng Lee Eng (Appointed on 25 June 2024)	400,000	400,000	–	–
Zhang Zhi ⁽¹⁾ (Appointed on 1 April 2024)	–	–	–	22,804,430
Dato' Low Koon Poh (Resigned on 27 February 2024)	2,804,430	–	–	–
Ng Weng Sui Harry (Resigned on 30 April 2024)	30,000	30,000	–	–

⁽¹⁾ Zhang Zhi is deemed interested in 22,804,430 shares by virtue of his 25% shareholding in Lingholm Holdings Pte Ltd.

The Directors' interests in the shares of the Company at 21 January 2025 were the same as at 31 December 2024.

5. Share options

(a) Options to take up unissued shares

During the financial year, no option to take up unissued shares of the Company or any corporation in the Group was granted.

(b) Options exercised

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

(c) Unissued shares under option

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

Directors' STATEMENT

6. Audit committee

The Audit Committee of the Company (“AC”) at the date of this statement are as follows:

Ng Lee Eng	(Lead independent director)	(Appointed on 25 June 2024)
Wang Xiaolan	(Independent director)	(Appointed on 18 June 2024)
Zhang Zhi	(Non-independent director)	

The AC has convened four meetings during the year with key management and the internal and external auditors of the Company.

The AC carried out its functions in accordance with Section 201B (5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the AC:

- (i) reviewed the audit plan and results of the external audit, the independence and objectivity of the external auditors, including, where applicable, the review of the nature and extent of non-audit services provided by the external auditors to the Group;
- (ii) reviewed the audit plans of the internal auditors of the Group and their evaluation of the adequacy of the Group’s system of internal accounting controls;
- (iii) reviewed the Group’s annual financial statements and the external auditors’ report on the annual financial statements of the Group and of the Company before their submission to the board of directors;
- (iv) reviewed the quarterly, half-yearly and annual announcements on the results of the Group and financial position of the Group and of the Company;
- (v) reviewed and assessed the adequacy of the Group’s risk management processes;
- (vi) reviewed and checked the Group’s compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;
- (vii) reviewed interested person transactions in accordance with SGX listing rules;
- (viii) reviewed the nomination of external auditors and gave approval of their compensation; and
- (ix) submitted report of actions and minutes of the audit committee to the board of directors with any recommendations as the audit committee deems appropriate.

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

Further details regarding the AC are disclosed in the Report of Corporate Governance included in the Annual Report of the Company.

On behalf of the Board of Directors

Herry Pudjianto
Director

Singapore
28 March 2025

Ng Lee Eng
Director

Independent AUDITORS' REPORT

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of Medi Lifestyle Limited (the “**Company**”) and its subsidiaries (the “**Group**”) which comprise the statements of financial position of the Group and of the Company as at 31 December 2024, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group, and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of material accounting policy information, as set out on pages 55 to 111.

In our opinion, the accompanying financial statements of the Group and the statements of financial position and changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)s**”) so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of the financial performance, changes in equity and cash flows of the Group and statement of changes in equity of the Company for the financial 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 *Auditors’ Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“**ACRA**”) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (“**ACRA code**”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the accompanying financial statements, which indicates that as at 31 December 2024, the Group was in a capital deficiency position of RM1.6 million and its current liabilities exceeded its current assets by RM1.4 million. In addition, the Group incurred a net loss of RM5.3 million and net operating cash outflow of RM6.5 million for the financial year then ended. The Company had a capital deficiency position of RM1.7 million and net current liabilities position of RM1.3 million as of 31 December 2024. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern.

The ability of the Group and the Company to continue as a going concern is dependent on the undertaking of its substantial corporate shareholder to provide continuing financial support to enable the Group and the Company to meet its liabilities as and when they fall due. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Independent AUDITORS' REPORT

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements (Continued)

Key Audit Matters (Continued)

Matter	Audit response
Impairment of investments in subsidiaries (refer to Note 3.2 and Note 14 to the financial statements)	
As at 31 December 2024, the carrying amount of the Company's investments in subsidiaries was RM Nil (31 December 2023: RM Nil). During the financial year ended 31 December 2024, an impairment loss of RM4,029,672 (2023: RM9,543,191) was recognised on the quasi loans to subsidiaries. For the cost of investments in subsidiaries and loans deemed as investments in subsidiaries, the management assessed whether there are indicators of impairment. Where such indications exist, the cost of investments in subsidiaries and loans deemed as investments in subsidiaries are required to be tested for impairment. Subsequent to identifying such indicators, management applied SFRS(I) 1-36 <i>Impairment of Assets</i> to determine the recoverable amounts of the investments in subsidiaries and loans deemed as investments in subsidiaries. In determining the recoverable amounts, the management has applied the value in use approach. The determination of impairment of investments in subsidiaries involves significant judgement, which may have significant impact on the financial statements.	Our audit procedures included, and were not limited to, the following: • We reviewed the management's assessment for any indication of impairment on its investments in subsidiaries; • We reviewed the reasonableness of the methodology, key inputs and assumptions applied by management in determining the recoverable amounts with reference to SFRS(I) 1-36, for subsidiaries which have shown indications of impairment; and • We reviewed the completeness and appropriateness of corresponding disclosures made in the financial statements.

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and the independent auditors' report thereon, which we obtained prior to the date of this report.

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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this report, we conclude that there is a misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent AUDITORS' REPORT

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements (Continued)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditors' 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 auditors' 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

Independent **AUDITORS' REPORT**

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements (Continued)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

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 financial year and are therefore the key audit matters. We describe these matters in our auditors' 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 the subsidiary entities 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 auditors' report is Mr Ooi Chee Keong.

FORVIS MAZARS LLP

Public Accountants and
Chartered Accountants

Singapore
28 March 2025

Consolidated Statement of Profit or Loss AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	Note	2024 RM	2023 RM
Revenue	4	1,842,875	1,943,000
Cost of sales		(2,054,589)	(1,788,674)
Gross (loss)/profit		(211,714)	154,326
Other operating income	5	552,886	289,494
Administrative expenses		(4,990,432)	(6,371,160)
Other operating expenses		(195,713)	(401,908)
Allowance for expected credit losses on trade receivables	7	(6,358)	(202,434)
Finance costs	6	(479,431)	(659,626)
Loss before income tax	7	(5,330,762)	(7,191,308)
Income tax	8	(10,578)	(3,270)
Loss for the year		(5,341,340)	(7,194,578)
Other comprehensive loss, net of tax			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		385,154	(109,324)
Total other comprehensive loss for the year		(4,956,186)	(7,303,902)
Loss per share attributable to owners of the Company			
Basic and Diluted (Malaysian sen per share)	10	(3.66)	(8.29)

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

Statements of FINANCIAL POSITION

As at 31 December 2024

		Group		Company	
	Note	2024	2023	2024	2023
		RM	RM	RM	RM
ASSETS					
Non-current assets					
Plant and equipment	11	95,113	166,709	–	–
Right-of-use assets	12	–	93,169	–	–
Intangible assets	13	–	–	–	–
Investments in subsidiaries	14	–	–	–	–
Amount due from subsidiaries	15	–	–	–	–
Total non-current assets		95,113	259,878	–	–
Current assets					
Cash and cash equivalents	16	1,067,076	106,106	912,566	9,851
Trade receivables	17	100,229	201,826	–	–
Other receivables and prepayments	18	446,941	237,488	216,137	25,072
Inventories	19	148,296	6,202	–	–
Total current assets		1,762,542	551,622	1,128,703	34,923
Total assets		1,857,655	811,500	1,128,703	34,923
EQUITY AND LIABILITIES					
Equity					
Share capital	20	136,573,900	132,132,319	136,573,900	132,132,319
Treasury shares	21	(38,268)	(38,268)	(38,268)	(38,268)
Currency translation reserve	22	252,992	(132,162)	794,142	88,648
Capital reserve	23	14,420,037	6,277,324	14,420,037	6,277,324
Accumulated losses		(152,800,584)	(147,459,244)	(153,422,385)	(144,316,030)
Total capital deficiency		(1,591,923)	(9,220,031)	(1,672,574)	(5,856,007)
Non-current liability					
Borrowings	25	328,252	1,225,360	328,252	1,225,360
Total non-current liability		328,252	1,225,360	328,252	1,225,360
Current liabilities					
Borrowings	25	1,239,606	2,481,849	1,239,606	2,481,849
Trade payables	26	–	9,141	–	–
Other payables	27	1,613,523	6,133,552	991,397	2,183,721
Contract liabilities	28	41,273	34,948	–	–
Lease liabilities	24	–	137,039	–	–
Amount due to a subsidiary	15	–	–	33,194	–
Amount due to a shareholder	29	208,828	–	208,828	–
Income tax payable		18,096	9,642	–	–
Total current liabilities		3,121,326	8,806,171	2,473,025	4,665,570
Total liabilities		3,449,578	10,031,531	2,801,277	5,890,930
Total equity and liabilities		1,857,655	811,500	1,128,703	34,923

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

Statements of CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Share capital RM	Treasury shares RM	Capital reserve RM	Currency translation reserve RM	Accumulated losses RM	Total RM
Group						
Balance at 1 January 2023	127,721,429	(38,268)	3,892,952	(22,838)	(140,264,666)	(8,711,391)
<i>Total comprehensive loss for the year:</i>						
Loss for the year	-	-	-	-	(7,194,578)	(7,194,578)
Exchange differences on translating foreign operations	-	-	-	(109,324)	-	(109,324)
Total	-	-	-	(109,324)	(7,194,578)	(7,303,902)
<i>Transactions with owners:</i>						
Issuance of shares (Note 20)	4,478,177	-	-	-	-	4,478,177
Share issuance costs (Note 20)	(67,287)	-	-	-	-	(67,287)
Issuance of convertible bonds (Note 23)	-	-	2,384,372	-	-	2,384,372
Total	4,410,890	-	2,384,372	-	-	6,795,262
Balance at 31 December 2023	132,132,319	(38,268)	6,277,324	(132,162)	(147,459,244)	(9,220,031)
<i>Total comprehensive loss for the year:</i>						
Loss for the year	-	-	-	-	(5,341,340)	(5,341,340)
Exchange differences on translating foreign operations	-	-	-	385,154	-	385,154
Total	-	-	-	385,154	(5,341,340)	(4,956,186)
<i>Transactions with owners:</i>						
Issuance of shares by conversion of convertible bonds (Note 20 and Note 23)	2,384,372	-	(2,384,372)	-	-	-
Issuance of shares by conversion of convertible loan notes (Note 20)	2,139,745	-	-	-	-	2,139,745
Share issuance costs (Note 20)	(82,536)	-	-	-	-	(82,536)
Execution of debt conversion deed (Note 23)	-	-	10,527,085	-	-	10,527,085
Total	4,441,581	-	8,142,713	-	-	12,584,294
Balance at 31 December 2024	136,573,900	(38,268)	14,420,037	252,992	(152,800,584)	(1,591,923)

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

Statements of CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Share capital RM	Treasury shares RM	Capital reserve RM	Currency translation reserve RM	Accumulated losses RM	Total RM
Company						
Balance at 1 January 2023	127,721,429	(38,268)	3,892,952	254,620	(130,241,275)	1,589,458
Loss for the year, representing total comprehensive loss for the year	-	-	-	(165,972)	(14,074,755)	(14,240,727)
<i>Transactions with owners:</i>						
Issuance of shares (Note 20)	4,478,177	-	-	-	-	4,478,177
Shares issuance costs (Note 20)	(67,287)	-	-	-	-	(67,287)
Issuance of convertible bonds (Note 23)	-	-	2,384,372	-	-	2,384,372
Balance at 31 December 2023	132,132,319	(38,268)	6,277,324	88,648	(144,316,030)	(5,856,007)
Loss for the year, representing total comprehensive loss for the year	-	-	-	705,494	(9,106,355)	(8,400,861)
<i>Transactions with owners:</i>						
Issuance of shares by conversion of convertible bonds (Note 20 and Note 23)	2,384,372	-	(2,384,372)	-	-	-
Issuance of shares by conversion of convertible loan notes (Note 20)	2,139,745	-	-	-	-	2,139,745
Shares issuance costs (Note 20)	(82,536)	-	-	-	-	(82,536)
Execution of debt conversion deed (Note 23)	-	-	10,527,085	-	-	10,527,085
Balance at 31 December 2024	136,573,900	(38,268)	14,420,037	794,142	(153,422,385)	(1,672,574)

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

Consolidated STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

	Note	2024 RM	2023 RM
Operating activities			
Loss before tax		(5,330,762)	(7,191,308)
Adjustments for:			
- Depreciation of plant and equipment	11	71,237	85,478
- Depreciation of right-of-use assets	12	91,580	263,933
- Loss in fair value of hybrid financial instruments	7	195,713	171,162
- Plant and equipment written off	11	–	12,834
- Allowance for expected credit losses on trade receivables	17	6,358	202,434
- Impairment of inventories	19	–	10,602
- Impairment of intangible assets	13	–	200,000
- Interest expense	6	479,431	659,626
Operating cash flows before movements in working capital		(4,486,443)	(5,585,239)
- Inventories		(142,094)	19,784
- Trade and other receivables and prepayments		(142,165)	210,491
- Trade and other payables		(1,771,618)	(1,385,244)
- Contract liabilities		6,325	(66,425)
Cash used in operating activities		(6,535,995)	(6,806,633)
Income tax paid		(1,281)	–
Net cash used in operating activities		(6,537,276)	(6,806,633)
Investing activity			
Purchase of plant and equipment		–	(24,832)
Net cash used in investing activity		–	(24,832)
Financing activities			
Repayment of lease liabilities		(138,687)	(321,719)
Proceeds from issuance of convertible bonds		–	6,964,040
Proceeds from issuance of convertible loans		–	348,202
Proceeds from loans		–	1,392,808
Loan from shareholder	23	8,462,400	–
Repayment of loans		–	(1,044,606)
Repayment of convertible loans		–	(522,303)
Payment of share issuance cost		(82,536)	(67,287)
Interest paid		(698,886)	(373,442)
Net cash generated from financing activities		7,542,291	6,375,693
Net increase/(decrease) in cash and cash equivalents		1,005,015	(455,772)
Cash and cash equivalents at beginning of the year		106,106	510,064
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies		(44,045)	51,814
Cash and cash equivalents at end of the year	16	1,067,076	106,106

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

Consolidated STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

Reconciliation of liabilities arising from financing activities

	Other payables ⁽¹⁾ RM	Borrowings (Note 25) RM	Lease liabilities (Note 24) RM	Amount due to a shareholder (Note 29) RM	Total RM
Balance at 1 January 2023	1,924,527	3,103,460	424,592	–	5,452,579
Changes from financing cash flows					
Proceeds	–	1,741,010	–	–	1,741,010
Repayment	–	(1,566,909)	(321,719)	–	(1,888,628)
Interest paid	(168,965)	(204,477)	–	–	(373,442)
Non-cash changes					
Fair value adjustment	–	171,162	–	–	171,162
Interest expenses	373,878	270,365	15,383	–	659,626
Foreign exchange movement	28,471	192,598	18,783	–	239,852
Balance at 31 December 2023	2,157,911	3,707,209	137,039	–	6,002,159
Changes from financing cash flows					
Loan from shareholder	–	–	–	8,462,400	8,462,400
Repayment	–	–	(138,687)	–	(138,687)
Interest paid	(551,286)	(147,600)	–	–	(698,886)
Non-cash changes					
Fair value adjustment	–	195,713	–	–	195,713
Conversion to share	–	(2,139,745)	–	–	(2,139,745)
Interest expenses	312,919	164,805	1,707	–	479,431
Novation of payable	(1,873,204)	–	–	1,873,204	–
Payment on behalf	–	–	–	400,309	400,309
Execution of debt conversion deed	–	–	–	(10,527,085)	(10,527,085)
Foreign exchange movement	(27,401)	(212,524)	(59)	–	(239,984)
Balance at 31 December 2024	18,939	1,567,858	–	208,828	1,795,625

⁽¹⁾ Other payables presented only represent interest payable and amount owing to director.

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

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General

Medi Lifestyle Limited (“**the Company**”) (Registration No. 201117734D) is incorporated in Singapore with its principal place of business at Unit 100.3.015, 129 Offices, Block J, Jaya One, 72A Jalan Profesor Diraja Ungku Aziz, Section 13, 46200 Petaling Jaya, Selangor, Malaysia and registered office at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619.

The Company was admitted to the Catalist Board of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 25 October 2011.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 14 to the financial statements.

The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2024 were authorised for issue by the Board of Directors on 28 March 2025.

Going Concern

As at 31 December 2024, the Group was in a capital deficiency position of RM1.6 million and its current liabilities exceeded its current assets by RM1.4 million. In addition, the Group incurred a net loss of RM5.3 million and net operating cash outflow of RM6.5 million for the financial year then ended. The Company had a capital deficiency position of RM1.7 million and net current liabilities position of RM1.3 million as of 31 December 2024. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern.

The ability of the Group and the Company to continue as going concern is dependent on the undertaking of its substantial corporate shareholder to provide continuing financial support to enable the Group and the Company to meet their liabilities as and when they fall due. Notwithstanding the existence of these factors, the financial statements of the Group and the Company have been prepared on a going concern basis.

The events or conditions set out above indicate that a material uncertainty exists that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern. If the going concern assumption is no longer appropriate, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which may differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may have to reclassify non-current assets and liabilities as current assets and liabilities, respectively. Such adjustments have not been made to these financial statements.

2. Summary of material accounting policies

2.1 Basis of preparation

The financial statements of the Group, and the statement of financial position and statement of changes in equity of the Company have been drawn up in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) (“**SFRS(I)s**”) including related Interpretations of SFRS(I) (“**SFRS(I) INTs**”) and are prepared on the historical cost basis, except as disclosed in the accounting policies below.

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The functional currency of the Company is Singapore Dollar (“**S\$**”) while the consolidated financial statements of the Group and the statement of financial position and changes in equity of the Company are presented in Malaysian Ringgit (“**RM**”).

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.1 Basis of preparation (Continued)

In the current year, the Group has adopted all the new and revised SFRS(I)s and SFRS(I) INTs that are relevant to its operations and effective for annual periods beginning on or after 1 January 2024. The adoption of these new or revised SFRS(I)s and SFRS(I) INTs did not result in changes to the Group's and Company's accounting policies, and has no material effect on the current or prior year's financial statement and is not expected to have a material effect on future periods.

SFRS(I) and SFRS(I) INT issued but not yet effective

At the date of authorisation of these statements, the following SFRS(I) and SFRS(I) INT that are relevant to the Group were issued but not yet effective:

SFRS (I)	Title	Effective date (annual periods beginning on or after)
SFRS(I) 1-21, SFRS(I) 1	Amendments to SFRS(I) 1-21: <i>Lack of Exchangeability</i>	1 January 2025
SFRS(I) 9, SFRS(I) 7	Amendments to SFRS(I) 9 and SFRS(I) 7: <i>Amendments to the Classification and Measurement of Financial Statements</i>	1 January 2026
Various	Annual improvements to SFRS(I)s - Volume 11	1 January 2026
SFRS(I) 18	Presentation and Disclosure in Financial Statements	1 January 2027
SFRS(I) 19	Subsidiaries without public accountability: Disclosures	1 January 2027
SFRS(I) 9, SFRS(I) 7	Amendments to SFRS(I) 9 and SFRS(I) 7: <i>Contracts Referencing Nature-dependent Electricity</i>	1 January 2026
SFRS(I) 10, SFRS(I) 1-28	Amendments to SFRS(I) 10 and SFRS(I) 1-28: <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

Consequential amendments were also made to various standards as a result of these new/revised standards.

The Group does not intend to early adopt any of the above new/revised standards, interpretations and amendments to the existing standards. Management anticipates that the adoption of the aforementioned revised/new standards, with the exception of SFRS(I) 18 Presentation and Disclosure in Financial Statements, will not have a material impact on the financial statements of the Group and Company in the period of their initial adoption.

SFRS(I) 18, effective for annual periods beginning on or after 1 January 2027, replaces SFRS(I) 1-1 Presentation of Financial Statements and introduces new requirements for presentation and disclosure in financial statements. SFRS(I) 18 mandates a new structure for the statement of profit or loss and also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. As a consequential result of SFRS(I) 18 requirements, all entities are required to use the operating profit subtotal, instead of profit or loss, as the starting point for presenting operating cash flows under the indirect method. The classification of cash flows from dividends and interests in either operating, investing and financing cash flows is also fixed.

SFRS(I) 18 will apply retrospectively. The Group is still in the process of assessing the corresponding impact on the primary financial statements and notes to the financial statements.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.2 Basis of consolidation

The financial statements of the Group comprise the financial statements of the Company and its subsidiaries. Subsidiaries are entities (including structured entities) (i) over which the Group has power and the Group is (ii) able to use such power to (iii) affect its exposure, or rights, to variable returns from then through its involvement with them.

The Group reassesses whether it controls the subsidiaries if facts and circumstance indicate that there are changes to the one or more of the three elements of control.

When the Group has less than a majority of the voting rights of an investee, it still has power over the investee when the voting rights are sufficient, after considering all relevant facts and circumstances, to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers, among others, the extent of its voting rights relative to the size and dispersion of holdings of the other vote holders, currently exercisable substantive potential voting rights held by all parties, rights arising from contractual arrangements and voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intra-group assets and liabilities, equity, income, expenses and cashflows relating to intragroup transactions are eliminated on consolidation.

The financial statements of the subsidiaries used in the preparation of the financial statements are prepared for the same reporting date as that of the Company. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

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

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to accumulated profits) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 *Financial Instruments* ("SFRS(I) 9") or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

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

2.3 Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method when the acquired set of activities and assets constitute a business. When determining the acquired set of activities and assets constitute a business, the Group assesses whether the acquired set of activities and assets includes, at a minimum, an input and substantive process, which together contribute to the creation of outputs.

The Group has the option to apply a "concentration test" as a simplified assessment to determine whether an acquired set of activities and assets is not a business. The Group makes the election separately for each transaction or other event. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.3 Business combinations (Continued)

The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. For each business combination, the Group determines whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share in the recognised amounts of the acquiree's identifiable net assets. Acquisition-related costs are recognised in profit or loss as incurred and included in administrative expenses.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 *Business Combinations* ("SFRS(I) 3") are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held-for-sale in accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations* ("SFRS(I) 5"), which are recognised and measured at the lower of cost and fair value less costs to sell.

The Group recognises any contingent consideration to be transferred for the acquiree at the fair value on the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement shall be accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of SFRS(I) 9, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with SFRS(I) 9. Other contingent consideration that is not within the scope of SFRS(I) 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits* respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with SFRS(I) 2 *Share-based Payment*; and
- assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year.

Goodwill arising on acquisition is recognised as an asset at the acquisition date and is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer previously held equity interest (if any) in the entity over net acquisition-date fair value amounts of the identifiable assets acquired and the liabilities assumed.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.3 Business combinations (Continued)

If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit (including the goodwill), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The attributable amount of goodwill is included in the determination of gain or loss on disposal of the subsidiary or jointly controlled entity.

2.4 Revenue recognition

The Group recognises revenue from the following sources:

Healthcare sector

Rendering of services – Confinement and postnatal care services

The Group provides pre- and post-natal care services and consultancy, including but not limited to dietary programs, confinement nannies, confinement baby daycare, traditional post-natal massage, ante natal and post-natal classes, baby care products and post-natal nursing centres. Such services are recognised as a performance obligation satisfied over time. Revenue is recognised when the services are rendered.

Rendering of services – Chiropractic and physiotherapy services

Revenue from rendering of services that are of short duration is recognised at a point in time when the Group satisfies a performance obligation by transferring control of a promised service to the customer. Revenue from rendering of packaged services is recognised overtime by reference to the usage of packaged sales of the transaction at the balance sheet date determined by services performed to date to the total packaged sales. Free services represent promised services under the main packaged services and a portion of the transaction price from the main service contracts are allocated to these free services. Revenue of free services is recognised at a point in time upon the completion of chiropractic and physiotherapy procedures rendered to the customers. Advances received relate to the Group's obligation to provide goods and services to customers for which the Group has received advances from customers.

Sales of goods

Revenue from sales of goods is recognised when the control of the goods have been transferred to the customer. Revenue is measured at the fair value of the consideration received or receivable, net of discounts and taxes applicable to the revenue.

Outsource services sector

Rendering of services - Human resource and payroll services

Revenue from other fee-based services, such as provision of payroll services, is recognised when the services are provided to the corporate customer.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.4 Revenue recognition (Continued)

Rendering of services - Permanent placement services

Revenue from professional recruitment, which is based on a percentage of the candidate's remuneration on package, is recognised upon successful placement of the candidate for a permanent position with the client.

Commodity trading sector

Revenue from agricultural commodities trading, including coffee beans and derivatives of palm oil, is recognised upon the successful execution and completion of the trade transaction, where the significant risks and rewards of ownership of the goods is transferred to customer. Revenue is measured at the fair value of the consideration received or receivable, net of discounts and taxes applicable to the revenue.

2.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.6 Retirement benefit costs

The Group participates in the defined contribution national pension schemes as provided by the laws of the countries in which it has operations.

The Singapore incorporated companies in the Group contribute to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund ("CPF"), are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan. Payments to defined contribution retirement benefit plans are charged to profit or loss in the period which contributions relate.

The Malaysia incorporated companies in the Group contribute to the State Pension Scheme, the Employees Provident Fund ("EPF"), a defined contribution plan regulated and managed by the Government of Malaysia, which applies to the majority of the employees. The contributions to EPF or other defined contribution plans are charged to the profit or loss in the period to which contributions relate.

2.7 Employee leave entitlements

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

2.8 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the financial year.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.8 Income tax (Continued)

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

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of deferred tax assets is reviewed at the end of each financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the financial year and based on the tax consequence that will follow from the manner in which the Group expects, at the end of the financial year, to recover or settle the carrying amounts of its assets and liabilities except for the investment properties where investment properties measured at fair value are presented to be recovered entirely through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

2.9 Dividends

Equity dividends are recognised as a liability when they become legally payable. Interim dividends are recorded in the financial year in which they are declared payable. Final dividends are recorded in the financial year in which dividends are approved by shareholders. A corresponding amount is recognised in equity.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.10 Foreign currency transactions and translation

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the financial year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the financial year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

Exchange differences relating to assets under construction for future productive use, are included in the cost of those assets where they are regarded as an adjustment to interest costs on foreign currency borrowings.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Malaysia Ringgit using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign currency translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.11 Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

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

Subsequent expenditure relating to plant and equipment is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.11 Plant and equipment (Continued)

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Production equipment	5 years
Plant and machinery	5 years
Computer and office equipment	3 to 5 years
Furniture, fittings and office renovation	4 to 10 years

No depreciation is charged on construction-in-progress as they are not yet in use as at the end of the financial year.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The estimated useful lives, residual values and depreciation methods are reviewed, and adjusted as appropriate, at the end of each financial year.

The gain or loss, being the difference between the sales proceeds and the carrying amount of the asset, arising on disposal or retirement of an item of plant and equipment is recognised in profit or loss. Any amount in the revaluation reserve relating to that asset is transferred to accumulated profits directly.

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

2.12 Intangible assets

Acquired intangible assets

Acquired intangible assets are initially measured at cost. The cost of intangible assets acquired in a business combination is initially measured at their fair value at the acquisition date. Subsequent to initial recognition, the intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses.

Acquired intangible assets have either finite or indefinite useful life.

Brand name and internet platform

Costs relating to e-Commerce platform to support the marketing and sales which are acquired are capitalised and amortised on a straight-line basis over their useful lives of 3 years when they are ready to use.

2.13 Impairment of tangible and intangible assets excluding goodwill

The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.13 Impairment of tangible and intangible assets excluding goodwill (Continued)

The recoverable amount of an asset or CGU is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (CGU) in prior financial years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.14 Financial instruments

The Group recognises a financial asset or a financial liability in its statement of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient, all financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. Such trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient are measured at transaction price as defined in SFRS(I) 15 *Revenue from Contracts with Customers* ("**SFRS(I) 15**") in Note 2.4.

The classification of the financial assets at initial recognition as subsequently measured at amortised cost, fair value through other comprehensive income ("**FVTOCI**") and fair value through profit or loss ("**FVTPL**") depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The Group's business model refers to how the Group manages its financial assets in order to generate cash flows which determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group determines whether the asset's contractual cash flows are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding to determine the classification of the financial assets.

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost include trade and other receivables and cash and cash equivalents.

Subsequent to initial recognition, the financial asset at amortised cost are measured using the effective interest method and is subject to impairment. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.14 Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, and recognised in interests income.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“**ECL**”) on financial assets measured at amortised cost and debt instruments measured at FVTOCI. At each reporting date, the Group assesses whether the credit risk on a financial asset has increased significantly since initial recognition by assessing the change in the risk of a default occurring over the expected life of the financial instrument. Where the financial asset is determined to have low credit risk at the reporting date, the Group assumes that the credit risk on financial assets has not increased significantly since initial recognition.

The Group uses reasonable and supportable forward-looking information that is available without undue cost or effort as well as past due information when determining whether credit risk has increased significantly since initial recognition.

Where the credit risk on that financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime ECL. Where the credit risk on that financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

The Group applies the simplified approach to recognise the ECL for trade receivables and contract assets, which is to measure the loss allowance at an amount equal to lifetime ECL. As a practical expedient, the Group uses an allowance matrix derived based on historical credit loss experience adjusted for current conditions and forecasts of future economic conditions for measuring ECL.

While they are not financial assets, contract assets arising from the Group’s contracts with customers under SFRS(I) 15 are assessed for impairment in accordance with SFRS(I) 9, similar to that of trade receivables.

The amount of ECL or reversal thereof that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in profit or loss.

The Group directly reduces the gross carrying amount of a financial asset when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

For details on the Group’s accounting policy for its impairment of financial assets, refer to Note 33.

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.14 Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivables.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Treasury shares

When shares recognised as equity are reacquired, the amount of consideration paid is recognised directly in equity. Reacquired shares are classified as treasury shares and presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale issue or cancellation of treasury shares.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to an employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve of the Company.

Financial liabilities

Initial recognition and measurement

All financial liabilities are initially measured at fair value, minus transaction costs, except for those financial liabilities classified as at fair value through profit or loss, which are initially measured at fair value.

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.14 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Initial recognition and measurement (Continued)

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition. Financial liabilities classified as at fair value through profit or loss comprise derivatives that are not designated or do not qualify for hedge accounting.

Other financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis. A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

Borrowings

Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see Note 2.5). A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

Convertible loan

The Group classifies its convertible loans in the following measurement categories:

- Compound financial instruments; and
- Hybrid financial instruments.

Compound financial instruments

Compound financial instruments comprise convertible loans denominated in Singapore dollar that can be converted to share capital once the preconditions are met, where the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion feature. The equity component is recognised initially at an amount which is the difference between the total proceeds of the compound financial instrument and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to the initial measurement, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the loans. The equity component of a compound financial instrument is not remeasured subsequently to initial recognition.

When the conversion occurs, the carrying amounts of both the liability and equity component of the compound financial instrument are transferred to share capital.

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.14 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Compound financial instruments (Continued)

A subsequent modification of terms of the liability component of a compound financial instrument shall be accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the liability component of a compound financial instrument extinguished and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognised in profit or loss.

Hybrid financial instrument

Non-redeemable convertible loans are hybrid instruments comprising a financial liability component and embedded derivative components. The instrument is designated as financial instrument that is carried at fair value through profit or loss in its entirety.

On issuance of the non-redeemable convertible loans, the instrument is recognised at its fair value which is based on the issuance proceeds.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire.

Offsetting of financial instruments

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

- (a) currently has a legally enforceable right to set-off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.16 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with financial institutions, bank overdrafts, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents exclude deposits pledged with the financial institutions as collateral and are presented net of bank overdrafts which are repayable on demand and which form an integral part of the Group's cash management.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.17 Leases

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

Where a contract contains more than one lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component. Where the contract contains non-lease components, the Group applied the practical expedient to not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group recognises a right-of-use asset and lease liability at the lease commencement date for all lease arrangement for which the Group is the lessee, except for leases which have lease term of 12 months or less and leases of low value assets for which the Group applied the recognition exemption allowed under SFRS(I) 16 *Leases*. For these leases, the Group recognises the lease payment on a straight-line basis over the term of the lease.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. When the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of plant and equipment. The right-of-use asset is also reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, where applicable.

Depreciation is charged over the lease term, using the straight-line method, on the following bases:

Integrated unit	3 years
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The right-of-use assets are presented as a separate line in the statement of financial position.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate.

The Group generally uses the incremental borrowing rate as the discount rate. To determine the incremental borrowing rate, the Group obtains a reference rate and makes certain adjustments to reflect the terms of the lease and the asset leased.

The lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments less any lease incentive receivable,
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable under a residual value guarantee,
- the exercise price under a purchase option that the Group is reasonably certain to exercise, and
- payments of penalties for terminating the lease if the Group is reasonably certain to terminate early and lease payments for an optional renewal period if the Group is reasonably certain to exercise an extension option.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.17 Leases (Continued)

The lease liability is measured at amortised cost using the effective interest method. The Group remeasures the lease liability when there is a change in the lease term due to a change in assessment of whether it will exercise a termination or extension or purchase option or due to a change in future lease payment resulting from a change in an index or a rate used to determine those payment.

Where there is a remeasurement of the lease liability, a corresponding adjustment is made to the right-of-use asset or in profit or loss where there is a further reduction in the measurement of the lease liability and the carrying amount of the right-of-use asset has been reduced to zero.

The Group as a lessor

Where a contract contains more than one lease and/or non-lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component.

At the lease commencement date, the Group assess and classify each lease as either an operating lease or a finance lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased assets to the lessee. All other leases are classified as operating leases.

Operating Leases

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows, which is discounted using a pre-tax discount rate.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss as they arise.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the chief executive officer who make strategic decisions. Additional disclosures on each of these segments are shown in Note 31, including the factors used to identify the reportable segments and the measurement basis of segment information.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Summary of material accounting policies (Continued)

2.20 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 expense, the grant is recognised as income in profit or loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, is expensed. Where the grant relates to an asset, the grant 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 instalment.

2.21 Contingencies

A contingent liability is:

- (i) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (ii) a present obligation that arises from past events but is not recognised because:
 - (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (b) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingencies are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair value can be reliably determined.

3. Critical accounting judgements and key sources of estimation uncertainty

The Group made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources in the application of the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be reasonable under the circumstances. Actual results may differ from the estimates.

3.1 Critical judgements made in applying the Group's accounting policies

Other than that disclosed in Note 1 and the key sources of estimation uncertainty as disclosed in Note 3.2 below, the Directors and the management are of the opinion that there are no critical judgement that management has made in the process of applying the Group's accounting policies which have the most significant effect on the amounts recognised in the financial statements.

3.2 Key sources of estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment review of plant and equipment and right-of-use assets

Plant and equipment and right-of-use assets are reviewed for impairment whenever there is any indication that the assets are impaired. If any such indication exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of the asset is estimated to determine the impairment loss.

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty (Continued)

Impairment review of plant and equipment and right-of-use assets (Continued)

The estimation of recoverable amount involves projection of future cash flows and use of an appropriate discount rate to discount the projected cash flows to net present value. These projections and discount rate are significant accounting estimates which can cause significant change in the carrying amount in the future should the estimates change. The Group has experienced the effects of challenging economic conditions in the Healthcare sector. Management has made significant estimates on the probability of the economic conditions improving in their projected cash flows.

The carrying amount of plant and equipment and right-of-use assets are disclosed in Note 11 and Note 12 to the financial statements, respectively.

Impairment of investments in subsidiaries

Management exercises their judgement in estimating the recoverable amounts of its investments in subsidiaries of the Company.

The recoverable amounts of the investments are reviewed at the end of each reporting period to determine whether there is any indication that those investments have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, management needs to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows.

The carrying amount of the Company's investment in subsidiaries is disclosed in Note 14 to the financial statements.

Calculation of loss allowance for trade receivables

The Group uses a provision matrix to measure ECL for trade receivables. The ECL rates are based on the Group's historical loss experience of the customers, for the last three years prior to the reporting date for various customer groups that are assessed by geographical locations, product types and internal ratings, adjusted for forward looking factors specific to the debtors and the economic environment which could affect the ability of the debtors to settle the trade receivables.

In considering the impact of the economic environment on the ECL rates, the Group assesses, for example, the gross domestic production growth rates of the countries (eg. Singapore and Malaysia) and the growth rates of the major industries in which its customers operate. The Group adjusts the allowance matrix at each reporting date. Such estimation of the ECL rates may not be representative of the actual default in the future. The expected loss allowance on the Group's trade receivables as at 31 December 2024 is RM286,649 (2023: RM783,952) (Note 33). Details of assumptions are disclosed in more detail in Note 33.

Fair value of convertible loans

Classification and measurement of convertible loans as compound financial instruments or hybrid financial instruments is based on the accounting policy as disclosed in Note 2.14. Significant judgement is required to assess whether the Group can settle the convertible loans by issuing a fixed number of shares in exchange for a fixed amount of cash ("**fixed for fixed criteria**") based on the terms and conditions of the respective convertible loan agreements.

Management has exercised judgement and assessed that part of the loans meet the fixed for fixed criteria and hence these are accounted for as compound financial instruments.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty (Continued)

Fair value of convertible loans (Continued)

Compound financial instrument

Compound financial instruments are measured at fair value at the initial recognition. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date. In respect of the liability component of convertible loans, the market rate of interest is determined with reference to similar liabilities that do not have a conversion option. The carrying amount of the Group's convertible loans are disclosed in Note 25 to the financial statements.

Hybrid financial instruments

Non-redeemable convertible loans are hybrid instruments comprising a financial liability component and embedded derivative components. The instrument is designed as financial instrument that is carried at fair value through profit or loss in its entirety. The Group has engaged external valuer to estimate the fair value of the convertible loans which were determined by applying the Monte Carlo method. The key inputs to the Monte Carlo method are the market value of share and probability of conversion. Management considered the appropriateness of the valuation technique and assumptions applied by external valuer. Further details on the borrowings are disclosed in Note 25 to the financial statements.

Provision for income taxes

The Group has exposure to income taxes in several jurisdictions of which a portion of these taxes arose from certain transactions and computations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities of expected tax issues based on their best estimates of the likely taxes due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax positions in the period in which such determination is made. The carrying amounts of the Group's and the Company's current tax payable as at 31 December 2024 was RM18,096 (2023: RM9,642) and RM Nil (2023: RM Nil) respectively.

Inventory valuation method

Inventory is valued at the lower of cost and net realisable value. Management reviews the Group's inventory levels in order to identify slow-moving and obsolete inventory and identifies items of inventory which have a market price, being the selling price quoted from the market of similar items, that is lower than its carrying amount. Management then estimates the amount of inventory loss as an allowance on inventory. Changes in demand levels, technological developments and pricing competition could affect the saleability and values of the inventory which could then consequentially impact the Group's results, cash flows and financial position. The carrying amount of the Group's inventories as at 31 December 2024 was RM148,296 (2023: RM6,202) (Note 19).

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

4. Revenue

The disaggregation of the Group's revenue for the year.

	Group	
	2024	2023
	RM	RM
Rendering of confinement centre services	–	390,125
Rendering of human resource and payroll services	–	53,200
Rendering of permanent placement services	538,874	940,123
Rendering of chiropractic & physiotherapy services	149,638	153,489
Sale of related products	143,445	406,063
Agricultural commodity trading	1,010,918	–
	<u>1,842,875</u>	<u>1,943,000</u>

The Group has applied the practical expedient permitted under SFRS(I) 15 for those performance obligations which are part of contracts that have an original expected duration of one year or less to not disclose the timing of satisfaction of these unsatisfied and partially unsatisfied performance obligation.

	Group	
	2024	2023
	RM	RM
<u>Timing of revenue recognition</u>		
Goods and services transferred at a point in time	1,842,875	1,499,675
Services transferred overtime	–	443,325
	<u>1,842,875</u>	<u>1,943,000</u>

5. Other operating income

	Group	
	2024	2023
	RM	RM
Interest income	20	1,752
Government grants	14,374	8,536
Rental income	116,021	255,470
Exchange gain realised	–	1,625
Exchange gain unrealised	–	4,642
Sundry income	312,274	17,469
Sale of consideration shares	110,197	–
	<u>552,886</u>	<u>289,494</u>

Sundry income mainly pertains to waiver of rental expenses of PJ confinement centre at SS2 Petaling Jaya, Malaysia by the landlord.

Sale of consideration shares pertains to net proceeds from the sale of the Company's shares, which were pledged as security for a profit guarantee from the sellers during the acquisition of HealthPro Life Sdn. Bhd., in previous financial years, which is now discharged as HealthPro Life Sdn. Bhd. was unable to meet the profit target.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

6. Finance costs

	Group	
	2024	2023
	RM	RM
Interest on lease liabilities (Note 24)	1,707	15,383
Interest on borrowings	477,724	644,243
	<u>479,431</u>	<u>659,626</u>

7. Loss before income tax

The following charges were included in the determination of the loss before income tax:

	Group	
	2024	2023
	RM	RM
Directors' remuneration	719,691	555,835
Directors' fees	440,686	464,471
Employee benefits expense (including Directors' remuneration and Directors' fees)	2,689,673	2,418,239
Defined contribution plans	288,166	315,845
Employee benefit expense recognised as cost of sales	807,445	1,184,558
Depreciation of right-of-use-assets	91,580	263,933
Depreciation of plant and equipment	71,237	85,478
Plant and equipment written off	–	12,834
Impairment of inventories	–	10,602
Impairment of intangible assets	–	200,000
Loss in fair value of hybrid financial instruments	195,713	171,162
Allowance for expected credit losses on trade receivables	6,358	202,434
Audit fees:		
- Auditors of the Company	473,253	311,830
Non-audit fees:		
- Auditors of the Company	<u>16,697</u>	<u>43,598</u>

8. Income tax expense

	Group	
	2024	2023
	RM	RM
Current income tax		
- Current tax expense	4,302	2,058
- Underprovision in prior financial year	<u>6,276</u>	<u>1,212</u>

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8. Income tax expense (Continued)

The income tax on the results of the financial year varies from the amount of income tax determined by applying the Malaysia statutory rate of income tax on the results of the respective companies in the Group. The total income tax expense for the year can be reconciled to the accounting loss as follows:

	Group	
	2024	2023
	RM	RM
Loss before tax:	(5,330,762)	(7,191,308)
Tax at the domestic income tax rate of 24% in Malaysia (2023: 24%)	(1,279,383)	(1,725,914)
Expenses not deductible for tax purposes	190,576	270,351
Income not subject to tax	(129,267)	(113,430)
Effect of tax losses not allowed to be carried forward	567,574	518,353
Effect of different tax rates of subsidiaries operating in other jurisdictions	403,139	787,294
Deferred tax assets not recognised	258,875	270,351
Tax concessions	(7,212)	(4,947)
Underprovision in prior financial year	6,276	1,212
	10,578	3,270

Subject to the agreement by the tax authorities, at the end of the reporting period, the Group has unutilised tax losses of RM6,544,787 (2023: RM5,466,141), and unabsorbed capital allowance of RM295,433 (2023: RM295,433). No deferred tax asset has been recognised due to the unpredictability of future profit streams.

9. Dividends

No dividends were declared and paid to shareholders in 2024 and 2023.

10. Loss per share

Loss per share is calculated by dividing the Group's net loss attributable to the owners of the Company for the year by the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2024	2023
Weighted average number of ordinary shares for purposes of basic loss per share ⁽¹⁾	146,032,544	86,793,267
Attributable to the owners of the Company:		
Loss for the year (RM)	(5,341,340)	(7,194,578)
Basic and Diluted loss per share (Malaysian sen)	(3.66)	(8.29)

⁽¹⁾ The weighted average number of ordinary shares has been adjusted for the financial year ended 31 December 2024 and 2023 to take into effect the new issuance of share capital.

The outstanding dilutive potential ordinary shares are not included in the calculation of diluted earnings per share because they are antidilutive for the year ended 31 December 2024.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

11. Plant and equipment

<u>Group</u>	Production equipment RM	Plant and machinery RM	Computer and office equipment RM	Furniture, fittings and office renovation RM	Construction -in-progress RM	Total RM
Cost:						
At 1 January 2023	172,966	680,826	154,193	302,729	36,227	1,346,941
Additions	-	-	23,532	1,300	-	24,832
Written off	-	-	-	(27,500)	-	(27,500)
Reclassification	-	-	36,227	-	(36,227)	-
Currency translation difference	-	239	556	-	-	795
At 31 December 2023	172,966	681,065	214,508	276,529	-	1,345,068
Currency translation difference	-	(251)	(584)	-	-	(835)
At 31 December 2024	172,966	680,814	213,924	276,529	-	1,344,233
Accumulated depreciation:						
At 1 January 2023	24,123	670,063	69,784	64,564	-	828,534
Depreciation for the year	34,593	6,086	22,228	22,571	-	85,478
Written off	-	-	-	(14,666)	-	(14,666)
Currency translation difference	-	145	457	-	-	602
At 31 December 2023	58,716	676,294	92,469	72,469	-	899,948
Depreciation for the year	34,593	4,759	17,262	14,623	-	71,237
Currency translation difference	-	(239)	(237)	-	-	(476)
At 31 December 2024	93,309	680,814	109,494	87,092	-	970,709

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

11. Plant and equipment (Continued)

<u>Group</u>	Production equipment RM	Plant and machinery RM	Computer and office equipment RM	Furniture, fittings and office renovation RM	Construction -in-progress RM	Total RM
Impairment:						
At 1 January 2023	-	-	73,812	186,485	18,114	278,411
Reclassification	-	-	18,114	-	(18,114)	-
At 31 December 2023 and 2024	-	-	91,926	186,485	-	278,411
Carrying amount:						
At 31 December 2024	79,657	-	12,504	2,952	-	95,113
At 31 December 2023	114,250	4,771	30,113	17,575	-	166,709

The cash outflow on acquisition of plant and equipment amounted to RM Nil (2023: RM24,832). The net carrying amounts of plant and equipment of RM95,113 (2023: RM166,709).

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

12. Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the financial year:

	Integrated units RM
Group	
Cost:	
At 1 January 2023	833,601
Currency translation difference	37,031
At 31 December 2023	870,632
Derecognition	(870,632)
At 31 December 2024	–
Accumulated depreciation:	
At 1 January 2023	442,510
Depreciation for the year	263,933
Currency translation difference	25,116
At 31 December 2023	731,559
Depreciation for the year	91,580
Currency translation difference	1,589
Derecognition	(824,728)
At 31 December 2024	–
Accumulated impairment:	
At 1 January and 31 December 2023	45,904
Derecognition	(45,904)
At 31 December 2024	–
Carrying amount:	
At 31 December 2024	–
At 31 December 2023	93,169

During the financial year, all lease contracts had expired and there were no renewal nor extension of lease contracts requiring recognition as a right-of-use asset. The Group had total cash outflows for leases of RM138,687 during the financial year ended 31 December 2024 (2023: RM321,719).

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FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13. Intangible assets

	Brand name & internet platform RM
Group	
Cost:	
At 1 January 2023, 31 December 2023 and 2024	200,000
Amortisation:	
At 1 January 2023, 31 December 2023 and 2024	–
Accumulated impairment:	
At 1 January 2023	–
Impairment during the year	200,000
At 31 December 2023 and 2024	200,000
Carrying amount:	
At 31 December 2023 and 2024	–

In financial year 2021, the Group has launched a genetic screening service for Malaysia and Singapore markets under the brand name, Qodify where the intangible asset represents the purchase of brand name and internet platform from Malaysia Genomics Resources Berhad, a listed company in Malaysia.

In view of prevailing business economics, the Group has suspended the marketing and sales efforts of Qodify and future cash flows from this business is indeterminate. In addition, the e-Commerce platform is a customised application for Qodify and as such is unlikely to have a resale value. In view of the above, management had fully impaired the Group's intangible asset in financial year 2023.

14. Investments in subsidiaries

	Company	
	2024	2023
	RM	RM
Unquoted equity shares, at cost	411	411
Quasi loans to subsidiaries	35,814,736	31,953,000
Allowance for impairment	(34,868,324)	(30,415,068)
Currency translation difference	(946,823)	(1,538,343)
	–	–

Quasi loans to subsidiaries were non-trade in nature, unsecured and interest-free. The settlement of the amounts was neither planned nor likely to occur in the foreseeable future. These amounts were in substance part of the entity's net investment in the subsidiaries. As of 31 December 2024, the Company recorded quasi loans to subsidiaries of RM35,814,736 (2023: RM31,953,000).

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For the financial year ended 31 December 2024

14. Investments in subsidiaries (Continued)

Movement in the allowance for impairment:

	Company	
	2024	2023
	RM	RM
Balance at beginning of the year	(30,415,068)	(20,628,008)
Allowance for impairment	(4,029,672)	(9,543,191)
Currency translation difference	(423,584)	(243,869)
Balance at end of the year	<u>(34,868,324)</u>	<u>(30,415,068)</u>

During the year, an assessment is made on whether there are indicators that the Company's investments are impaired. Management performed an assessment of impairment in investments in subsidiaries based on the operating and financial performance of the subsidiaries. The recoverable amount of the subsidiaries is measured at its value in use on a cash-generating unit ("CGUs") basis or on a subsidiary. During the financial year ended 31 December 2024, an impairment loss of RM Nil (2023: RM411) and RM4,029,672 (2023: RM9,543,191) was recognised on unquoted equity shares, at cost and quasi loans to subsidiaries respectively.

Key assumptions used in the value in use calculations are:

- (i) Growth rate – The forecasted growth rate is based on the forecasted growth rate relevant to the environment where the subsidiaries operate in.
- (ii) Terminal value growth rate – The terminal growth rate is determined based on management's estimate of the long-term industry growth rate.
- (iii) Discount rates – The discount rates used are based on the weighted average cost of the capital, adjusted for the specific circumstances of the subsidiaries and based on management's experience, and re-grossed back to arrive the pre-tax rates.

Key assumptions on which management has based its cash flow projections for the respective periods of the CGU are as follows:

	2024	2023
Growth rate	2.0%	1.9%-2.0%
Terminal value growth rate	2.0%	1.9%-2.0%
Discount rates	<u>7.0% -10.7%</u>	<u>11.2%-12.2%</u>

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FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Investments in subsidiaries (Continued)

Details of the Company's subsidiaries at 31 December 2024 are as follows:

Name of subsidiaries / Place of incorporation and operation	Principal activity	Proportion of ownership interest and voting power held	
		2024	2023
		%	%
HealthPro Group (S) Pte. Ltd. ⁽¹⁾	Investment holding company in Singapore.	100	100
HealthPro Group (M) Sdn. Bhd. ⁽²⁾	Investment holding company in Malaysia.	100	100
<u>Held by HealthPro Group (S) Pte. Ltd.</u>			
Global Agriculture Product Pte. Ltd. ⁽¹⁾ (Formerly known as HealthPro Pharma Pte. Ltd.)	Trading of agricultural commodities.	100	100
Impact BPO Services Pte. Ltd. ⁽¹⁾	Employment agencies.	100	100
<u>Held by HealthPro Group (M) Sdn. Bhd.</u>			
HealthPro Life Sdn. Bhd. ⁽²⁾	Rendering confinement and postnatal care services and sale of related products.	100	100
Back to Life Sdn. Bhd. ⁽²⁾	Provision of chiropractic, physical therapy and alternative medicine services.	100	100
HealthPro Marketing Sdn. Bhd. ⁽²⁾	Marketing and sale of healthcare related products.	100	100
Impact BPO Sdn. Bhd. ⁽³⁾	Consultancy services, digital marketing, business process outsourcing and human resource services.	–	100

⁽¹⁾ Audited by Forvis Mazars LLP, Singapore.

⁽²⁾ Audited by member firms of Forvis Mazars.

⁽³⁾ The subsidiary was gazetted for strike-off on 2 September 2024 under Section 551(3) of the Companies Act 2016. The result of the subsidiary to the Group is immaterial in financial year 2024 and 2023 respectively.

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For the financial year ended 31 December 2024

15. Amount due from/(to) subsidiaries

	Company	
	2024 RM	2023 RM
Amount due from subsidiaries	2,055,808	659,126
Less: loss allowance	(2,055,808)	(659,126)
	–	–
Amount due to a subsidiary	(33,194)	–

The non-trade amounts due from subsidiaries is unsecured, interest-free and repayable on demand. The non-trade amount due to a subsidiary is interest-free and repayable on demand.

Amounts due from/(to) subsidiaries are denominated in Singapore dollar.

16. Cash and cash equivalents

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash at banks	1,067,076	105,446	912,566	9,851
Cash on hand	–	660	–	–
	1,067,076	106,106	912,566	9,851

The Group's and Company's cash and cash equivalents are denominated in the following currencies:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Singapore dollar	968,129	88,977	912,566	9,851
Malaysia Ringgit	89,159	17,129	–	–
US dollar	9,788	–	–	–
	1,067,076	106,106	912,566	9,851

17. Trade receivables

	Group	
	2024 RM	2023 RM
Third parties	386,878	985,778
Less: loss allowance	(286,649)	(783,952)
	100,229	201,826

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For the financial year ended 31 December 2024

17. Trade receivables (Continued)

Trade receivables are non-interest bearing and the Group generally extend credit period of 30 days (2023: 30 days) from date of invoice. They are recognised at the transaction price which represent their fair value on initial recognition.

The details of the impairment of trade receivables and credit exposures are disclosed in Note 33.

The Group's trade receivables are denominated in the following currencies:

	Group	
	2024 RM	2023 RM
Singapore dollar	100,169	195,268
Malaysia Ringgit	60	6,558
	<u>100,229</u>	<u>201,826</u>

18. Other receivables and prepayments

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Deposits	193,092	127,467	–	–
Prepayments	253,849	108,171	216,137	25,072
Others	–	1,850	–	–
	<u>446,941</u>	<u>237,488</u>	<u>216,137</u>	<u>25,072</u>

The Group's and Company's other receivables and prepayments are denominated in the following currencies:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Singapore dollar	412,526	129,025	216,137	25,072
Malaysia Ringgit	34,415	108,463	–	–
	<u>446,941</u>	<u>237,488</u>	<u>216,137</u>	<u>25,072</u>

19. Inventories

	Group	
	2024 RM	2023 RM
Finished goods	143,237	10,602
Consumables	5,059	6,202
Less: Allowance for obsolescence	–	(10,602)
	<u>148,296</u>	<u>6,202</u>

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19. Inventories (Continued)

The cost of inventories recognised as an expense in “Cost of Sales” includes RM85,211 (2023: RM53,127).

Movement in allowance for inventories obsolescence as follows:

	Group	
	2024	2023
	RM	RM
Balance at 1 January	10,602	–
Allowance for obsolescence	–	10,602
Written off	(10,602)	–
Balance at 31 December	–	10,602

20. Share capital

	Group and Company			
	2024	2023	2024	2023
	Number of shares		RM	RM
Issued and paid up:				
At beginning of the year	114,654,243	597,216,759	132,132,319	127,721,429
Share consolidation ⁽¹⁾	–	(537,495,090)	–	–
Issued for cash	–	54,932,574	–	4,478,177
Issuance of ordinary shares by conversion of convertible bonds	35,000,000	–	2,384,372	–
Issuance of ordinary shares by conversion of convertible loan notes	12,406,199	–	2,139,745	–
Less: Shares issuance costs	–	–	(82,536)	(67,287)
At end of the year	162,060,442	114,654,243	136,573,900	132,132,319

⁽¹⁾ On 10 May 2023, the Company completed its share consolidation of every ten (10) existing ordinary shares in the capital of the Company held by Shareholders as at the Share Consolidation Record Date into one (1) Consolidated share, fractional entitlements to be disregarded.

Fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

On 15 March 2023, the Company entered into a convertible bond subscription agreement (“**Subscription Agreement**”) with 2 Aces Premier Equity Fund, a company incorporated in the Cayman Islands (the “**Subscriber**”). Pursuant to the terms of the Subscription Agreement, the Company has agreed to issue, and the Subscriber has agreed to subscribe for, an aggregate of up to S\$30,000,000 in principal amount of convertible bonds, which are convertible into new ordinary shares in the capital of the Company.

On 19 May 2023, the Company issued convertible bonds with an aggregate principal of S\$1.5 million to the Subscriber (“**Convertible Bonds**”). Subsequently on 10 July 2023, the Company issued Convertible Bonds with an aggregate principal of S\$0.5 million to the Subscriber.

On 14 June 2023, an aggregate of 3,125,000 new ordinary shares in the capital of the Company at an issue price of S\$0.032 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 23 June 2023, an aggregate of 8,163,265 new ordinary shares in the capital of the Company at an issue price of S\$0.0245 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

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FINANCIAL STATEMENTS

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20. Share capital (Continued)

On 27 June 2023, an aggregate of 12,244,897 new ordinary shares in the capital of the Company at an issue price of S\$0.0245 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 30 June 2023, an aggregate of 12,244,897 new ordinary shares in the capital of the Company at an issue price of S\$0.0245 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 7 July 2023, an aggregate of 4,524,886 new ordinary shares in the capital of the Company at an issue price of S\$0.0221 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 10 July 2023, an aggregate of 4,629,629 new ordinary shares in the capital of the Company at an issue price of S\$0.0216 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 3 August 2023, an aggregate of 10,000,000 new ordinary shares in the capital of the Company at an issue price of S\$0.02 was issued to the Subscriber pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 19 February 2024, the Company, 2 Aces Premier Equity Fund and T2S Pte Ltd ("**T2S**") had entered into a Deed of Termination that the Subscription Agreement dated 15 March 2023 been terminated in its entirety. Notwithstanding the termination of the Subscription Agreement, the S\$700,000 in principal amount of Convertible Bonds held with T2S remain in issue and continue to be governed by the terms and condition of the Convertible Bond. T2S had subsequently transferred S\$400,000 in principal amount of Convertible Bonds to Lingholm Holdings Pte. Ltd. ("**LHPL**") and S\$300,000 in principal amount of Convertible Bonds to NCY Energy Pte. Ltd ("**NCY**").

On 19 February 2024, an aggregate of 20,000,000 new ordinary shares in the capital of the Company at an issue price of S\$0.02 was issued to LHPL pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 14 March 2024, an aggregate of 15,000,000 new ordinary shares in the capital of the Company at an issue price of S\$0.02 was issued to NCY pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

On 1 November 2024, an aggregate of 12,406,199 new ordinary shares in the capital of the Company was issued to the holders of convertible loan notes pursuant to the conversion with an aggregate principal amount of S\$647,000 in accordance with the terms of the non-redeemable convertible loan notes.

Arising from the above allotment of shares during the financial year 2024, the Company increased its issued and fully paid-up ordinary capital from RM132,132,319 to RM136,573,900.

21. Treasury shares

	Group and Company			
	2024	2023	2024	2023
	Number of shares		RM	RM
At beginning of the year	20,000	200,000	38,268	38,268
Share consolidation ⁽¹⁾	–	(180,000)	–	–
At end of the year	20,000	20,000	38,268	38,268

⁽¹⁾ On 10 May 2023, the Company completed its share consolidation of every ten (10) existing treasury shares in the capital of the Company held by Shareholders as at the Share Consolidation Record Date into one (1) Consolidated share, fractional entitlements to be disregarded.

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22. Currency translation reserve

Exchange differences relating to the translation from the functional currencies of the Group's foreign operations and the Company's operations into Ringgit Malaysia are brought to account by recognising those exchange differences in other comprehensive income and accumulating them in a separate component of equity under the header of currency translation reserve.

23. Capital reserve

	Group and Company	
	2024	2023
	RM	RM
<i>Movement in the capital reserve</i>		
Balance at the beginning of the year	6,277,324	3,892,952
Issuance of convertible bonds	–	2,384,372
Conversion to ordinary shares	(2,384,372)	–
Execution of debt conversion deed	10,527,085	–
Balance at end of the year	14,420,037	6,277,324
Capital reserve consist of:-		
Acquisition of a subsidiary	3,526,051	3,526,051
Equity portion of outstanding conversion shares	366,901	366,901
Outstanding convertible bonds	–	2,384,372
Outstanding debt conversion deed	6,316,251	–
Equity portion of debt conversion deed	4,210,834	–

RM3,526,051 arose from the differences of the pre-determined cost of investment and the fair value of the share price at the date of acquisition of a subsidiary in financial year 2019.

RM366,901 represents the residual amount of convertible loans after deducting the fair value of the liability component. Convertible loans include accrued interests and recorded at fair value of the liability component. The fair value of the liability component is calculated using a market interest rate for an equivalent non-convertible loan at the date of issue.

On 19 February and 14 March 2024, the equity component of convertible bonds of RM2,384,372 have been converted to ordinary share. Refer Note 20 for details.

During the year, the Company entered into two non-interest-bearing loans with LHPL with an aggregate loan amount of S\$1.3 million and S\$2.1 million on 27 February 2024 and 1 November 2024 respectively. As of 31 December 2024, a total of S\$2.58 million (equivalent to RM8,462,400) had been drawdown.

On 28 February 2024, LHPL entered into a debt purchase agreement with the ex-director of the Company to novate the payable amount owing by the Group with an aggregate amount of S\$546,573 and RM272,962 (approximately S\$82,904).

Total amount owing by the Group to LHPL as a result of the above transactions amounted to S\$3,209,477 (equivalent to RM10,527,085).

On 9 December 2024, the Company entered into a debt conversion deed with LHPL. Both parties have agreed to convert the total amount of S\$3,209,477 (equivalent to RM10,527,085) owing by the Group into 213,965,134 debt conversion shares at the conversion price of S\$0.015 for each debt conversion share. The conversion price represents a premium of 66.67% to the latest observable share price on 4 December 2024, being the last full market day preceding the date that the debt conversion deed was signed, which is assessed to approximate the fair value of the debt conversion shares.

Equity portion of debt conversion deed represents the differences of the conversion price and the fair value of the debt conversion shares.

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For the financial year ended 31 December 2024

24. The Group as a lessee

The Group has commercial lease contracts for office space, confinement centre and integrated units which is used as a chiropractic and physiotherapy centre and office space. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The leases generally have lease terms between one to three years.

(a) Lease liabilities

	Group	
	2024 RM	2023 RM
Current	–	137,039
Non-current	–	–
	<u>–</u>	<u>137,039</u>

The maturity analysis of lease liabilities is disclosed in Note 33 liquidity risk.

(b) Amounts recognised in profit or loss

	Group	
	2024 RM	2023 RM
Depreciation expenses of right-of-use assets	91,580	263,933
Interest expenses on lease liabilities	1,707	15,383
	<u>93,287</u>	<u>279,316</u>

25. Borrowings

	Group and Company	
	2024 RM	2023 RM
Compound instrument	303,468	322,159
Loan	940,360	987,303
Hybrid financial instruments	324,030	2,397,747
	<u>1,567,858</u>	<u>3,707,209</u>
Represented by:		
Current liabilities	1,239,606	2,481,849
Non-current liabilities	328,252	1,225,360
	<u>1,567,858</u>	<u>3,707,209</u>

(a) Compound instrument

	Group and Company	
	2024 RM	2023 RM
Beginning balance of the year	322,159	719,423
Accreted interest	–	22,449
Principal paid	–	(522,303)
Interest paid	–	(65,196)
Currency translation difference	(18,691)	167,786
Carrying amount of interest-bearing liabilities as at 31 December	<u>303,468</u>	<u>322,159</u>

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For the financial year ended 31 December 2024

25. Borrowings (Continued)

(a) Compound instrument (Continued)

In prior financial year, the Company has made full payment on the principal amount of the convertible loan agreement. The loan carried an interest rate of 10.0% per annum.

The carrying amount of compound instrument pertains to unpaid interest owing to a lender, where the loan principal was converted into ordinary shares in financial year 2021.

(b) Loan

	Group and Company	
	2024	2023
	RM	RM
Amortised cost as at beginning of the year	987,303	602,677
Proceeds from loan entered during the year	–	1,392,808
Principal paid	–	(1,044,606)
Interest paid	(147,600)	(139,281)
Accreted interest	164,805	247,915
Currency translation difference	(64,148)	(72,210)
Carrying amount of interest-bearing liabilities as at 31 December	940,360	987,303

On 7 November 2022, the Company had extended the maturity dates with 2 lenders of the respective convertible loan agreements dated on 29 January 2021 with an aggregate principal amount of S\$200,000 (approximately RM669,588). The maturity dates were extended from 4 February 2022 to 31 October 2025. The key term of the extension agreement included: (1) conversion of the loan principal sum into new ordinary shares, will no longer be valid and applicable (2) the interest of 10% per annum shall continue to accrue on the loan principal sum until the extended maturity date and (3) all other terms and conditions of the agreement shall remain valid and in force. The extension of the loan maturity date from 4 February 2022 to 31 October 2025 coupled with the removal of the conversion option resulted in a substantial change in the discounted present value of the cash flows under the new terms compared to discounted present value of the remaining cash flows of the original liability.

On 1 March 2023, Wong Soh Shyan extended a loan of S\$100,000 (approximately RM348,202) to the Company. The loan has a 10% interest per annum and shall be repayable within 3 years from the date of the drawdown.

On 31 March 2023, the Company entered into a short-term loan agreement with 3BX Pte Ltd for a principal amount of S\$300,000 (approximately RM1,044,606) with a period of four months and carrying an interest rate of 2.5% per month. The principal and interest amount has been fully repaid during the prior financial year.

(c) Hybrid financial instruments

	Group and Company	
	2024	2023
	RM	RM
Fair value as at beginning of the year	2,397,747	1,781,360
Proceeds from issue of convertible loans	–	348,202
Conversion to ordinary share (Note 20)	(2,139,745)	–
Fair value adjustment through profit or loss (Note 7)	195,713	171,162
Currency translation difference	(129,685)	97,023
Financial liability at fair value through profit or loss at the end of the financial year	324,030	2,397,747

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25. Borrowings (Continued)

(c) Hybrid financial instruments (Continued)

On 14 October 2022, 18 October 2022 and 31 October 2022, the Company had entered into a non-redeemable convertible loan agreement with Tejvinder Singh, Great Pyramid Sdn Bhd, Ng Boon Leong, Ting Choong Sing, Fong Nyuk Moi and Saw Siew Lan (the “holder”) for an aggregate principal amount of S\$647,000 (approximately RM2,128,505).

On 27 February 2023, the Company had entered into a non-redeemable convertible loan agreement with Ng Boon Leong (the “holder”) for an aggregate principal amount of S\$100,000 (approximately RM348,202).

In accordance to the agreements, the option to convert into ordinary shares is at the Company’s discretion. The maturity period is 2 years from the date of issue of the notes. The convertible loan bears an interest rate of 15.0% per annum, which is payable in every 6 months. The conversion price shall be either and whichever is higher i) weighted average price at the date of the agreement or ii) weighted average price at the conversion date less 10% discount. The instrument is designated as financial instrument that is carried at fair value through profit or loss in its entirety.

On 1 November 2024, an aggregate of 12,406,199 new ordinary shares in the capital of the Company was issued to the holders of convertible loan notes pursuant to the conversion with an aggregate principal amount of S\$647,000 in accordance with the terms of the non-redeemable convertible loan notes.

A fair value loss of RM195,713 (2023: RM171,162) has been recognised during the financial year ended 31 December 2024. It consists of fair value loss on conversion to ordinary share of RM165,033 and year end revaluation of RM30,680 respectively. The Group estimated the fair value of the convertible loans which were determined by applying the Monte Carlo method. The key inputs to the Monte Carlo method are the market value of share and probability of conversion. The fair value measurement is categorised in Level 2 of the fair value hierarchy.

26. Trade payables

	Group	
	2024	2023
	RM	RM
Trade payables - third parties	–	9,141
	–	9,141

The credit period granted by suppliers is 30 to 60 days (2023: 30 to 60 days). No interest is charged on the outstanding balance.

The Group’s trade payables are denominated in the following currencies:

	Group	
	2024	2023
	RM	RM
Malaysian Ringgit	–	9,141

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27. Other payables

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Amount owing to director	–	1,873,204	–	365,612
Amounts owing to subsidiaries	–	–	–	3,353
Service tax payable	–	102	–	–
Accruals	952,637	2,199,757	705,174	1,156,659
Other payables	639,104	2,033,475	286,223	658,097
Others	21,782	27,014	–	–
	<u>1,613,523</u>	<u>6,133,552</u>	<u>991,397</u>	<u>2,183,721</u>

The amount owing to director of the Company related to reimbursable disbursements incurred for business use and are repayable on demand. During the year, the amount due to an ex-director was assigned to LHPL. Refer to Note 23 for details.

Accruals include (i) director remuneration amounting to RM160,399 (2023: RM628,853) and (ii) accrued staff expenses amounting to RM85,493 (2023: RM494,142) and (iii) rental of PJ confinement centre at SS2 Petaling Jaya, Malaysia amounting to RM Nil (2023: RM323,874). The remaining balance mainly pertains to accrued operating expenses such as professional fees and corporate support services.

Decrease in other payables due to repayment made during the financial year 2024 includes an amount of RM0.86 million owing to The Rain Maker Mgmt Sdn. Bhd, for payments made on behalf of the Group.

The amounts owing to subsidiaries are interest free and repayable on demand.

The Group's and Company's other payables and provisions are denominated in the following currencies:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Singapore dollar	1,255,265	3,806,794	959,117	2,144,495
Malaysian Ringgit	358,258	2,326,758	32,281	39,226
	<u>1,613,523</u>	<u>6,133,552</u>	<u>991,398</u>	<u>2,183,721</u>

28. Contract liabilities

	Group		
	2024	2023	1 Jan 2023
	RM	RM	RM
Advance consideration	41,273	34,948	99,042
	<u>41,273</u>	<u>34,948</u>	<u>99,042</u>

The contract liabilities relate to advance payments received by the Group for services to be provided and revenue was not recognised as the performance obligation has yet to be satisfied.

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28. Contract liabilities (Continued)

The Group's revenue recognised in the financial years that was included in the contract liabilities balance at the beginning of the respective financial years is as follow:

	Group	
	2024	2023
	RM	RM
Amount included in contract liabilities at the beginning of the financial year	19,628	87,868

29. Amount due to a shareholder

	Group and Company 2024 RM
Payment on behalf	208,828

Payment on behalf consists of settlement for marketing expenses.

Amount due to a shareholder is denominated in Singapore dollar.

30. Contingent liabilities

At the end of the financial year, the Company had given undertakings to certain subsidiaries to provide continued financial support to these subsidiaries to enable them to operate as going concerns and to meet their obligations as and when they fall due for at least 12 months from the financial year end.

31. Segment information

The Group determines and presents operating segments based on information that is provided internally to the Chief Executive Officer ("CEO"), who is the Group's chief operating decision maker. All operating segments' operating results are reviewed regularly by the Group's CEO to make decision about resources to be allocated to the segments and assess its performance, and for which discrete financial information is available.

For management purposes, the Group is organised into business units based on their products and services.

Segment revenue represents revenue generated from external customers and inter-segment sales. The accounting policies of these reportable segments are the same as the Group's accounting policies described in Note 2. Segment profit represents the profit earned by each segment after allocation of central finance costs and share of results of associates. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

For the purpose of monitoring segment performance and allocating resources between segments, the chief operating decision maker monitors the tangible, intangible and financial assets attributable to each segment.

Income taxes are managed on a Group basis.

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31. Segment information (Continued)

Information regarding each of the Group's reportable segments is presented below.

Group	Healthcare		Outsourced Services		Commodity Trading		Corporate		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Revenue	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
External sales	293,083	949,677	538,874	993,323	1,010,918	-	-	-	1,842,875	1,943,000
Results										
Segment results	(308,325)	(1,026,213)	(496,271)	(559,730)	(57,455)	-	(3,989,280)	(4,945,739)	(4,851,331)	(6,531,682)
Finance costs	-	-	-	-	-	-	(479,431)	(659,626)	(479,431)	(659,626)
Loss before tax	(308,325)	(1,026,213)	(496,271)	(559,730)	(57,455)	-	(4,468,711)	(5,605,365)	(5,330,762)	(7,191,308)
Income tax									(10,578)	(3,270)
Loss for the year									(5,341,340)	(7,194,578)
Loss attributable to: Owners of the Company									(5,341,340)	(7,194,578)
Loss for the year									(5,341,340)	(7,194,578)
Group	Healthcare		Outsourced Services		Commodity Trading		Corporate		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Assets	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Segment assets	239,846	225,744	345,248	315,965	10,364	-	1,262,197	269,791	1,857,655	811,500
Sub-total	239,846	225,744	345,248	315,965	10,364	-	1,262,197	269,791	1,857,655	811,500
Consolidated total assets									1,857,655	811,500
Liabilities	Healthcare		Outsourced Services		Commodity Trading		Corporate		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Liabilities	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Segment liabilities	251,638	1,768,232	211,662	1,229,505	29,103	-	2,939,079	7,024,051	3,431,482	10,021,788
Unallocated liabilities ^(a)									18,096	9,743
Consolidated total liabilities									3,449,578	10,031,531

^(a) Unallocated liabilities comprise withholding tax, value-added tax payables and income tax payable.

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31. Segment information (Continued)

Group	Healthcare		Outsource Services		Commodity Trading		Corporate		Consolidated	
	2024 RM	2023 RM	2024 RM	2023 RM	2024 RM	2023 RM	2024 RM	2023 RM	2024 RM	2023 RM
Other information										
Plant and equipment written off	-	12,834	-	-	-	-	-	-	-	12,834
Depreciation of plant and equipment	40,059	47,996	-	1,217	858	-	30,320	36,265	71,237	85,478
Depreciation of right-of-use assets	-	-	-	-	-	-	91,580	263,933	91,580	263,933
Impairment of inventories	-	10,602	-	-	-	-	-	-	-	10,602
Impairment of intangible assets	-	200,000	-	-	-	-	-	-	-	200,000
Expected credit loss allowance	6,358	-	-	202,434	-	-	-	-	6,358	202,434
Loss in fair value of hybrid financial instruments	-	-	-	-	-	-	195,713	171,162	195,713	171,162

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31. Segment information (Continued)

Geographical information:

Segment revenue: Segment revenue is analysed based on the location of customers regardless of where the goods are produced.

Segment non-current assets: Segment non-current assets are analysed based on the location of those assets.

	Revenue		Non-current assets	
	2024	2023	2024	2023
	RM	RM	RM	RM
Group				
Malaysia	293,083	957,183	95,113	165,837
Singapore	538,874	985,817	–	94,041
China	1,010,918	–	–	–
	<u>1,842,875</u>	<u>1,943,000</u>	<u>95,113</u>	<u>259,878</u>

32. Related party transactions

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

Significant related party transactions are as follows:

(a) Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	Group	
	2024	2023
	RM	RM
Directors' remuneration:		
- directors' fees	440,686	464,471
- salaries and related costs	719,691	555,835
- defined contributions	81,631	37,280
	<u>1,242,008</u>	<u>1,057,586</u>
Key management personnel:		
- salaries and related costs	613,200	613,200
- defined contributions	76,018	73,584
	<u>689,218</u>	<u>686,784</u>
	<u>1,931,226</u>	<u>1,744,370</u>

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

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FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks

The Group's activities expose it to credit risk, market risk (including foreign currency risk and interest rate risk) and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The management then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors. The Audit Committee provides independent oversight to the effectiveness of the risk management process.

The Group does not hold or issue derivative financial instruments for speculative purposes.

There have been no changes to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposure is measured using sensitivity analysis indicated below.

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk arises mainly from bank balances, trade and other receivables and other debt instruments carried at amortised cost. Bank balances are mainly deposits with banks with high credit-ratings assigned by international credit rating agencies and the Group does not expect the impairment loss from bank balances to be material, if any.

To assess and manage its credit risk, the Group categorises the aforementioned financial assets and contract assets according to their risk of default. The Group defines default to have taken place when internal or/and external information indicates that the financial asset is unlikely to be received, which could include a breach of debt covenant, and/or where contractual payments are 90 days past due as per SFRS(I) 9's presumption.

In their assessment, the management considers, amongst other factors, the latest relevant credit ratings from reputable external rating agencies where available and deemed appropriate, historical credit experiences, latest available financial information and latest applicable credit reputation of the debtor.

The Group's internal credit risk grading categories are as follows:

Category	Description	Basis of recognizing ECL
1	Low credit risk ^{Note 1}	12-months ECL
2	Non-significant increase in credit risk since initial recognition and financial asset is ≤ 30 days past due	12-months ECL
13	Significant increase in credit risk since initial recognition ^{Note 2} or financial asset is > 30 days past due	Lifetime ECL
4	Evidence indicates that financial asset is credit-impaired ^{Note 3}	Difference between financial asset's gross carrying amount and present value of estimated future cash flows discounted at the financial asset's original effective interest rate
5	Evidence indicates that the management has no reasonable expectations of recovering the write off amount ^{Note 4}	Written off

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Credit risk (Continued)

Note 1. Low credit risk

The financial asset is determined to have low credit risk if the financial asset has a low risk of default, the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the counterparty to fulfil its contractual cash flow obligations. Generally, this is the case when the Group assesses and determines that the debtor has been, is in and is highly likely to be, in the foreseeable future and during the (contractual) term of the financial asset, in a financial position that will allow the debtor to settle the financial asset as and when it falls due.

Note 2. Significant increase in credit risk

In assessing whether the credit risk of the financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset as of reporting date with the risk of default occurring on the financial asset as of date of initial recognition, and considered reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

In assessing the significance of the change in the risk of default, the Group considers both past due (i.e. whether it is more than 30 days past due) and forward looking quantitative and qualitative information.

Forward looking information includes the assessment of the latest performance and financial position of the debtor, adjusted for the Group's future outlook of the industry in which the debtor operates based on independently obtained information (e.g. expert reports, analyst's reports etc.) and the most recent news or market talks about the debtor, as applicable. In its assessment, the Group will generally, for example, assess whether the deterioration of the financial performance and/or financial position, adverse change in the economic environment (country and industry in which the debtor operates), deterioration of credit risk of the debtor, etc. is in line with its expectation as of the date of initial recognition of the financial asset. Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contract payments are > 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Note 3. Credit impaired

In determining whether financial asset is credit-impaired, the Group assesses whether one or more events that have a detrimental impact on the estimated future cashflows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- Significant financial difficulty of the debtor;
- Breach of contract, such as a default or being more than 90 days past due;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for the financial asset because of financial difficulties.

Note 4. Write off

Generally, the Group writes off, partially or fully, the financial asset when it assesses that there is no realistic prospect of recovery of the amount as evidenced by, for example, the debtor's lack of assets or income sources that could generate sufficient cashflows to repay the amounts subjected to the write-off.

The Group performs ongoing credit evaluation of its counterparties' financial condition and generally does not require collateral.

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Credit risk (Continued)

Note 4. Write off (Continued)

There are write off of trade receivables of RM503,661 (2023: RM Nil) as at 31 December 2024 due to strike off of subsidiary, Impact BPO Sdn. Bhd. during the year.

The Group and Company do not have any significant credit exposure to any single counterparty or any groups of counterparties having similar characteristics.

Trade receivables (Note 17)

The loss allowance for trade receivables are determined as follows:

	Current RM	Past due 0 to 180 days RM	Past due more than 180 days RM	Total RM
31 December 2024				
Trade receivables (gross)	–	100,229	286,649	386,878
Loss allowance	–	–	(286,649)	(286,649)
31 December 2023				
Trade receivables (gross)	–	201,826	783,952	985,778
Loss allowance	–	–	(783,952)	(783,952)

The Group uses a practical expedient to recognise the ECL for trade receivables, which is to measure the loss allowance at an amount equal to lifetime ECL using an allowance matrix derived based on historical credit loss experience adjusted for current conditions and forecasts of future economic conditions.

The Group uses a provision matrix to measure ECL for trade receivables. The ECL rates are based on the Group's historical loss experience of the customers, for the last three years prior to the reporting date for various customer groups that are assessed by geographical locations, product types and internal ratings, adjusted for forward looking factors specific to the debtors and the economic environment which could affect the ability of the debtors to settle the trade receivables. In considering the impact of the economic environment on the ECL rates, the Group assesses, for example, the gross domestic production growth rates of the countries (Singapore and Malaysia) and the growth rates of the major industries in which its customers operate. The Group adjusts the allowance matrix at each reporting date. Such estimation of the ECL rates may not be representative of the actual default in the future. The expected loss allowance on the Group's trade receivables as at 31 December 2024 is RM286,649 (2023: RM783,952).

Other receivables (Note 18)

The Group assessed the impairment loss allowance of these amounts on a 12-month ECL basis consequent to their assessment and conclusion that these receivables are of low credit risk. The Group assessed that the other receivables and deposits paid are made to parties with good credit reputation and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial asset. Accordingly, the Group measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Credit risk (Continued)

Amounts due from subsidiaries (non-trade) (Note 15)

The Company used the general approach and estimated the 12-months ECL when there was no indication of significant deterioration in credit risk based on the financial performance of its subsidiaries. When a significant increase in credit risk has occurred, the Company estimated the lifetime ECLs for such financial assets. In determining whether a significant increase in credit risk has occurred, the Company also considered events such as significant adverse changes in financial conditions and changes in the operating results of the subsidiaries. As of 31 December 2024, the Company has made a loss allowance of RM2,055,808 (2023: RM659,126) for the amounts due from subsidiaries.

At 31 December 2024, the Group's credit-impaired trade receivables and amounts due from subsidiaries (non-trade) had gross carrying amount of RM286,649 (2023: RM783,952) and RM2,055,808 (2023: RM659,126) respectively. The impairment losses of the Group related to several customers and subsidiaries that the Group was not expecting to be able to collect the outstanding balances, mainly due to economic circumstances.

The movement in the loss allowance during the financial year and the Group's exposure to credit risk in respect of the trade and other receivables are as follows:

Group		Trade receivables			Other receivables (Note ii)	
Internal credit risk grading	Note (i)	Category 4	Category 5	Total	Category 2	Total
	RM	RM	RM	RM	RM	RM
Loss allowance						
Balance at 1 January 2023	339,044	242,474	–	581,518	–	–
Reclassification	(339,044)	339,044	–	–	–	–
Allowance made for impairment loss	–	202,434	–	202,434	–	–
Balance at 31 December 2023	–	783,952	–	783,952	–	–
Reclassification	–	(503,661)	503,661	–	–	–
Allowance made for impairment loss	–	6,358	–	6,358	–	–
Write off	–	–	(503,661)	(503,661)	–	–
Balance at 31 December 2024	–	286,649	–	286,649	–	–
Gross carrying amount						
At 31 December 2023	201,826	783,952	–	985,778	129,317	129,317
At 31 December 2024	100,229	286,649	–	386,878	193,092	193,092
Net carrying amount						
At 31 December 2023	201,826	–	–	201,826	129,317	129,317
At 31 December 2024	100,229	–	–	100,229	193,092	193,092

Note (i) For trade receivables, the Group uses practical expedient under SFRS(I) 9 in the form of an allowance matrix to measure the ECL, where the loss allowance is equal to lifetime ECL.

Note (ii) Other receivables exclude prepayments.

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Credit risk (Continued)

The movement in the loss allowance during the financial year and the Company's exposure to credit risk in respect of amounts due from subsidiaries are as follows:

<u>Company</u>	<u>Amounts due from subsidiaries</u>	
<u>Internal credit risk grading</u>	<u>Category 4</u>	<u>Total</u>
	<u>RM</u>	<u>RM</u>
<u>Loss allowance</u>		
Balance at 1 January 2023	–	–
Allowance made for impairment loss	659,126	659,126
Balance at 31 December 2023	659,126	659,126
Allowance made for impairment loss	1,396,682	1,396,682
Balance at 31 December 2024	2,055,808	2,055,808
<u>Gross carrying amount</u>		
At 31 December 2023	659,126	659,126
At 31 December 2024	2,055,808	2,055,808
<u>Net carrying amount</u>		
At 31 December 2023 and 2024	–	–

Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Group's income or the value of its holdings of financial instruments. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Foreign currency risk

The Group transacts business in various foreign currencies, including, Malaysian Ringgit ("RM") and United States dollar ("USD"), other than the respective functional currencies of the Group. As at the reporting date, the Group and Company do not have significant foreign currency risk exposure except for the financial assets and liabilities denominated in Malaysian Ringgit and United States dollar.

The carrying amounts of the Group's and the Company's foreign currency denominated monetary assets and monetary liabilities other than the Group's and the Company's functional currencies as at the end of the financial year are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	<u>RM</u>	<u>RM</u>	<u>RM</u>	<u>RM</u>
<i>Monetary assets</i>				
USD	9,788	–	–	–
<i>Monetary liabilities</i>				
RM	61,464	39,226	32,281	39,226

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Market risk (Continued)

Foreign currency risk (Continued)

Foreign currency sensitivity analysis

The Group is mainly exposed to RM and USD.

The following table show the financial impact if the relevant foreign currency weakens by 5% against the functional currency of each Group entity, profit or loss after tax will (increase)/decrease by:

	(Increase)/Decrease in Profit or Loss	
	2024	2023
	RM	RM
Group		
RM	(2,551)	(1,628)
USD	406	–
	(Increase)/Decrease in Profit or Loss	
	2024	2023
	RM	RM
Company		
RM	(1,340)	(1,628)

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.

Interests on the Group's borrowings (Note 25) are on fixed rates that prevail until the maturity of the instruments. No other financial instrument of the Group is subject to interest rate risks.

The Company's profit or loss after tax was not affected by changes in interest rates as the Company does not have any borrowings or inter-company loans that are at variable rates.

Liquidity risk

Liquidity risk refers to the risk in which the Group encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

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 and the Company monitor their liquidity risk and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's and the Company's operations and to mitigate the effects of fluctuations in cash flows. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

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FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Liquidity risk (Continued)

The Group's operations are financed mainly through equity, retained profits and borrowings. Adequate lines of credits are maintained to ensure the necessary liquidity is available when required.

The repayment terms of borrowings and lease liabilities are disclosed in Note 25 and 24 to these financial statements respectively.

The following table details the Group's remaining contractual maturity for its non-derivative financial instruments. The table has been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows.

	Effective interest rate %	1 year or less RM	1 to 5 years RM	Total RM
Group				
2024				
Financial assets:				
Trade receivables		100,229	–	100,229
Other receivables (exclude prepayment)		193,092	–	193,092
Cash and cash equivalents		1,067,076	–	1,067,076
		1,360,397	–	1,360,397
Financial liabilities:				
Borrowings	10 - 15	1,297,793	366,548	1,664,341
Other payables		1,613,523	–	1,613,523
Amount due to a shareholder		208,828	–	208,828
		3,120,144	366,548	3,486,692
Total net undiscounted financial liabilities		(1,759,747)	(366,548)	(2,126,295)
	Effective interest rate %	1 year or less RM	1 to 5 years RM	Total RM

Group

2023

Financial assets:

Trade receivables		201,826	–	201,826
Other receivables (exclude prepayment)		129,317	–	129,317
Cash and cash equivalents		106,106	–	106,106
		437,249	–	437,249

Financial liabilities:

Lease liabilities	5.5	138,767	–	138,767
Borrowings	10 - 24	2,586,310	1,456,039	4,042,349
Trade payables		9,141	–	9,141
Other payables		6,133,552	–	6,133,552
		8,867,770	1,456,039	10,323,809
Total net undiscounted financial liabilities		(8,430,521)	(1,456,039)	(9,886,560)

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Financial instruments and financial risks (Continued)

Liquidity risk (Continued)

	Effective interest rate %	1 year or less RM	1 to 5 years RM	Total RM
Company				
2024				
Financial asset:				
Cash and cash equivalents		912,566	–	912,566
		912,566	–	912,566
Financial liabilities:				
Borrowings	10 - 15	1,297,793	366,548	1,664,341
Other payables		991,397	–	991,397
Amount due to a subsidiary		33,194	–	33,194
Amount due to a shareholder		208,828	–	208,828
		2,531,212	366,548	2,897,760
Total net undiscounted financial liabilities		(1,618,646)	(366,548)	(1,985,194)

	Effective interest rate %	1 year or less RM	1 to 5 years RM	Total RM
Company				
2023				
Financial asset:				
Cash and cash equivalents		9,851	–	9,851
		9,851	–	9,851
Financial liabilities:				
Borrowings	10 - 24	2,586,310	1,456,039	4,042,349
Other payables		2,183,721	–	2,183,721
		4,770,031	1,456,039	6,226,070
Total net undiscounted financial liabilities		(4,760,180)	(1,456,039)	(6,216,219)

Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the statements of financial position and as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Financial assets at amortised cost	1,360,397	437,249	912,566	9,851
Financial liabilities at amortised cost	1,822,351	6,142,591	1,233,419	2,183,721
Borrowings	1,243,828	1,309,462	1,243,828	1,309,462
Lease liabilities	–	137,039	–	–
Financial liabilities at fair value through profit or loss				
Borrowings	324,030	2,397,747	324,030	2,397,747

Notes To

FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

34. Fair value of liabilities

The fair values of applicable liabilities, are determined and categorised using a fair value hierarchy as follows:

- (a) Level 1 - the fair values of liabilities with standard terms and conditions and which trade in active markets that the Group can access at the measurement date are determined with reference to quoted market prices (unadjusted).
- (b) Level 2 - in the absence of quoted market prices, the fair values of the liabilities are determined using the other observable, either directly or indirectly, inputs such as quoted prices for similar liabilities in active markets or included within Level 1, quoted prices for identical or similar liabilities in non-active markets.
- (c) Level 3 - in the absence of quoted market prices included within Level 1 and observable inputs included within Level 2, the fair values of the remaining liabilities are determined in accordance with generally accepted pricing models.

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.

The table below analyses the Group's liability that are measured at fair value on a recurring basis in the statement of financial position after initial recognition.

	Note	Level 2 RM
2024		
<u>Recurring fair value measurements</u>		
Financial liability:		
Convertible loans - hybrid financial instruments	25	324,030
Financial liability as at 31 December		<u>324,030</u>
2023		
<u>Recurring fair value measurements</u>		
Financial liability:		
Convertible loans - hybrid financial instruments	25	2,397,747
Financial liability as at 31 December		<u>2,397,747</u>

Except as disclosed in the respective notes, the carrying amounts of the current financial assets and financial liabilities, including cash and cash equivalents, trade and other receivables and trade and other payables, amount due to a subsidiary and amount due to a shareholder approximate their respective fair values due to their short-term nature.

Level 2

Convertible loans

The convertible loans were valued using a Monte Carlo model based on estimates of conversion share prices to determine the probability of conversion of the convertible loans.

Expected conversion share prices at maturity date of the convertible loans were estimated using Monte Carlo simulations based on Geometric Brownian Motion. The value of the convertible loans was discounted at cost of equity for conversion scenario and weighted average cost of capital for non-conversion scenario to determine the fair value of the convertible loans as at 31 December 2024.

Notes To FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

35. Capital management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through optimisation of debt and equity balance except where decisions are made to exit businesses or close companies.

The capital structure of the Group consists of debts, which includes trade and other payables, lease liabilities and contract liabilities. The equity attributable to owners of the Company, comprising issued capital and reserves as disclosed in Notes 20, 21, 22 and 23.

The Group's management reviews the capital structure on a regularly basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. Upon review, the Group will balance its overall capital structure through the payment of dividends to shareholders, return capital to shareholders or issue new shares and share buy-backs. The Group's overall strategy remains unchanged from 31 December 2024.

Management monitors capital based on a gearing ratio of less than one. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total debts (excluding bank overdrafts, income tax payable and deferred tax liabilities as shown in the statements of financial position), less cash and cash equivalents (net of bank overdrafts and fixed deposits pledged). Total capital is calculated as total equity as shown in the statements of financial position, plus net debt.

	Group	
	2024	2023
	RM	RM
Total debts	3,449,578	10,031,531
Less: Cash and cash equivalents	(1,067,076)	(106,106)
Net debt	2,382,502	9,925,425
Total equity	(1,591,923)	(9,220,031)
Total capital	790,579	705,394
Gearing ratio	3.01	14.07

The Group and the Company are not subjected to any externally imposed capital requirements during the financial year ended 31 December 2024 and 2023.

36. Subsequent event after reporting date

On 17 February 2025, the Company exercised its option to convert a non-redeemable convertible loan note with an aggregate principal of S\$100,000 into 2,096,436 new ordinary shares in the Company.

Statistics of SHAREHOLDINGS

As at 17 March 2025

Number of Issued and Paid-up Share Capital	: S\$52,944,074.56
Number of Issued and Paid-up Shares	: 164,156,878
Class of Shares	: Ordinary Shares fully paid
Number of Issued and Paid-up Shares excluding Treasury Shares and Subsidiary Holdings	: 164,136,878
Number and Percentage of Treasury Shares	: 20,000 (0.012%)
Number and Percentage of Subsidiary Holdings Held	: Nil
Voting Rights	: One Vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	33	3.16	787	0.00
100 - 1,000	206	19.71	155,630	0.09
1,001 - 10,000	445	42.58	2,185,570	1.33
10,001 - 1,000,000	339	32.44	44,982,001	27.41
1,000,001 AND ABOVE	22	2.11	116,812,890	71.17
TOTAL	1,045	100.00	164,136,878	100.00

Note: The shareholding percentage is computed based on the number of issued and paid-up shares (excluding 20,000 treasury shares) of 164,136,878 shares as at 17 March 2025.

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	OCBC SECURITIES PRIVATE LIMITED	26,280,610	16.01
2	NCY ENERGY PTE LTD	15,000,000	9.14
3	PHILLIP SECURITIES PTE LTD	11,985,098	7.30
4	DBS NOMINEES (PRIVATE) LIMITED	9,195,017	5.60
5	CITIBANK NOMINEES SINGAPORE PTE LTD	7,075,723	4.31
6	WILLY CHAN FOO WENG	6,772,052	4.13
7	TAN LYE SENG	5,888,960	3.59
8	MAYBANK SECURITIES PTE. LTD.	4,834,670	2.95
9	TAN KIM SEAH	4,129,590	2.52
10	TIGER BROKERS (SINGAPORE) PTE. LTD.	4,068,547	2.48
11	LIM KENG CHIANG (LIN QINGCHANG)	3,000,000	1.83
12	TAN GUAN YU, DARREL	2,793,200	1.70
13	TAN TIONG WEE (CHEN ZHONGWEI)	2,300,000	1.40
14	CHIN LI THENG	2,100,600	1.28
15	CHRISTOPHER NGHIA DO	1,998,815	1.22
16	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	1,692,544	1.03
17	NG SENG HONG	1,500,000	0.91
18	YAP KIAN WEE (YE JIANWEI)	1,424,300	0.87
19	TAN KIM YEOW	1,383,000	0.84
20	HUANG YI	1,200,000	0.73
	TOTAL	114,622,726	69.84

Note: The shareholding percentage is computed based on the number of issued and paid-up shares (excluding 20,000 treasury shares) of 164,136,878 shares as at 17 March 2025.

Statistics of SHAREHOLDINGS

As at 17 March 2025

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 17 March 2025)

No	Name	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1	Lingholm Holdings Pte. Ltd.	22,804,430 ⁽¹⁾	13.89	–	–
2.	Xia Junwei	–	–	22,804,430 ⁽²⁾	13.89
3.	Zhang Zhi	–	–	22,804,430 ⁽³⁾	13.89
3.	NCY Energy Pte. Ltd.	15,000,000	9.14	–	–
4.	Ng Cheng Yeong	–	–	15,000,000 ⁽⁴⁾	9.14
5.	Zaneta Febriana	–	–	15,000,000 ⁽⁵⁾	9.14

Notes:

- (1) 22,804,430 shares are held through OCBC Securities Private Limited.
- (2) Mr Xia Junwei is deemed interested in 22,804,430 shares by virtue of his 65% shareholding in Lingholm Holdings Pte. Ltd.
- (3) Mr Zhang Zhi is deemed interested in 22,804,430 shares by virtue of his 25% shareholding in Lingholm Holdings Pte. Ltd.
- (4) Mr Ng Cheng Yeong is deemed interested in 15,000,000 shares by virtue of his 51% shareholding in NCY Energy Pte. Ltd.
- (5) Ms Zaneta Febriana is deemed interested in 15,000,000 shares by virtue of her 49% shareholding in NCY Energy Pte. Ltd.

SHARES HELD BY PUBLIC

Based on the information provided to the Company as at 17 March 2025, approximately 76.72% of the issued and paid-up shares of the Company (excluding treasury shares and subsidiary holdings) were held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”). Accordingly, Rule 723 of the Catalist Rules has been complied with.

Notice of ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Medi Lifestyle Limited (the “**Company**”) will be held at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542 on **Tuesday, 29 April 2025 at 5.00 p.m.** (Singapore time) to transact the following business:

Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors’ Statement together with the Auditors’ Report. **(Resolution 1)**
2. To re-elect Mr Herry Pudjianto who is retiring as Director of the Company pursuant to Article 98 of the Constitution of the Company. **(Resolution 2)**
3. To re-elect Ms Ng Lee Eng who is retiring pursuant to Article 102 of the Constitution of the Company.
[See explanatory Note 1] **(Resolution 3)**
4. To re-elect Ms Wang Xiaolan who is retiring pursuant to Article 102 of the Constitution of the Company.
[See explanatory Note 1] **(Resolution 4)**
5. To approve the payment of Directors’ fees amounting to S\$124,800/- for the financial year ending 31 December 2025, to be paid quarterly in arrears (2024: S\$116,756/-). **(Resolution 5)**
6. To appoint Messrs CLA Global TS Public Accounting Corporation as auditors of the Company in place of the retiring Auditors, Messrs Forvis Mazars LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.
[See explanatory Note 2] **(Resolution 6)**

Special Business

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

7. Authority to Allot and Issue Shares

THAT pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- I (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that may 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, convertible securities or other instruments convertible into shares; and/or

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

Notice of ANNUAL GENERAL MEETING

provided always that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;provided further that adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (c) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 3]

(Resolution 7)

8. To transact any other business that may be transacted at an AGM of the Company.

By Order of the Board
Lin Moi Heyang
Company Secretary
Singapore
14 April 2025

Notice of ANNUAL GENERAL MEETING

Explanatory Notes:

(1) Resolutions 2 to 4

Ordinary Resolution 2 – Mr Herry Pudjianto will, upon re-election as a Director, continue to serve as Executive Chairman and Chief Executive Officer of the Company.

Ordinary Resolution 3 – Ms Ng Lee Eng will, upon re-election as a Director, continue to serve as Lead Independent Non-Executive Director of the Company, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees. The Board considers Ms Ng Lee Eng independent for the purposes of Rule 704(7) of the Catalist Rules.

Ordinary Resolution 4 – Ms Wang Xiaolan will, upon re-election as a Director, continue to serve as Independent Non-Executive Director of the Company, Chairman of the Nominating and Remuneration Committees and member of the Audit Committee. The Board considers Ms Wang Xiaolan to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr Herry Pudjianto, Ms Ng Lee Eng and Ms Wang Xiaolan can be found under sections entitled “Directors’ Profile” and “Report on Corporate Governance” of the Company’s Annual Report 2024.

(2) Resolution 6

This is to approve the appointment of Messrs CLA Global TS Public Accounting Corporation as the Company’s Auditors in place of the retiring Auditors, Messrs Forvis Mazars LLP and to authorise the Directors to fix their remuneration. Please refer to the Appendix accompanying this Notice dated 14 April 2025 for further information.

(3) Resolution 7

This is to empower the Directors of the Company, effective until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, without seeking any further approval from shareholders in a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution. For issue of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) other than on a pro rata basis to existing shareholders, the aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution.

Notes:

1. The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually. Printed copies of the Notice, Proxy Form and the Annual Report will also be sent by post to members.
2. (a) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- (b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

3. A proxy need not be a member of the Company.
4. Central Provident Fund Investment Scheme members (“**CPF investors**”) and/or Supplementary Retirement Scheme investors (“**SRS investors**”) (a) may attend and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have queries regarding their appointment as proxies; or (b) may appoint Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 17 April 2025.

Notice of ANNUAL GENERAL MEETING

5. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, no later than 5.00 p.m. on 27 April 2025 being not less than forty-eight (48) hours before the time appointed for holding the AGM.
6. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the original power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.
7. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the meeting if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
8. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her/its name appears on the Depository Register maintained by The Central Depository (Pte) Limited not less than seventy-two (72) hours before the time appointed for holding the AGM.
9. Members (including CPF/SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM or in advance of the AGM by email to the Company at agm2025@medi-lifestyle.com by 5.00 p.m. on 21 April 2025.

When submitting your questions, members would also need to provide the following details:

- (a) full name (as per CDP, CPF or SRS);
 - (b) address;
 - (c) number of shares held; and
 - (d) the manner in which the shareholder holds shares (e.g., via CDP, CPF or SRS).
10. Investors holding shares through Relevant Intermediaries (other than CPF/SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.
 11. The Company will endeavour to address all substantial and relevant questions received from members in advance of the AGM via publication on the Company's website and on the SGX website, on or before 24 April 2025. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
 12. The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions raised during the AGM or any questions received by the Company after the cut-off date, via an announcement on SGXNet and the Company's website within one (1) month after the date of the AGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice of AGM ("Notice") has been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.

The contact person for the Sponsor is Ms Charmian Lim, at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.

MEDI LIFESTYLE LIMITED

(Incorporated in the Republic of Singapore
- Company Registration No. 201117734D)

ANNUAL GENERAL MEETING (“AGM”)
PROXY FORM

Important:

- 1. A relevant intermediary (as defined in Section 181 of the Companies Act 1967) (“Companies Act”) may appoint more than two (2) proxies to attend, speak and vote at the Annual General Meeting.
- 2. This form of proxy is not valid for use by Central Provident Fund Investment Scheme members (“CPF investors”) and/or Supplementary Retirement Scheme investors (“SRS investors”) and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have queries regarding their appointment as proxies.

*I/We, _____ (Name) _____ (*NRIC/Passport/Co Registration No.)
of _____ (Address)
being a *member/members of Medi Lifestyle Limited (the “Company”), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

*and/or

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing *him/her/them, the Chairman of the AGM as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM to be held at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542 on Tuesday, 29 April 2025 at 5.00 p.m. (Singapore time) and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. In the absence of specific directions as to voting is given, the appointed proxy/proxies (other than the Chairman of the AGM) may vote or abstain from voting at his//her/their discretion, as *he/she/they will on any other matters arising at the AGM and/or at any adjournment thereof.

No.	Ordinary Resolutions relating to:	For#	Against#	Abstain#
Ordinary Business				
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors’ Statement together with the Auditors’ Report			
2.	To re-elect Mr Herry Pudjianto as a Director of the Company pursuant to Article 98 of the Constitution of the Company			
3.	To re-elect Ms Ng Lee Eng as a Director of the Company pursuant to Article 102 of the Constitution of the Company			
4.	To re-elect Ms Wang Xiaolan as a Director of the Company pursuant to Article 102 of the Constitution of the Company			
5.	To approve the payment of Directors’ fees for the financial year ending 31 December 2025, to be paid quarterly in arrears			
6.	To appoint Messrs CLA Global TS Public Accounting Corporation as the Company’s auditors in place of the retiring Auditors, Messrs Forvis Mazars LLP, and to authorise the Directors to fix their remuneration			
Special Business				
7.	To approve the authority to allot and issue shares			

Notes:

- * Delete where inapplicable.
- # Voting will be conducted by poll. If you wish your proxy(ies) to cast all your votes **for** or **against** a resolution, please indicate with “X” in the “**For**” or “**Against**” box in respect of that resolution. Alternatively, please indicate the number of shares **for** or **against** in the “**For**” or “**Against**” box in respect of that resolution. If you wish your proxy(ies) to **abstain** from voting on a resolution, please indicate with “X” in the “**Abstain**” box in respect of that resolution. Alternatively, please indicate the number of shares abstain in the “**Abstain**” box in respect of that resolution

Dated this _____ day of _____ 2025.

Total Number of Shares held (Note 1)

Signature(s) / Common Seal of members(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF



NOTES TO PROXY FORM:

1. Please insert the total number of Shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2.
 - (a) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing a proxy or proxies. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of its/his appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where more than two (2) proxies are appointed, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
3. A proxy needs not be a member of the Company.
4. The instrument appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 **no later than 5.00 p.m. on 27 April 2025**, being not less than forty-eight (48) hours before the time appointed for holding the AGM.
5. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the original power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.
7. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if the member 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 instrument of proxy, to the AGM.
8. For CPF/SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors (a) may attend and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have queries regarding their appointment as proxies; or (b) may appoint Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 17 April 2025.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy or proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2025.



Medi Lifestyle Limited
Company Registration Number (201117734D)

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