



利通太平洋控股有限公司
Net Pacific Holdings Limited

(formerly known as Net Pacific Financial Holdings Limited)
(Incorporated in the Republic of Singapore)
(Company Registration Number 200300326D)

**QUALIFIED OPINION BY AUDITORS ON THE AUDITED FINANCIAL STATEMENTS FOR
THE FINANCIAL YEAR ENDED 30 JUNE 2026 (“FY2026”)**

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Board of Directors (the “**Board**”) of Net Pacific Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s external auditors, Foo Kon Tan LLP, have issued a qualified opinion (“**Qualified Opinion**”) in their Independent Auditor’s Report dated 8 October 2026 (“**Independent Auditor’s Report**”) in respect of the financial statements of the Group and the Company for FY2026 (“**Financial Statements**”).

The basis for the Qualified Opinion is contained in the Independent Auditor’s Report, a copy of which, together with an extract of Note 3 (Matters related to Jetwin) to the Financial Statements are attached to this announcement for information. Shareholders and potential investors of the Company are advised to read this announcement in conjunction with the Independent Auditor’s Report and the Financial Statements which are included in the Company’s Annual Report for FY2026, which is released via SGXNet on 8 October 2026.

In summary, the auditors had expressed a disclaimer of opinion in their report dated 5 November 2025 on the financial statements for the financial period from 1 January 2024 to 30 June 2025 (“**FP2025**”) in respect of matters relating to Jetwin Investment Pty Ltd (“**Jetwin**”). Despite the resolution of the accounting issues as at 30 June 2025, the auditors were unable to (i) ascertain whether the related party transactions between the Group, Jetwin and a controlling shareholder cum director (who was also a creditor of Jetwin) had been completely and accurately disclosed for the periods up to April 2025; (ii) obtain sufficient appropriate audit evidence to establish whether the Group had control over the deemed separate entity in Jetwin up to the completion of the Deed of Assignment; (iii) satisfy themselves as to the accuracy of the expected credit loss of HK\$4,892,000 recorded by the Company in FP2025 on amounts due from a subsidiary; and (iv) ascertain whether the derecognition of the amounts due from Jetwin had been appropriately accounted for and presented. Accordingly, the auditors’ opinion on the FY2026 financial statements is qualified because of the possible effects of these matters on the comparability of the FY2026 figures with the corresponding FP2025 figures, including those arising from discontinued operations.

The Board is of the view that the accounting issues relating to the disclaimer of opinion issued by the auditors on the financial statements for FP2025 were resolved as at 30 June 2025, following the completion of the assignment of the Group’s rights to the amounts receivable from Jetwin to an independent third party in April 2025 and the derecognition of those receivables; no balances or transactions relating to Jetwin are included in the Group’s results for FY2026 or in its statement of financial position as at 30 June 2026. Nevertheless, the Board notes that the auditors have issued the Qualified Opinion, in accordance with the Singapore Standards on Auditing, due to the possible effects on the comparability of the current and corresponding figures.

Based on the Board’s discussions with the auditors, and as the FP2025 figures will not be presented as corresponding figures in the financial statements for the financial year ending 30 June 2027 (“**FY2027**”), the Board expects the audit modification to be removed for FY2027, although this remains subject to the auditors’ independent assessment upon completion of the FY2027 audit.

Notwithstanding the above, the Company will continue to comply with its quarterly reporting obligations under Rule 705(2) of the Catalist Rules and will, in its quarterly financial results announcements for FY2027, provide updates on the outstanding audit issues and the Board's confirmation that the impact of all outstanding audit issues on the financial statements has been adequately disclosed.

On the basis of the above, the Board is of the view that sufficient information has been disclosed for trading of the Company's securities to continue in an orderly manner and confirms that all material information in relation to the Group has been provided for trading of the Company's shares to continue.

The Qualified Opinion relates solely to the possible effects on the comparability of the FY2026 figures with the corresponding FP2025 figures. The Independent Auditor's Report does not contain any modification of opinion or material uncertainty in relation to the Group's and the Company's ability to continue as a going concern, and the Financial Statements have been prepared on a going concern basis as set out in Note 2(a) to the Financial Statements.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and to seek independent advice from their professional advisors if they are in doubt before trading or making any investment decision in the Company's securities.

By Order of the Board

Ong Chor Wei @ Alan Ong
Chief Executive Officer and Executive Director
8 October 2026

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Edmund Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.

INDEPENDENT AUDITOR'S REPORT

To the members of Net Pacific Holdings Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Net Pacific Holdings Limited (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2026, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, except for the possible effects on the corresponding figures of the matter described in the *Basis for Qualified Opinion* section of our report, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2026 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Qualified Opinion

Comparability of current year's figures and corresponding figures arising from discontinued operations

We expressed a disclaimer of opinion in our report dated 5 November 2025 in relation to the financial statements for the financial period from 1 January 2024 to 30 June 2025 ("**FP2025**"), in respect of the matters related to Jetwin Investment Pty Ltd ("**Jetwin**") in FP2025 as set out in Note 3 to the financial statements, which may have a possible effect on the comparability of the current and corresponding figures reported in the consolidated and separate financial statements of the Company.

To recap, despite the resolution of the accounting issues as at 30 June 2025, we were unable to:

- (i) ascertain whether the related party transactions entered between the Group, Jetwin and the controlling shareholder cum director who was also a creditor of Jetwin had been completely and accurately disclosed in the consolidated financial statements from the preceding periods up to April 2025 i.e. the date of the completion of the Deed of Assignment entered between the Group, Jetwin and an independent third party ("**Party A**") in November 2024 (the "Deed") whereby the Group agreed to transfer and Party A agreed to purchase the rights and obligations of the amounts receivable from Jetwin ("**Loan Rights**");
- (ii) obtain sufficient appropriate audit evidence to establish whether there was control or no control, including legal representation and confirmation to validate whether or not the Group had the substantive right and power to direct the relevant activities of the deemed separate entity in Jetwin, from the preceding periods up to the date of the completion of the Deed;
- (iii) obtain sufficient appropriate audit evidence to satisfy ourselves as to the accuracy of the expected credit loss of HK\$4,892,000 recorded on the amounts due from the subsidiary in the Company's statement of comprehensive income in FP2025 as the amount of expected credit loss may be different if control is deemed to have been established over the Group's control of the specified assets and liabilities in Jetwin, in the Company's statement of financial position as at 31 December 2023; and
- (iv) ascertain the accounting effects on the derecognition of the amounts due from Jetwin following the transfer of the Loan Rights to Party A have been appropriately and correctly accounted for and presented in the consolidated financial statements in the current financial period and in the previous financial years since we are unable to ascertain whether the Group has control over the specified assets and liabilities of the deemed separate entity in Jetwin from the preceding periods up to the date of the completion of the Deed.

In view of the above, our opinion on the current year's financial statements is qualified because of the possible effects of the above on the comparability of the current year's figures and the corresponding figures arising from discontinued operations for FP2025.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3 Matters related to Jetwin

In prior years, Jetwin Investment Pty Ltd (**"Jetwin"**) facilitated the Group in granting loans to 5 borrowers located in Australia. As at 31 December 2023, HK\$19,867,000 (2022 - HK\$30,337,000) due from Jetwin was secured, interest-free and repayable on demand.

Included in this balance were mainly receivables arising from the settlement of loans by the borrowers in Australia to Jetwin in the form of Properties and cash under two separate deeds of settlement:

- (i) On 25 June 2019, Jetwin had entered into a Deed of Settlement and Release (**"2019 Deed"**) with two borrowers pursuant to which it was agreed that the parties to the 2019 Deed would release each other from the performance of any and all of their obligations under the loan agreements entered into between Jetwin and the borrowers, and any and all claims which existed in respect of the conditional agreements entered on 12 November 2017. Under the 2019 Deed, cash of AUD487,000 and the ownership in five properties in Australia were transferred to Jetwin as settlement of the loans previously granted by the Group to the two borrowers via Jetwin.

On 7 November 2019, Jetwin confirmed and agreed that all the proceeds received under the provision of the 2019 Deed, and the subsequent sale of the five properties shall be paid to Company's wholly owned subsidiary – Net Pacific Investment Holdings Limited (**"NPIHL"**), in accordance with the terms and conditions as set out in the original loan agreements between the relevant parties.

- (ii) On 6 August 2021, Jetwin entered into a similar Deed of Settlement and Release with three remaining borrowers (**"2021 Deed"**) pursuant to which it was agreed, among other things, that the parties to the 2021 Deed shall resolve all their disputes on the terms and conditions set out in the 2021 Deed and absolutely, unconditionally and irrevocably release and forever discharge and hold each other free from and against any and all claims including their obligations under the loan agreements entered into between Jetwin and the borrowers without any admission of any liability of any kind whatever. Under the 2021 Deed, cash of AUD4,196,000 and the ownership in three properties in Australia were transferred to Jetwin as settlement of the loans previously granted by the Group to the remaining three borrowers via Jetwin. Under the Confirmation Letter dated 6 August 2021, Jetwin confirmed and agreed that all the proceeds received under the provision of the 2021 Deed and the subsequent sale of the three properties shall be paid to NPIHL in accordance with the terms and conditions as set out in the original loan agreements between the relevant parties.

Pursuant to the 2019 Deed and 2021 Deed, Jetwin received settlement proceeds from the underlying borrowers in Australia in the form of 8 properties (**"the Properties"**) and cash proceeds in aggregate. The Properties and cash proceeds received under the provision of the 2019 Deed, and 2021 Deed shall be paid to the Group and the other loan provider who is also a controlling shareholder cum director of the Company.

As at 31 December 2023, the financials of Jetwin comprised mainly of the Properties and trust accounts of Jetwin held in trust by an Australian law firm where the debt settlement proceeds were deposited into, and liabilities which comprised mainly of payables owing to the Group and the other loan provider who is also a controlling shareholder cum director of the Company.

In respect of the Properties held by Jetwin, under the Confirmation Letters dated 7 November 2019 and 6 August 2021 (the "Confirmation Letters") between NPIHL and Jetwin, the latter confirmed that notwithstanding that the Properties were transferred to Jetwin, Jetwin agreed to grant security over the Properties to NPIHL, whether by way of caveat or registered mortgage, and not otherwise encumber the Properties as security for repayment of the loans.

In addition, as stipulated under the Confirmation Letters, unless and until the amount due by Jetwin had been fully repaid to NPIHL, the sale, transfer or disposal of any or all of the Properties held by Jetwin shall only be made with the prior written consent of NPIHL amongst other terms and conditions as specified in the Confirmation Letters, with such consent being at NPIHL's absolute discretion. NPIHL may request the disposal of any or all of the Properties held by Jetwin at market rates, and Jetwin shall expeditiously comply with the request; and the terms and conditions of every disposal by Jetwin shall be as reasonably agreed by NPIHL.

As such, NPIHL will be entitled to any upside of the proceeds from the sale of the Properties in excess of the original settlement consideration until all monies under the loan agreements and as agreed under the Confirmation Letters between NPIHL and Jetwin have been fully repaid.

NPIHL also agreed to contribute towards the ongoing maintenance cost and expenses relating to the Properties held by Jetwin in accordance with the relevant percentage of the loans disbursed as specified under the Confirmation Letters.

Moreover, the Group also received net rental income from Jetwin on some of the Properties which were leased out to external parties and recognised gain from the disposal of some of the Properties during the year.

In respect of the trust accounts maintained in trust by an Australian law firm on behalf of Jetwin where the settlement proceeds were deposited into, the Australian law firm also confirmed that it has the authority to disburse the funds from the trust accounts on the written request of the Executive Director of the Company and the other loan provider who is also a controlling shareholder cum director of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3 Matters related to Jetwin (Cont'd)

A recap of prior years' significant judgements applied:

a. Completeness of related party disclosures

In FY2022, management became aware that a controlling shareholder cum director of the Company held shares in an entity which has investments in the Australian borrowers. Furthermore, management also noted that it had not been disclosed in the financial statements that he was a creditor of Jetwin since inception of the loan disbursement in the financial year ended 31 December 2013 to 31 December 2023 and that Jetwin also held equity interest in the Australian borrowers.

However, management maintained the view that the controlling shareholder cum director of the Company did not have any beneficial interest in Jetwin nor the borrowers in Australia, and that there was no need for any shareholders' mandate to approve any interested person transactions under Chapter 9 of the Listing Manual of the SGX-ST. Management also reviewed this relationship and any other potential relationships and assessed that there was no additional related party disclosure to be made in accordance with SFRS(I) 1-24 *Related Party Disclosures*.

Furthermore, management determined that there was no requirement to engage any independent legal expert to establish whether there had been more related party information to be disclosed in the relevant financial years concerning the Group, the controlling shareholder cum director of the Company, Jetwin and the Australian borrowers.

b. Control of specified assets and liabilities in Jetwin

In accordance with SFRS(I) 10 *Consolidated Financial Statements*, management identified specified assets in Jetwin (and related credit enhancements, if any) are the only source of payment for specified liabilities of, or specified other interests in Jetwin. These specified assets and liabilities of the deemed separate entity in Jetwin are the Properties and cash proceeds received under the settlement; and the balances owing to the Group and the other loan provider who is also the controlling shareholder cum director of the Company, respectively.

Under the Confirmation Letters dated 7 November 2019 and 6 August 2021, Jetwin confirmed and agreed that all the proceeds received under the provision of the 2019 Deed and 2021 Deed and the subsequent sale of the Properties shall be paid to the Group in accordance with the terms and conditions as set out in the original loan agreements between the Group and Jetwin.

Management is of the view that the Group has no control over the specified assets and liabilities of the deemed separate entity in Jetwin because:

- (i) The Group has no equity interest in Jetwin;
- (ii) None of the directors or controlling shareholders of the Group is a director or shareholder of Jetwin;
- (iii) The sale, transfer or disposal of any or all of the Properties held by Jetwin at NPIHL's absolute discretion is to safeguard the recoverability of the debt due from Jetwin;
- (iv) The receipt of net rental income from Jetwin is a form of compensation in place of interest income; and
- (v) The authority to disburse the funds from the trust accounts held in trust by an Australian law firm is merely a protective right.

c. Classification and measurement of amounts due from Jetwin at amortised cost

In accordance with SFRS(I) 9 *Financial Instruments*, the Group determines if a 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.

The business model of the Group has not changed and there are proper loan documentations in place with Jetwin which support that the contractual terms of the amounts due from Jetwin will give rise on specified dates to cash flows that will result from collecting contractual cashflows from the principal amounts outstanding from Jetwin. The net rental income received from Jetwin is a form of compensation in place of interest income since the debt is interest-free.

Developments in the financial period from 1 January 2024 to 30 June 2025

a. Deed of Assignment

The Group had on 1 November 2024 entered into a Deed of Assignment (the "Deed") with Jetwin and an independent third party individual ("**Party A**") in November 2024 where the Group agreed to transfer and Party A agreed to purchase the rights and obligations of the amounts receivable due from Jetwin (the "Loan Rights") for an amount equivalent to AUD1,180,000 ("**Purchase Price**") and Jetwin, by the execution of the Deed, is bound by its terms and acknowledged that the Loan Rights are assigned to Party A under the terms of the Deed and will be transferred to Party A upon the final settlement of the Purchase Price.

Following the receipt of the final Purchase Price in April 2025, the Group's receivables from Jetwin have been derecognised and a gain on derecognition of HK\$3,052,000 on the amounts receivable due from Jetwin in the consolidated statement of comprehensive income in the financial period ended 30 June 2025.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3 Matters related to Jetwin (Cont'd)

Developments in the financial period from 1 January 2024 to 30 June 2025 (Cont'd)

b. Queries from the Accounting and Corporate Regulatory Authority ("ACRA")

The Board of Directors of the Company received queries from the Accounting and Corporate Regulatory Authority ("ACRA") during the financial period on their compliance with accounting standards in respect of the consolidated financial statements for the financial year ended 31 December 2022.

In August 2025, the Company received a letter of final findings from ACRA where the latter is of the view that management had not complied with SFRS(I) 9 in respect of the classification and measurement of the receivables due from Jetwin, which was previously measured at amortised cost, does not meet the solely payments of principal and interest ("SPPI") test under SFRS(I) 9.

SFRS(I) 9 states that contractual terms that introduce exposure to risks or volatility in the contractual cash flows that is unrelated to the basic lending arrangement do not give rise to contractual cashflows that are solely payments of principal and interest on the principal amount outstanding. In the case of the amounts due from Jetwin, the interest income is explicitly linked to the rental income generated from the properties owned by Jetwin which directly ties the receivable's cash flows to the performance of the property market in Australia and the success of renting out the properties, are unrelated to the compensation for the time value of money and credit risk. Furthermore, the non-recourse nature of the loans, which limits recourse primarily to the underlying properties, combined with the cash flows being directly influenced by the economic performance of the specified properties, suggested that the contractual cashflows are not solely payments of principal and interest.

Management performed a reassessment and concluded that the amounts due from Jetwin should have been measured at fair value.

Accordingly, management recomputed the fair value of the amounts due from Jetwin as at 1 January and 31 December 2023, respectively, and recorded the fair value adjustments in respect of the amounts receivable from Jetwin as prior years' adjustments for financial year ended 31 December 2023 and 1 January 2023 (being the beginning of the preceding period), respectively.

The movement of the receivables from Jetwin measured at FVTPL are as follows:

The Group	HK\$'000
At 1 January 2024	15,434
Amounts received during the period	(13,645)
Gain on derecognition of financial assets at FVTPL	3,052
Provision no longer required	(3,251)
Translation differences	(1,314)
Others	(276)
At 30 June 2025	-

Discontinued operations

Following the derecognition of receivables from Jetwin, the Group assessed that the Financing Business in Australia met the definition of a "discontinued operation" in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations* as it represented a separate major line of business and geographical area of operations of the Group.

The results of the discontinued operations, and impact on the cash flows for the financial period ended 30 June 2025 are as follows:

The Group	2025 HK\$'000
Other income (Note 5)	137
Gain on derecognition of financial assets at FVTPL	3,052
Administrative expenses:	
- Rental-related expenses	(28)
- Legal and professional fees	(309)
Profit before tax	2,852
Taxation	-
Profit after tax	2,852
Operating cash inflows	13,645