



Annual Report 2025

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We are strengthening our presence in the healthcare business by focusing on preventive healthcare where we enable individuals regardless of age or gender to have a high-quality lifestyle. As we continue growing in the sector, we will identify new opportunities to diversify returns and provide long-term growth to our shareholders.



The cover features a butterfly in mid-flight, paired with a series of icons representing the Group's diverse business segments. The butterfly symbolizes transformation and growth, reflecting Medi Lifestyle's resilience and evolving journey, while the icons highlight the collective strengths that propel the Group forward.

This annual report has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This annual report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made, or reports contained in this annual report. The contact person for the Sponsor is Ms. Lee Khai Yinn, at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542, telephone (65) 6232 3210.



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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.

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, 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.



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 PRODUCT (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. Yong Thiam Fook

Non-Independent Non-Executive
Chairman

Mr. Herry Pudjianto

Executive Director and Chief Executive
Officer

Mr. Tan Lee Seng

Non-Independent Non-Executive
Director

Ms. Ng Lee Eng

Lead Independent Director

Ms. Wang Xiaolan

Independent Director

AUDIT COMMITTEE

Ms. Ng Lee Eng (Chairman)

Mr. Yong Thiam Fook (Member)

Ms. Wang Xiaolan (Member)

NOMINATING COMMITTEE

Ms. Wang Xiaolan (Chairman)

Ms. Ng Lee Eng (Member)

Mr. Yong Thiam Fook (Member)

REMUNERATION COMMITTEE

Ms. Wang Xiaolan (Chairman)

Ms. Ng Lee Eng (Member)

Mr. Yong Thiam Fook (Member)

RISK COMMITTEE

Ms. Ng Lee Eng (Chairman)

Mr. Yong Thiam Fook (Member)

Ms. Wang Xiaolan (Member)

COMPANY SECRETARY

Ms Shirley Tan Sey Liy

(Msc Mgmt (Hons) (UCD), FCS, FCG)

COMPANY REGISTRATION NUMBER

201117734D

REGISTERED OFFICE

380 Jalan Besar,
#07-10 ARC 380,
Singapore 209000
T: +65 6027 8811

PRINCIPAL PLACE OF BUSINESS

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72A, Jalan Prof Diraja Ungku Aziz,
Seksyen 13, 46200
Petaling Jaya, Selangor, Malaysia.
T: +6013 257 2787

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

INDEPENDENT AUDITOR

CLA Global TS Public
Accounting Corporation
Public Accountants and Chartered
Accountants
Unique Entity No. 200507237N
80 Robinson Road #25-00
Singapore 068898

Director-In-Charge: Lee Look Ling
(Appointed since the financial year
ended 31 December 2025)

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

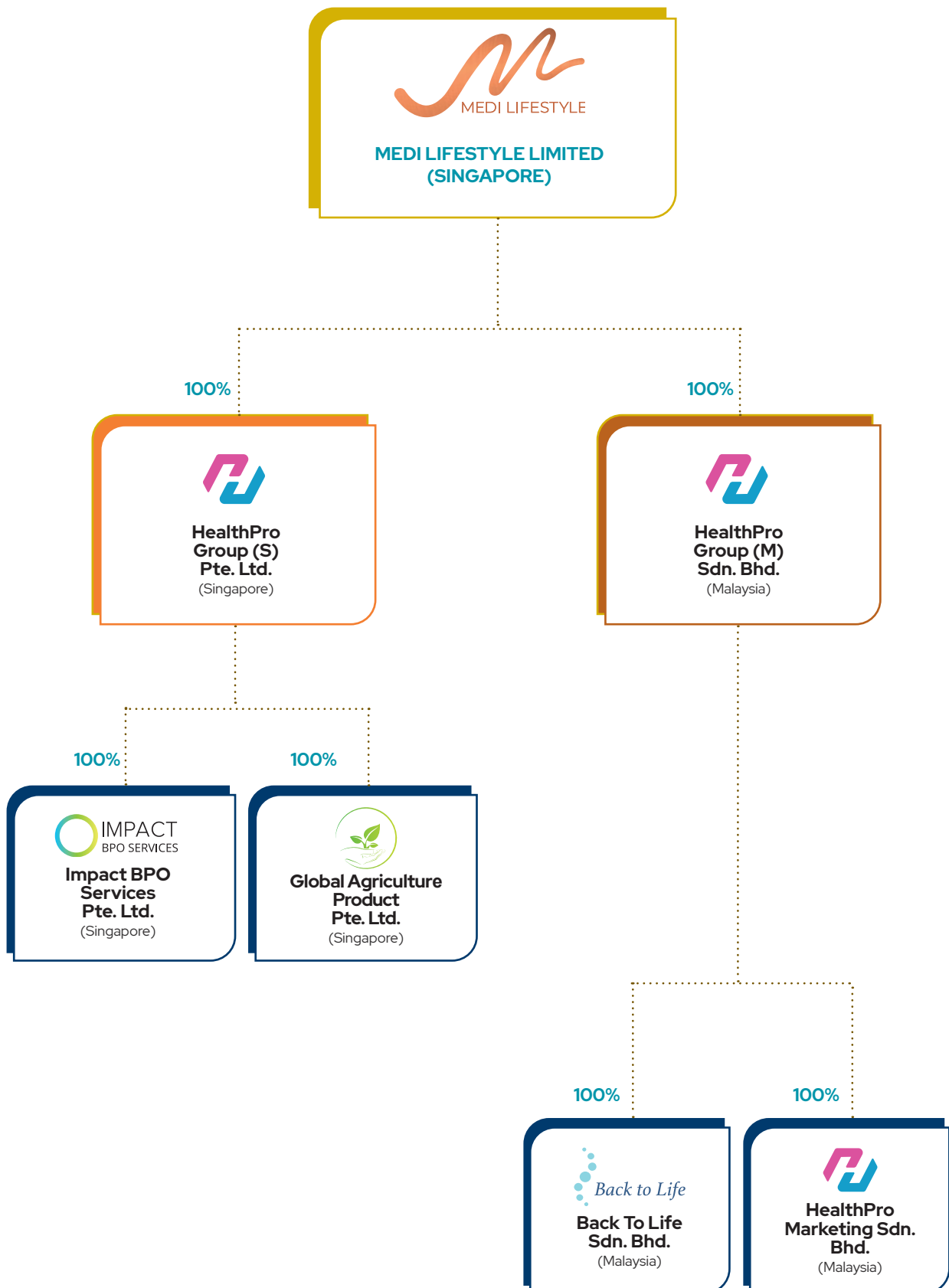
The Hongkong and Shanghai Banking Corporation Limited

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



MR. ALAN YONG THIAM FOOK

Non-Independent Non-Executive Chairman



Mr. Alan Yong Thiam Fook was appointed to the Board as the Non-Independent Non-Executive Chairman, and a member of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Committee on 2 April 2026.

Mr. Yong brings over 40 years of experience in finance and accounting. He held various C-level positions at SGX-listed companies, where he was involved in finance and accounting matters. Mr. Yong was previously the Executive Director (Corporate Finance & Business Development) of SGX-listed Beng Kuang Marine Limited from July 2008 to July 2017. Prior to that, he was on Beng Kuang Marine Limited's Board as a Non-Executive Director since May 2002.

Mr. Yong holds a Bachelor of Science (Economics)(Honours) in Accounting and Finance from the University of London, London School of Economics and Political Science. He qualified as a Chartered Accountant (England and Wales) in 1982.

HERRY PUDJIANTO

Executive Director and Chief Executive Officer



Mr. Herry Pudjianto was appointed to the Board as Executive Chairman and Chief Executive Officer on 27 February 2024. He was re-designated as Executive Director and Chief Executive Officer on 2 April 2026.

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

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

Mr. 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.

TAN LEE SENG

Non-Independent Non-Executive Director



Mr. Tan Lee Seng was appointed to the Board as a Non-Independent Non-Executive Director on 2 April 2026.

As a Non-Executive Director, Mr. Tan provides independent oversight and contributes to the Group's strategic direction, corporate governance, and risk management. He participates in Board deliberations on key matters including business strategy, financial performance, and capital management, while maintaining a clear distinction from the day-to-day management of the Group.

Mr. Tan brings experience in brokerage and investment services. Prior to his appointment, he was a Dealer/Client Success Manager at Webull Singapore, where he was involved in client relationship management and corporate actions. Before that, he was a Mobile Remisier at Lim & Tan Securities Pte Ltd, managing securities and commodities trades and overseeing client portfolios.

Mr. Tan holds a Bachelor's degree in Economics and Social Studies (Finance) from the University of Manchester, United Kingdom.

Directors' PROFILE



NG LEE ENG

Lead Independent Non-Executive Director

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

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

Ms. 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 Committee and Remuneration Committee and a member of the Audit Committee and Risk Committee.

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 was an Independent Director at Autagco Ltd. (*fka LifeBrandz Ltd.*) from February 2021 to March 2026.

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	FY2025 RM'000	FY2024 RM'000
Revenue	4,420	1,843
Gross loss	(54)	(212)
Loss before interest, tax, depreciation and amortisation	(3,708)	(4,781)
Loss attributable to owners of the Company	(3,858)	(5,341)
Loss per share (Malaysian sen) ⁽¹⁾		
– basic	(2.27)	(3.66)
– diluted	(2.27)	(3.66)

BALANCE SHEET	AS AT 31 DECEMBER 2025 RM'000	AS AT 31 DECEMBER 2024 RM'000
Plant and equipment	53	95
Current assets excluding cash and bank balances	532	696
Cash and bank balances	261	1,067
Total assets	846	1,858
Non-current liabilities	-	(328)
Current liabilities	(6,326)	(3,122)
Net Asset Value	(5,480)	(1,592)
Shareholders' equity	(5,480)	(1,592)
Net Asset Value per share (Malaysian sen) ⁽²⁾	(1.45)	(0.98)

Notes:

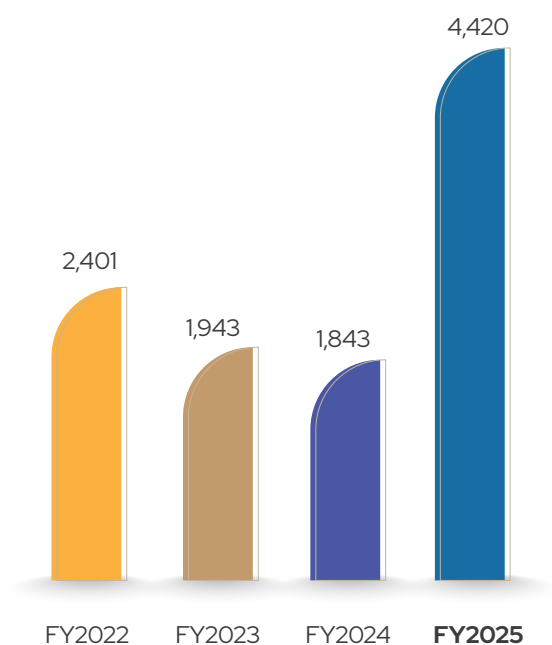
⁽¹⁾ The loss per share (basic and on a fully diluted basis) for FY2025 have been computed based on the Group's loss attributable to owners of the Company and the weighted average number of ordinary shares in issue of 169,728,984 subsequent to (i) allotment and issuance of 2,096,436 new ordinary shares of the Company during FY2025 pursuant to the terms of the conversion of non-redeemable convertible loan notes with an aggregate principal of S\$100,000 and (ii) allotment and issuance of 213,965,134 new ordinary shares of the Company during FY2025 pursuant to the terms of a debt conversion deed for the conversion of an aggregate debt of S\$3,209,477.02 at a conversion price of S\$0.015 for each share.

For comparative purposes, 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.

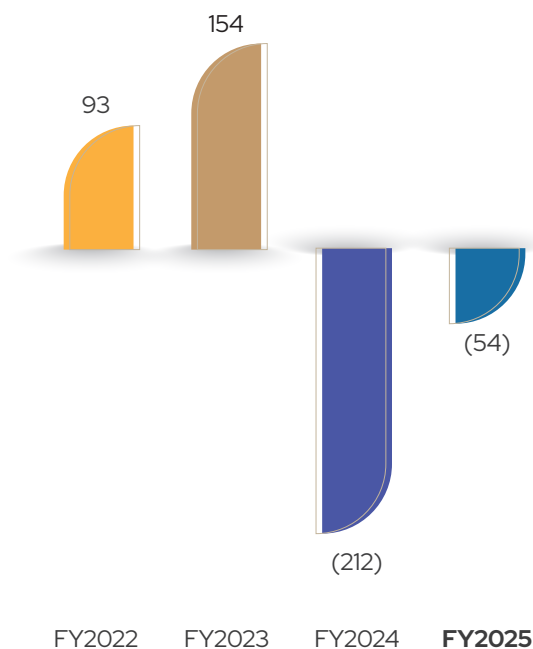
⁽²⁾ Net asset values per share as at 31 December 2025 and 31 December 2024 have been calculated based on the aggregate number of ordinary shares of 378,102,012 and 162,040,442 as at the respective dates, excluding treasury shares.

Financial HIGHLIGHTS

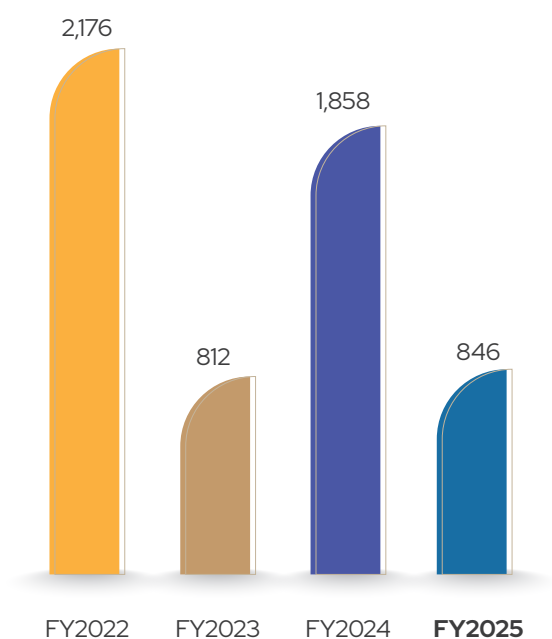
REVENUE (RM'000)



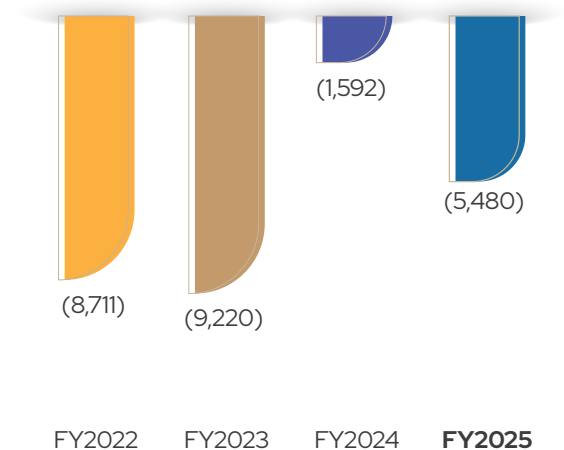
GROSS PROFIT (RM'000)



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,

On behalf of the Board of Directors of Medi Lifestyle Limited, I am pleased to present our annual report for the financial year ended 31 December 2025 ("FY2025"). This year has been one of focused consolidation and strategic realignment as we navigated a complex and evolving macro environment. 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.

FY2025 BUSINESS REVIEW

In FY2025, the Group demonstrated resilience, achieving a significant revenue increase of over 100%, rising to RM4.4 million from RM1.8 million in FY2024.

Commodity Trading This generous top-line growth was primarily driven by our Commodity Trading segment, which contributed RM3.8 million following our successful diversification into agricultural commodities products. However, we recorded no commodity trading activity in the second half of FY2025. This pause was necessary as the Management team undertook a strategic review of our capital management strategy, and concurrently navigated severe monsoon season-related flooding and landslides that prevented the physical delivery of commodities in Sumatra, Indonesia.

Healthcare & Outsourced Services

The robust growth in our commodity trading business was partially offset by a RM118,000 decline in revenue from healthcare services and a RM64,000 decline in revenue from manpower recruitment services.

Despite the revenue contraction in our established Healthcare services business segment, it encouragingly reported a gross profit of RM48,000 in FY2025, an improvement compared to a gross profit of RM21,000 in FY2024. This margin improvement was partially supported by a reversal of accrued sales commissions amounting to RM22,000 during FY2025. The temporary dip in healthcare revenue was largely attributed to localized industry challenges—specifically, rising inflationary costs on medical consumables and intensifying domestic competition for skilled clinical professionals, which temporarily constrained patient throughput.

BUSINESS OUTLOOK 2026

As we enter Financial Year 2026, the Group will build on its three operating segments—Healthcare, Commodity Trading, and Outsourced Services. We are committed to further developing our customer base and networks, as well as honing our operational skills and experience.

Navigating the Macroeconomic Landscape We recognize that the global landscape remains tethered to tepid macroeconomic conditions. Currently, ongoing geopolitical instability has created profound volatility in global markets, most notably driving up the cost of essential commodities such as oil.

The cascading effects of elevated global oil prices are significant. Higher energy costs translate directly into more expensive logistics, shipping, and supply chain operations. These pressures inevitably trickle down to the broader economy, fuelling inflation and subsequently eroding consumer purchasing power. According to ongoing assessments by the World Bank's Commodity Markets Outlookⁱ, energy price shocks remain a primary catalyst for sustained global inflation, creating an environment where businesses must prioritize stringent cost management and operational efficiency to protect margins. We are deeply aware of these dynamics and have integrated strategic buffers into our 2026 planning to mitigate these imported inflationary risks.

Healthcare Business: Strategic Alignment We believe the Group's healthcare and wellness business will advance as we align with preventive care and consumer-led utilisation of outpatient services. In Malaysia, our operating environment will be influenced heavily by public healthcare funding and measures taken to address system congestion.

- **Chiropractic & Physiotherapy:** Malaysia's Budget 2026 increased the Ministry of Health allocation to RM46.5 billion (Budget 2025: RM45.3 billion)ⁱⁱ with RM1.2 billion stated for maintenance and repairs of public hospitals and clinicsⁱⁱⁱ. Crucially, the budget also announced an allocation of RM140 million to continue outsourcing patients to alternative venues, including private hospitals, to address overcrowding^{iv}. The

continuation of patient outsourcing and clinic upgrading initiatives can support demand for ancillary healthcare services. Amidst this favourable environment, we will continue to focus on preventive care and patient experience to maintain our momentum in the chiropractic and physiotherapy space.

- **Cell-Therapy Products:** In the area of cell-therapy and regenerative health products, we project that the Group's progress in 2026 will hinge on measurable commercial conversion and partner execution, heavily guided by regulatory compliance, practitioner adoption, and patient education.

Outsourced Services Business: Technology Integration The recruitment services industry remains highly competitive. Structural changes are occurring as AI tools become more widely embedded in sourcing and screening workflows. Recent reports indicate that 61% of staffing firms are now using AI in their recruitment operations, signalling that AI adoption is a mainstream competitive requirement^v.

With prominent use cases including conversational AI (55%) and job matching (43%)^v, competitive pressure is shifting toward firms that can embed automation into their processes. Cognisant of these technological advances, the Group is highly focused on embedding AI-enabled automation into our own operations to better meet evolving client expectations and secure new clients moving forward.

ⁱ <https://www.worldbank.org/en/research/commodity-markets>

ⁱⁱ <https://belanjawan.mof.gov.my/pdf/belanjawan2025/ucapan/ub25-en.pdf>

ⁱⁱⁱ https://www.midf.com.my/sites/corporate/files/2025-10/budget_2026-mbsbr-111025.pdf

^{iv} <https://staffinghub.com/state-of-staffing/ai-isnt-optional-any-more-how-staffing-firms-are-using-it-to-win-in-2025/>

Message to **SHAREHOLDERS**

Strategic Shareholder

During the year in review, the Company welcomed new strategic shareholders with an objective to help stabilise and transform the Group. They have expressed commitment to support the Group through the current challenging environment. Initiatives may include fresh capital raising, restructuring and transforming operations, and exploring potential new business streams to enhance long term sustainability.

Board Changes

The year in review saw changes to the Board. I would like to give my appreciation to former Director, Mr Zhang Zhi, for his contributions to the Group. I also warmly welcome my fellow Directors, Mr Yong Thiam Fook and Mr Tan Lee Seng, 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 the Group.

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.

Moving Forward While the external environment—marked by geopolitical shifts and inflationary pressures—presents undeniable hurdles, we have shown resilience and resourcefulness through it all. The Group is not merely reacting to these global and local shifts, but actively adapting our cost structures and leveraging technology to optimize our service delivery. I am quietly confident that our combined strengths, strategic focus, and operational prudence will enable steady navigation and progress throughout the year ahead.

HERRY PUDJIANTO
Executive Director & CEO

REVENUE AND SALES ANALYSIS

Revenue for financial year ended 31 December 2025 ("FY2025") was RM4.4 million, a 139.8% increase from revenue for financial year ended 31 December 2024 ("FY2024") of RM1.8 million, due mainly to increased revenue from agricultural commodity trade of RM2.8 million; which was partially offset by (i) decline in sales from healthcare services pending a review of sales and marketing strategies; and (ii) decline in sales from manpower recruitment services due to delays in the renewal of Singapore recruitment licences at the end of FY2024.

OPERATING MARGIN

For FY2025, the Group reported a gross loss and gross loss margin of RM54 thousand and 1.2% respectively as compared to a gross loss and gross loss margin of RM212 thousand and 11.5% respectively for FY2024. The reduced gross loss and gross loss margin for FY2025 were due mainly to improved gross profit contribution from healthcare services and commodity trading which partially offset the gross losses from recruitment services as the latter continues to pitch for more recruitment mandates.

OTHER OPERATING INCOME

The Group's other operating income for FY2025 of RM 7 thousand was due mainly to a one-off government subsidy for manpower cost. In contrast the Group's other operating income for FY2024 of RM553 thousand was due mainly to (i) RM312 thousand reversal of accrued rental expense for the SS2 Petaling Jaya property lease; and (ii) RM110 thousand 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; and (iii) RM116 thousand rental income for an office space sublease in Singapore which subsequently expired in mid-2024.

ADMINISTRATIVE EXPENSES

Administrative expenses in FY2025 decreased by 26.1% to RM3.7 million from RM5.0 million in FY2024 due mainly to:

- (i) reduction in travel and marketing expenses of RM0.5 million
- (ii) reduction in corporate expenses of RM0.5 million mainly related to corporate fund raising exercises and proposed business diversification that was approved in an extraordinary general meeting in April 2024;
- (iii) net reduction in manpower cost of RM0.3 million due to attrition in manpower headcount;
- (iv) reduction in information technology services of RM0.1 million; and
- (v) reduction in depreciation of Right-of-Use ("ROU") asset to nil in FY2025 compared to RM0.1 million in FY2024 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 an increase in legal and professional services of RM0.4 million in FY2025 related to the conversion of S\$3.2 million of amounts owing to a shareholder into new ordinary shares in the Company.

Depreciation of Property, Plant and Equipment ("PPE") for FY2025 decreased 36.0% to RM46 thousand from RM71 thousand in FY2024 as some PPE items were fully depreciated in the course of FY2025.

Operations and FINANCIAL REVIEW

OTHER OPERATING EXPENSES

Other operating expenses of RM17 thousand for FY2025 are mainly related to (i) a fair value adjustment charge of RM4 thousand upon the conversion of convertible notes with an aggregate principal of S\$100 thousand into new ordinary shares in the Company in February 2025 and (ii) a RM13 thousand write-down on healthcare related inventory with shortened shelf life. In comparison other operating expenses of RM196 thousand for FY2024 were due to a loss of convertible loans during FY2024 on fair value.

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

Allowance for ECL on trade receivables for FY2025 was nil compared to a RM6 thousand charge for FY2024 in relation to sale of healthcare related products.

FINANCE COSTS

Finance costs for FY2025 decreased by 78.3% to RM104 thousand from RM479 thousand for FY2024 due mainly to (i) conversion of convertible loan notes with an aggregate principal of S\$647 thousand during the fourth quarter ended 31 December 2024 and (ii) conversion of convertible loan notes with an aggregate principal of S\$100 thousand during the first quarter ended 31 March 2025.

LOSS BEFORE TAXATION

For reasons set out above, the Group reported a 27.6% decrease in loss before taxation of RM3.9 million for FY2025 compared to a loss before taxation of RM5.3 million for FY2024.

REVIEW OF STATEMENT OF FINANCIAL POSITION

Non-Current Assets

PPE decreased to RM53 thousand as at 31 December 2025 from RM95 thousand as at 31 December 2024 due mainly to depreciation charges of RM46 thousand for FY2025 and partially offset by acquisition of office equipment of RM4 thousand for an office space during FY2025.

Capital and Reserves

The Group's trade receivables increased to RM161 thousand as at 31 December 2025 from RM100 thousand as at 31 December 2024 due mainly to increased receivables from outsourced services. The Group's current portion of other receivables and prepayments reduced to RM246 thousand as at 31 December 2025 from RM447 thousand as at 31 December 2024 due mainly to the utilisation of prepayments for legal and professional services. Inventories decreased to RM124 thousand as at 31 December 2025 from RM148 thousand as at 31 December 2024 due to consumption of materials and a RM13 thousand write-down of expiring products for the healthcare business.

Capital and Reserves

Share capital of the Company and the Group increased by RM10.8 million to RM147.4 million as at 31 December 2025 from RM136.6 million as at 31 December 2024 due to the conversion of S\$0.1 million of convertible loan notes and S\$3.2 million of amounts owing to a shareholder into new ordinary shares in the Company. The Group's currency translation reserve was a deficit of RM56 thousand as at 31 December 2025 compared to a surplus of RM253 thousand as at 31 December 2024 due mainly to the strengthening of the Malaysia Ringgit against the Singapore Dollar in FY2025. Capital reserves as at 31 December 2025 reduced by RM10.5 million to RM3.9 million from RM14.4 million as at 31 December 2024 due to the conversion of S\$3.2 million of amounts owing to a shareholder into new ordinary shares in the Company. Accumulated losses for the Group increased by RM3.9 million to RM156.7 million as at 31 December 2025 from RM152.8 million as at 31 December 2024 due to the losses recorded for FY2025.

Current Liabilities and Non-Current Liabilities

Borrowings as at 31 December 2025 decreased by RM0.4 million to RM1.2 million from RM1.6 million as at 31 December 2024 due mainly to the settlement and conversion of convertible loan notes with an aggregate principal of S\$0.1 million into new ordinary shares in the Company. Other payables for the Group as at 31 December 2025 and 31 December 2024 remained largely unchanged at RM1.6 million. Provisions as at 31 December 2025 of RM57 thousand is related to a guarantee period for recruitment service contracts in the event a candidate leaves within a specified period. Contract liabilities increased to RM61 thousand as at 31 December 2025 from RM41 thousand as at 31 December 2024 due to increased sign-ups for chiropractic and physiotherapy services. Amounts due to a shareholder increased by RM3.2 million to RM3.4 million as at 31 December 2025 from RM0.2 million as at 31 December 2024 due to S\$1.0 million in interest-free shareholder loans that were disbursed in FY2025.

As at 31 December 2025, the Group was in a capital deficiency position of RM5.5 million and its current liabilities exceeded its current assets by RM5.5 million. In addition, the Group incurred a net loss of RM3.9 million and net operating cash outflow of RM4.0 million for the financial year ended 31 December 2025. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

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 Sector, the Outsourced Services Sector and the Commodity Trading Sector;
- (ii) an interest-free advance from Mr Chua Yi Hang ("Mr Chua"), the controlling shareholder of the Company, of S\$0.2 million fully disbursed to date
- (iii) the letter of financial support from Mr Chua to provide financial support to the Group to enable it to meet its financial obligations so as to continue as a going concern basis and not to demand repayment of amounts owing to the shareholder until resources permit;
- (iv) the debt conversion of an aggregate amount of S\$3.2 million (approximately RM10.7 million) owing by the Group to Lingholm Holdings Pte. Ltd. ("LHPL") into new Company shares in December 2025; and
- (v) potential fund-raising efforts by the Company to raise up to approximately S\$1.8 million which includes continued further support from Mr Chua.

CASH FLOW

For FY2025, the Group used RM4.0 million in operating activities, mainly due to (i) RM4.2 million in operating loss before working capital changes; and (ii) RM0.1 million increase in trade receivables which were partially offset by RM0.2 million decrease in other receivables and prepayments. The investing activities in FY2025 of RM4 thousand was for replacement of office equipment in an office space. Net cash generated from financing activities of RM3.2 million for FY2025 were mainly from RM3.4 million in interest-free loans from a shareholder, which were partially offset by RM0.1 million in interest payments on borrowings.

As a result of the above, the cash and cash equivalents was RM0.3 million as at 31 December 2025, compared to RM1.1 million as at 31 December 2024.

DEVELOPMENTS SUBSEQUENT TO THE RELEASE OF THE COMPANY'S FULL YEAR UNAUDITED FINANCIAL STATEMENTS FOR FY2025 ON 27 FEBRUARY 2026, WHICH WOULD MATERIALLY AFFECT THE GROUP'S OPERATING AND FINANCIAL PERFORMANCE

On 17 March 2026, LHPL entered into a conditional sale and purchase agreement ("SPA") with Mr Chua to dispose 94,769,564 ordinary shares of the Company, representing approximately 25.06% of its shareholdings. Pursuant to the SPA, LHPL has also agreed to assign and transfer all the amount due from the Company, comprising the non-interest bearing loan and expenses previously paid on behalf of the Company, with an aggregate amounting of approximately S\$1,300,000. Upon completion of the debt assignment, the Company no longer owes any amount to LHPL and the outstanding balances are now payable to Mr Chua.

On 20 and 21 March 2026, LHPL has further entered into eight conditional sale and purchase agreements with eight other private investors to dispose the remaining 142,000,000 ordinary shares, representing approximately 37.56% of its shareholdings.

Upon completion of the above sale and purchase agreements in March 2026, LHPL ceased to hold any shareholding interest in the Company and Mr Chua became a controlling shareholder of the Company.



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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 2025 (“**FY2025**”), 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 judgement 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.

Report on CORPORATE GOVERNANCE

Conflicts of Interests

To address and manage possible conflicts of interest that may arise between Directors' interests 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, abstain from voting on the matter and refrain from exercising any influence over other members of the Board.

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 Futures 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 ("**First-time Directors**") 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 ("**Mandatory Training**").

During the FY2025 and up to the date of this Report, the Company had appointed the following new Directors namely:

- (i) Mr. Alan Yong Thiam Fook as Non-Independent Non-Executive Chairman on 2 April 2026.
- (ii) Mr. Tan Lee Seng as Non-Independent Non-Executive Director on 2 April 2026. As Mr. Tan Lee Seng is a First-time Director, the Company will make arrangements for him to attend the Mandatory Training within one year from the date of his appointment to the Board.

As Mr. Tan Lee Seng is a First-time Director, the Company will make arrangements for him to attend the Mandatory Training within one year from the date of his appointment to the Board. 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 FY2025, the Audit Committee ("**AC**") and the Board were briefed on recent changes on the Singapore financial reporting standards and SGX regulatory updates. The Executive Director and Chief Executive Officer ("**CEO**") 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.

Report on CORPORATE GOVERNANCE

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;
- 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) financial results of the Group, 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") and Risk Committee (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.

Report on CORPORATE GOVERNANCE

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.

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 FY2025 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					
Mr Herry Pudjianto	4	4 ⁽⁵⁾	1 ⁽⁵⁾	1 ⁽⁵⁾	1	1
Mr Zhang Zhi ⁽¹⁾	1	1	0	0	0	1
Mr Alan Yong Thiam Fook ⁽³⁾	NA	NA	NA	NA	NA	NA
Mr Tan Lee Seng ⁽⁴⁾	NA	NA	NA	NA	NA	NA
Mr Chew Wai Meng ⁽²⁾	NA	NA	NA	NA	NA	NA
Ms Wang Xiaolan	4	4	1	1	1	1
Ms Ng Lee Eng	4	4	1	1	1	1

Notes:

- (1) Mr Zhang Zhi resigned as Non-Independent Non-Executive Deputy Chairman of the Company on 30 March 2026.
- (2) Mr Chew Wai Meng resigned as Independent Non-Executive Director of the Company on 14 January 2025.
- (3) Mr Alan Yong Thiam Fook was appointed as Non-Independent Non-Executive Chairman of the Company on 2 April 2026.
- (4) Mr Tan Lee Seng was appointed as Non-Independent Non-Executive Director the Company on 2 April 2026.
- (5) Attended by invitation.

NA: Not Applicable

Report on CORPORATE GOVERNANCE

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.

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.

If Director is unable to attend a Board or Board Committee meeting, he/she will still receive all the papers and materials for discussion at that meeting. The Director will review them and advise the Chairman of the Board or Board Committee of his/her views and comments on the matters to be discussed so that they can be conveyed to other members at the meeting.

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.

Report on CORPORATE GOVERNANCE

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:

- Alan Yong Thiam Fook (“**Alan**”) (Non-Independent Non-Executive Chairman)
- Herry Pudjianto (“**Herry**”) (Executive Director and CEO)
- Tan Lee Seng (“**Lee Seng**”) (Non-Independent Non-Executive Director)
- Gillian Ng Lee Eng (“**Gillian**”) (Lead Independent Non-Executive Director)
- Wang Xiaolan (“**Angela**”) (Independent Non-Executive Director)

The Board comprises one (1) Executive Director and four (4) 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 one-third 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.

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 one-third of the Board and not a majority of the Board as set out in Provision 2.2 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.
- Majority of the Board are made up of Non-Executive Directors.
- There is no individual or small group of individuals that dominates 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 Non-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 Non-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.

Report on CORPORATE GOVERNANCE

In view of the above, the Board is of the view that its level of independence and the current size and composition consisting of five (5) Directors is appropriate and is in the best interest of the Company, taking into account the nature and scope of the Group's operations, business direction 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 and remain appropriate at this juncture.

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.

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.
- (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.

Report on CORPORATE GOVERNANCE

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 summarized 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) Non-Independent Non-Executive Chairman, one (1) Executive Director and CEO, one (1) Non-Independent Non-Executive Director; 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. Taking into consideration of the Group's current financial position, operational circumstances and strategic needs, the Board is of the view that it is appropriate to retain the current Board size and composition at this juncture and to review the appointment of additional independent director as the Group's operational and strategic priorities evolve. 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, competencies and expertise of each individual Director and will implement such changes as and when necessary.

Report on 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 (60%) b) 51 – 60: 1 Director (20%) c) 61– 70: Nil d) 71 and above: 1 Director (20%)
Board Gender Diversity	
At least one female director to sit on the Board and appoint as a member of NC	Achieved – The Board comprises two (2) female directors, which make up at least one-third of the Board.
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 Director 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 and the Board are of the view that the diversity objectives set out above have in substance been achieved. The NC and the Board are satisfied that the current size, structure and composition of the Board and its Committees are appropriate and effective, and provide the Board with an adequate level of diversity, skills, experience and independence to support effective governance of the Group, taking into account its present circumstances.

Nonetheless, the NC will continue to review the Company’s Board Diversity Policy from time to time to ensure its continued effectiveness and 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.

Report on CORPORATE GOVERNANCE

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 Director. 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.

Alan is the Non-Independent Non-Executive Chairman of the Company ("**Chairman**") and Herry is the Chief Executive Officer of the Company ("**CEO**"). The Chairman and CEO are not related. The separation of the roles of the Chairman and the CEO ensures an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

The Chairman 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 CEO and 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.

The CEO is responsible 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.

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 Director/Non-Executive Chairman and CEO or the Chief Financial Officer is inappropriate or inadequate.

Report on CORPORATE GOVERNANCE

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.

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 |
| • Alan (Member) | Non-Independent Non-Executive 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 proposing objective criteria which address how the Board has enhanced long-term shareholder value;

Report on CORPORATE GOVERNANCE

- 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.

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 the 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 Directors) and an appropriate mix of core competencies and diversity for the Board to fulfil its roles and responsibilities. Regulation 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 appointed 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.

Regulation 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.

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The Directors to retire at the forthcoming AGM are (i) Angela by rotation pursuant to Regulation 98 of the Constitution of the Company and (ii) Alan and Lee Seng pursuant to Regulation 102 of the Constitution of the Company ("**Retiring Directors**"). The Retiring Directors have given their consent to stand for re-election at the forthcoming AGM of the Company.

The NC had recommended to the Board the re-election of the Retiring Directors. 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 the 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.

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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:

	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
Date of Appointment	18 June 2024	2 April 2026	2 April 2026
Date of last re-appointment	29 April 2025	NA	NA
Age	37	72	34
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 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 Alan as Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications and working experience.	The re-election of Lee Seng as Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications and working experience.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	- Independent Non-Executive Director - Chairman of NC and RC and member of AC and Risk Committee	- Non-Independent Non-Executive Chairman - Member of AC, NC, RC and Risk Committee	Non-Independent Non-Executive Director
Professional Qualifications	Please refer to “Directors Profile: section on pages 5 to 6 of this annual report		
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Lee Seng is the son of Mr Tan Ong Huat, a substantial shareholder of the Company.

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	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
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	Nil
Past (for the last 5 years)	<u>Directorships</u> - Yinda Communication (Philippines), Inc. - Yinda Technology Malaysia Sdn. Bhd. - Yinda Technology (Thailand) Co., Ltd - Autagco Ltd. <u>Other Principal Commitments</u> Nil	Nil	Nil
Present	<u>Directorships</u> - TOTM Labs Pte. Ltd. <u>Other Principal Commitments</u> - TOTM Technologies Limited	<u>Directorships</u> - Magnitude International Ltd <u>Other Principal Commitments</u> Nil	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

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	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
(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
(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

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	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
(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
(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

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	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
(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 elsewhere; 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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	Wang Xiaolan	Alan Yong Thiam Fook	Tan Lee Seng
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/her 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/her independent business judgement in the best interests of the Company. The NC is of the view that all Independent Directors are independent. During FY2025, 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.

Report on CORPORATE GOVERNANCE

Alternate Director

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

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/her competing directorships and obligations and assess the number of directorships he/she 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 FY2025.

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)
Alan	Non-Independent Non-Executive Chairman	Magnitude International Ltd	Nil
Herry	Executive Director and CEO	Nil	Nil
Tan Lee Seng	Non-Independent Non-Executive Director	Nil	Nil
Gillian	Lead Independent Non-Executive Director	UG Healthcare Corporation Limited	Nil
Angela	Independent Non-Executive Director	Nil	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.

Report on CORPORATE GOVERNANCE

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.

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, and knowledge and the time and effort dedicated to the Group's business and affairs. The NC is satisfied that sufficient time and attention have 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 recommendations and/or participating in discussions 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.

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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:

- | | | |
|-------|-------------------|---|
| (i) | Angela (Chairman) | Independent Non-Executive Director |
| (ii) | Gillian (Member) | Lead Independent Non-Executive Director |
| (iii) | Alan (Member) | Non-Independent Non-Executive 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;
- structure a significant and appropriate proportion of Executive Director 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;
- review the on-going appropriateness, attractiveness and relevance of the executive remuneration policy and other benefit programmes including the terms of renewal for those executive directors whose current employment contracts will expire or have expired;
- determine, review and approve the design of all option plans, stock plans and/or other equity-based plans that the Company proposes to implement;
- 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
- review and recommend to the Board the eligibility of the Executive Director 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 and variable pay and other benefits-in-kind. The Company subscribes to linking remuneration of the Executive Director 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.

Report on CORPORATE GOVERNANCE

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 the respective Executive Director 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 Director 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 Director 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 FY2025.

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 Director, the Company takes into consideration the existing remuneration and employment conditions and makes a comparative study of the packages of Executive Director 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 Director 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 Director 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 a 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.

The RC has reviewed the overall fee structure and after taking into account factors such as effort, time commitment, meeting attendance and associated responsibilities, has recommended a revised fee structure from FY2026 onwards to better reflect the level of contributions and commitment of the non-executive directors. The key changes include the introduction of attendance fees and additional fixed fees for serving as Chairperson of RC and NC, in recognition of his/her responsibilities associated with these roles.

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The revised structure has been endorsed by the Board and subject to approval by the shareholders of the Company at the forthcoming 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. No Director is involved in deciding his or her own remuneration.

The Executive Director does not receive Director's fees but are remunerated as member of the management team. The remuneration packages of the Executive Director 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 provide for remuneration payable to them, annual leave entitlement and termination agreements.

Having reviewed and considered the variable components of the Executive Director 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 Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director 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 Catalist Rules 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 own remuneration.

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Directors' Remuneration

Details of the remuneration for each Director and CEO for FY2025 are disclosed below:

Name of Director/CEO	Salary S\$	Benefits S\$	Bonus S\$	Directors' Fee (FY2025) S\$	Total S\$
Herry	132,000	15,231	–	–	147,231
Zhang Zhi ⁽¹⁾	–	–	–	28,800	28,800
Chew Wai Meng ⁽²⁾	–	–	–	1,120	1,120
Angela	–	–	–	28,800	28,800
Alan ⁽³⁾	–	–	–	–	–
Lee Seng ⁽⁴⁾	–	–	–	–	–
Gillian	–	–	–	38,400	38,400

Notes:

- (1) Mr Zhang Zhi resigned as Non-Independent Non-Executive Deputy Chairman of the Company on 30 March 2026
- (2) Mr Chew Wai Meng resigned as Independent Non-Executive Director of the Company on 14 January 2025.
- (3) Mr Alan Yong Thiam Fook was appointed as Non-Independent Non-Executive Chairman of the Company on 2 April 2026.
- (4) Mr Tan Lee Seng was appointed as Non-Independent Non-Executive Director of the Company on 2 April 2026.

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 FY2025, 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 KMPs (who are not Directors or the CEO) for FY2025 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 FY2025 is S\$210,443.

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.

Report on CORPORATE GOVERNANCE

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 FY2025, the RC had reviewed the compensation and remuneration packages of all Directors and KMPs and believes that the remuneration of Directors and KMPs is 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\$129,800 for FY2026. 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.

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

- | | | |
|-------|--------------------|---|
| (i) | Gillian (Chairman) | Lead Independent Non-Executive Director |
| (ii) | Alan | Non-Independent Non-Executive Chairman |
| (iii) | 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.

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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 25 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 FY2025, the internal audit review (including follow up reviews) on the group sustainability reporting process; and agricultural commodity trade processing for Global Agriculture Product Pte. Ltd. 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 FY2025 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 FY2025. The Management has addressed all internal audit findings and taken steps to implement the recommendations put forth in the IA report for FY2025.

The Management is committed to and has taken steps to remediate any material weaknesses identified during the course of internal audit and continues 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 in 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 2025 have been properly maintained and the financial statements for FY2025 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.

Based on the abovementioned assurances, the 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 2025.

Report on CORPORATE GOVERNANCE

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 109 to 118 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:

- | | | |
|-------|--------------------|---|
| (i) | Gillian (Chairman) | Lead Independent Non-Executive Director |
| (ii) | Angela (Member) | Independent Non-Executive Director |
| (iii) | Alan (Member) | Non-Independent Non-Executive 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 Ms Gillian Ng 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:

- a) 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;
- b) 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;
- c) 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;
- d) monitor the use of proceeds raised;
- e) review the assurance from the CEO and the CFO on the financial records and financial statements;
- f) 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;
- g) 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;
- h) 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);

Report on 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 on 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 FY2025 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 the 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;

Report on

CORPORATE GOVERNANCE

- (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;
- (k) change of auditors from Messrs Forvis Mazars LLP to Messrs CLA Global TS Public Accounting Corporation;
- (l) the external audit and internal audit fees for FY2025 and recommended to the Board for approval;
- (m) 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;
- (n) audit fees paid / payable to the external auditors of the group;
- (o) interested person transactions falling within the scope of Chapter 9 of the Catalist Rules and any potential conflict of interests; and
- (p) 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 FY2025 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").

Report on CORPORATE GOVERNANCE

In addition, significant matter that was discussed with Management and the external auditors have been included as KAM in the audit report for FY2025 on page 57 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 CLA Global TS Public Accounting Corporation, 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 aggregate amount of audit fees paid and/or payable to CLA Global TS Public Accounting Corporation and its overseas affiliates for FY2025 amounted to approximately S\$79,477. There was no non-audit fees paid to external auditors of the Company in FY2025. The AC is satisfied that 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. CLA Global TS Public Accounting Corporation has 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 and has recommended to the Board, the nomination of the external auditor, CLA Global TS Public Accounting Corporation, for re-appointment at the forthcoming AGM.

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 FY2025, 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 on any possible improprieties in matters of unethical behaviour, malpractices, illegal acts, or other matters with respect to 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 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 FY2025.

Report on CORPORATE GOVERNANCE

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.

The Company tables separate resolutions at general meetings for each distinct issue 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.

Report on CORPORATE GOVERNANCE

The forthcoming AGM will be convened and held in a wholly physical format at Function Room, LR Floor, 380 Jalan Besar, ARC 380 Singapore 209000 on Thursday, 30 April 2026. 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. Shareholders can access the Annual Report, Notice of AGM and proxy through the Company's website and SGX website.

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 to be held on 30 April 2026 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 FY2025 as the Group recorded a loss in FY2025.

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.

Report on CORPORATE GOVERNANCE

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, programmes 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 financial year ended 31 December 2025 which will be released by 30 April 2026.

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.

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 FY2025, the Company (i) entered into the loan agreement dated 12 November 2025 with LHPL whereby LHPL has agreed to provide the Company with a non-interest-bearing loan of S\$204,000; and (ii) converted outstanding amounts totalling S\$3.2 million owing by the Group to LHPL into 213,965,134 new ordinary shares. The respective announcements were released on 13 November 2025, 28 November 2025 and 22 December 2025. As the loan is interest free, therefore the Board is of the view that the aggregate value of the IPT is zero.

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 trade- and price-sensitive information.

Report on CORPORATE GOVERNANCE

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 Director and the Company as well as the loan agreement dated 12 November 2025 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 FY2025 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 27 February 2026. 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 2025.

In the opinion of the Directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and the 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 2025 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the financial year ended on that date; and
- (b) at the date of this statement, with the continuing financial support from the controlling shareholder, as described in Note 2 to the financial statements, 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.

Directors

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

Herry Pudjianto	
Ng Lee Eng	
Wang Xiaolan	
Yong Thiam Fook	(Appointed on 2 April 2026)
Tan Lee Seng	(Appointed on 2 April 2026)
Zhang Zhi	(Resigned on 30 March 2026)

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects 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.

Directors’ interests in shares and debentures

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

	Shareholdings registered in name of Director		Shareholdings in which a Director is deemed to have an interest	
	At 31.12.2025	At 1.1.2025	At 31.12.2025	At 1.1.2025
The Company				
(No. of ordinary shares)				
Ng Lee Eng	400,000	400,000	–	–
Zhang Zhi (Resigned on 30 March 2026)	–	–	236,769,564	22,804,430

Directors' STATEMENT

By virtue of Section 7 of the Companies Act 1967 of Singapore ("**Companies Act**"), Zhang Zhi is deemed to have an interest in all the related corporations of the Company.

The Directors' interests in the ordinary shares of the Company as at 21 January 2026 were the same as those as at 31 December 2025.

Share options

No options were granted during the financial year to subscribe for unissued shares of the Company or any corporation in the Group.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or any corporation in the Group.

There were no unissued shares of the Company or any corporation in the Group under option at the end of the financial year.

Audit committee

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

Ng Lee Eng	(Lead independent director)
Wang Xiaolan	(Independent director)
Yong Thiam Fook	(Non-independent non-executive chairman) (Appointed on 2 April 2026)
Zhang Zhi	(Non-independent non-executive deputy chairman) (Resigned on 30 March 2026)

All members of the Audit Committee were non-executive directors.

The AC carried out its functions in accordance with Section 201B (5) of the Companies Act, the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**") and the Code of Corporate Governance. In performing those functions, the AC:

- (i) reviewed the audit plan and results of the statutory audit, the independence and objectivity of the independence auditors, including, where applicable, the review of the nature and extent of non-audit services provided by the independent auditor 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 independent auditor's report on the consolidated 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 financial results of the Group and financial position of the Group and of the Company;
- (v) reviewed the assistance given by the management to the independent auditor, and discussed matters and concerns, if any, arising from the statutory audit, with the management;
- (vi) reviewed and assessed the adequacy of the Group's risk management processes;

Directors' STATEMENT

- (vii) reviewed the Group's compliance with applicable legal and regulatory requirements, including related compliance policies, programmes and any reports issued by regulators;
- (viii) reviewed interested person transactions in accordance with Catalist Rules;
- (ix) reviewed the nomination of independent auditors and gave approval of their compensation; and
- (x) reported to the Board of Directors on the audit committee's activities, including the submission of meeting minutes, together with any recommendations the audit committee considered appropriate.

The AC has recommended to the Board that the independent auditor, CLA Global TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, CLA Global TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Herry Pudjianto
Director

Ng Lee Eng
Director

9 April 2026

Independent AUDITOR'S 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 consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group, and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group 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 2025 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the accompanying financial statements, which indicates that as at 31 December 2025, the Group was in a capital deficiency position of RM5.5 million and had net current liabilities of RM5.5 million. The Company was also in a capital deficiency position of RM5.5 million and had net current liabilities of RM5.5 million. For the financial year ended 31 December 2025, the Group incurred a net loss of RM3.9 million and recorded net operating cash outflow of RM4.0 million. The Company incurred a net loss of RM4.3 million for the financial year ended 31 December 2025.

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 going concerns.

As disclosed in Note 2 to the financial statements, the ability of the Group and the Company to continue as going concerns is dependent on the continuing financial support from the controlling shareholder to enable to meet their obligations as and when they fall due.

Our opinion is not modified in respect of this matter.

Independent AUDITOR'S REPORT

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements (Continued)

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.

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Revenue recognition As disclosed in Notes 2.2 and 4, the Group's revenue is generated from chiropractic and physiotherapy services, sale of goods, recruitment services and commodities trading. Revenue is recognised either at a point in time or over time based on the transfer of control. For the financial year ended 31 December 2025, the Group recognised revenue of RM4,420,205 (2024: RM1,842,875) (Note 4) from the above revenue streams. We identified revenue recognition as a key audit matter due to the presumed fraud risk under SSA 240, as well as the significance of revenue to the Group's performance. In addition, the Group has multiple revenue streams with differing recognition criteria, which increases the risk of inappropriate timing of revenue recognition, particularly in respect of cut-off at the reporting date.	In obtaining sufficient audit evidence, the following procedures have been performed: • Obtained an understanding of the Group's revenue processes and evaluated the design and implementation of key controls over revenue recognition. • Reviewed samples of contracts with customers to assess the identification of performance obligations, and the appropriateness of the timing of revenue recognition in accordance with SFRS(I)15. • Performed substantive testing on revenue transactions by agreeing recorded revenue to supporting documentation; • Performed cut-off procedures to assess whether revenue was recognised in the appropriate financial year; • Reviewed credit notes issued subsequent to year-end to identify potential overstatement of revenue; • Performed journal entry testing with a focus on entries that may present a higher risk of management override of controls, in response to the presumed fraud risk in revenue recognition; and • Assessed the adequacy of disclosures in Notes 2.2 and 4 to the financial statements.

Independent AUDITOR'S REPORT

To the members of Medi Lifestyle Limited

Report on the Audit of Financial Statements (Continued)

Other matter

The financial statements of the Group and the Company for the financial year ended 31 December 2024 were audited by another auditor who expressed an unmodified opinion on those statements on 28 March 2025. That auditor included a separate section in their report titled "*Material Uncertainty Related to Going Concern*" to draw attention to a material uncertainty related to going concern.

Other information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)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.

Independent AUDITOR'S 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)

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

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current 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.

Independent AUDITOR'S REPORT

To the members of Medi Lifestyle Limited

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 subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement director on the audit resulting in this independent auditor's report is Lee Look Ling.

CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
9 April 2026

Consolidated Statement of COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Note	2025 RM	2024 RM
Revenue	4	4,420,205	1,842,875
Cost of sales		(4,474,229)	(2,054,589)
Gross loss		(54,024)	(211,714)
Interest income		–	20
Other operating income	5	6,852	552,866
Administrative expenses		(3,689,367)	(4,990,432)
Other operating expenses		(17,090)	(195,713)
Loss allowance on trade receivables	33(b)	–	(6,358)
Finance costs	6	(103,958)	(479,431)
Loss before income tax		(3,857,587)	(5,330,762)
Income tax expense	9	–	(10,578)
Net loss for the year		(3,857,587)	(5,341,340)
Other comprehensive (loss)/income, net of tax			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation			
- (Loss)/Gain	22	(309,103)	385,154
Total comprehensive loss		(4,166,690)	(4,956,186)
Loss per share attributable to equity holders of the Company			
Basic and Diluted (Malaysian sen per share)	10	(2.27)	(3.66)

The accompanying notes form an integral part of these financial statements.

Statements of FINANCIAL POSITION

As at 31 December 2025

	Note	Group		Company	
		2025 RM	2024 RM	2025 RM	2024 RM
ASSETS					
Non-current assets					
Plant and equipment	11	53,380	95,113	-	-
Right-of-use assets	12	-	-	-	-
Intangible assets	13	-	-	-	-
Investments in subsidiaries	14	-	-	-	-
Amount due from subsidiaries	15	-	-	-	-
Total non-current assets		53,380	95,113	-	-
Current assets					
Cash and cash equivalents	16	261,297	1,067,076	156,457	912,566
Trade receivables	17	160,959	100,229	-	-
Other receivables and prepayments	18	246,418	446,941	41,821	216,137
Inventories	19	123,705	148,296	-	-
Total current assets		792,379	1,762,542	198,278	1,128,703
Total assets		845,759	1,857,655	198,278	1,128,703
EQUITY AND LIABILITIES					
Equity					
Share capital	20	147,379,652	136,573,900	147,379,652	136,573,900
Treasury shares	21	(38,268)	(38,268)	(38,268)	(38,268)
Currency translation reserve	22	(56,111)	252,992	1,001,849	794,142
Capital reserve	23	3,892,952	14,420,037	3,892,952	14,420,037
Accumulated losses		(156,658,171)	(152,800,584)	(157,733,603)	(153,422,385)
Total capital deficiency		(5,479,946)	(1,591,923)	(5,497,418)	(1,672,574)
Non-current liability					
Borrowings	25	-	328,252	-	328,252
Total non-current liability		-	328,252	-	328,252
Current liabilities					
Borrowings	25	1,196,988	1,239,606	1,196,988	1,239,606
Other payables	26	1,573,134	1,613,523	1,012,678	991,397
Provision	27	57,034	-	-	-
Contract liabilities	28	61,381	41,273	-	-
Lease liabilities	24	-	-	-	-
Amount due to a subsidiary	15	-	-	52,830	33,194
Amount due to a shareholder	29	3,433,200	208,828	3,433,200	208,828
Income tax payable		3,968	18,096	-	-
Total current liabilities		6,325,705	3,121,326	5,695,696	2,473,025
Total liabilities		6,325,705	3,449,578	5,695,696	2,801,277
Total equity and liabilities		845,759	1,857,655	198,278	1,128,703

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Attributable to equity holders of the Company				
	Share capital RM	Treasury shares RM	Currency translation reserve RM	Capital reserve RM	Accumulated losses RM
Group					
2025					
Balance at 1 January 2025	136,573,900	(38,268)	252,992	14,420,037	(152,800,584)
Loss for the year	-	-	-	-	(3,857,587)
Exchange differences on translating foreign operations	-	-	(309,103)	-	-
Total comprehensive loss for the year	-	-	(309,103)	-	(309,103)
Transactions with owners:					
Issuance of shares pursuant to conversion of convertible loan notes (Note 20)	330,604	-	-	-	-
Issuance of shares pursuant of debt conversion (Notes 20 and 23)	10,527,085	-	-	(10,527,085)	-
Share issue expenses (Note 20)	(51,937)	-	-	-	-
Total transactions with owners, recognised directly in equity	10,805,752	-	-	(10,527,085)	-
Balance at 31 December 2025	147,379,652	(38,268)	(56,111)	3,892,952	(156,658,171)

(5,479,946)

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Attributable to equity holders of the Company					
	Share capital RM	Treasury shares RM	Currency translation reserve RM	Capital reserve RM	Accumulated losses RM	Total RM
Group						
2024						
Balance at 1 January 2024	132,132,319	(38,268)	(132,162)	6,277,324	(147,459,244)	(9,220,031)
Loss for the year	-	-	-	-	(5,341,340)	(5,341,340)
Exchange differences on translating foreign operations	-	-	385,154	-	-	385,154
Total comprehensive loss for the year	-	-	385,154	-	(5,341,340)	(4,956,186)
<i>Transactions with owners:</i>						
Issuance of shares pursuant to conversion of convertible bonds (Notes 20 and 23)	2,384,372	-	-	(2,384,372)	-	-
Issuance of shares pursuant to conversion of convertible loan notes (Note 20)	2,139,745	-	-	-	-	2,139,745
Share issue expenses (Note 20)	(82,536)	-	-	-	-	(82,536)
Execution of debt conversion deed (Note 23)	-	-	-	10,527,085	-	10,527,085
Total transactions with owners, recognised directly in equity	4,441,581	-	-	8,142,713	-	12,584,294
Balance at 31 December 2024	136,573,900	(38,268)	252,992	14,420,037	(152,800,584)	(1,591,923)

The accompanying notes form an integral part of these financial statements.

Statement of CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Share capital RM	Treasury shares RM	Currency translation reserve RM	Capital reserve RM	Accumulated losses RM	Total RM
<i>Company</i>						
2025						
Balance at 1 January 2025	136,573,900	(38,268)	794,142	14,420,037	(153,422,385)	(1,672,574)
Loss for the year, representing total comprehensive loss for the year	-	-	207,707	-	(4,311,218)	(4,103,511)
<i>Transactions with owners:</i>						
Issuance of shares pursuant to conversion of convertible loan notes (Note 20)	330,604	-	-	-	-	330,604
Issuance of shares pursuant to conversion of debt conversion (Notes 20 and 23)	10,527,085	-	-	(10,527,085)	-	-
Shares issue expenses (Note 20)	(51,937)	-	-	-	-	(51,937)
Balance at 31 December 2025	147,379,652	(38,268)	1,001,849	3,892,952	(157,733,603)	(5,497,418)
2024						
Balance at 1 January 2024	132,132,319	(38,268)	88,648	6,277,324	(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 (Notes 20 and 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 issue expenses (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)	794,142	14,420,037	(153,422,385)	(1,672,574)

The accompanying notes form an integral part of these financial statements.

Consolidated STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

	Note	2025 RM	2024 RM
Cash flows from operating activities			
Net loss		(3,857,587)	(5,341,340)
Adjustments for:			
- Depreciation of plant and equipment	7	45,583	71,237
- Depreciation of right-of-use assets	7	-	91,580
- Loss on fair value of hybrid financial instruments	7	3,965	195,713
- Loss allowance on trade receivables		-	6,358
- Inventories write-down	7	13,125	-
- Interest expense	6	103,958	479,431
- Interest income		-	(20)
- Income tax expense		-	10,578
- Unrealised currency translation (gain)/loss		(507,197)	403,746
Operating cash flows before movements in working capital		(4,198,153)	(4,082,717)
- Inventories		11,466	(354,677)
- Trade receivables		(66,933)	95,239
- Other receivables and prepayments		235,288	(209,453)
- Other payables		35,584	(1,989,889)
- Contract liabilities		20,108	6,325
Cash used in operating activities		(3,962,640)	(6,535,172)
Income tax paid		(13,959)	(2,124)
Interest received		-	20
Net cash used in operating activities		(3,976,599)	(6,537,276)
Cash flows from investing activity			
Purchase of plant and equipment		(3,850)	-
Net cash used in investing activity		(3,850)	-
Cash flows from financing activities			
Repayment of lease liabilities		-	(138,687)
Loan from shareholder		3,356,606	8,462,400
Payment of share issuance cost	20	(51,937)	(82,536)
Interest paid		(122,174)	(698,886)
Net cash generated from financing activities		3,182,495	7,542,291
Net (decrease)/increase in cash and cash equivalents		(797,954)	1,005,015
Cash and cash equivalents at beginning of the year		1,067,076	106,106
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies		(7,825)	(44,045)
Cash and cash equivalents at end of the year	16	261,297	1,067,076

The accompanying notes form an integral part of these financial statements.

Consolidated STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

Reconciliation of liabilities arising from financing activities

	Other payables ⁽¹⁾ RM	Borrowings (Note 25) RM	Lease liabilities RM	Amount due to a shareholder (Note 29) RM	Total RM
Balance at 1 January 2024	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 of the Company by a shareholder	–	–	–	400,309	400,309
Execution of debt conversion deed	–	–	–	(10,527,085)	(10,527,085)
Unrealised currency translation gain	(27,401)	(212,524)	(59)	–	(239,984)
Balance at 31 December 2024/1 January 2025	18,939	1,567,858	–	208,828	1,795,625
Changes from financing cash flows					
Loan from shareholder	–	–	–	3,356,606	3,356,606
Interest paid	(24,778)	(97,396)	–	–	(122,174)
Non-cash changes					
Fair value adjustment	–	3,965	–	–	3,965
Conversion to share	–	(330,604)	–	–	(330,604)
Interest expenses	5,655	98,303	–	–	103,958
Unrealised currency translation loss/(gain)	184	(45,138)	–	(132,234)	(177,188)
Balance at 31 December 2025	–	1,196,988	–	3,433,200	4,630,188

⁽¹⁾ Other payables presented comprise only accrued interest on non-redeemable convertible loan (Note 25(c)), which is included in accruals (Note 26) and amount owing to a director which was novated to a shareholder during the financial year ended 31 December 2024.

The accompanying notes form an integral part of these financial statements.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

1. General information

Medi Lifestyle Limited ("**the Company**") 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 380 Jalan Besar, #07-10 ARC 380, Singapore 209000.

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.

On 22 December 2025, upon the completion of debt conversion as disclosed in Note 20(iii) to the financial statements, the Company's immediate and ultimate holding corporation is Lingholm Holdings Pte. Ltd. ("**LHPL**"), a company incorporated and domiciled in Singapore. Subsequent to the financial year, LHPL entered into several conditional sale and purchase agreements with nine private investors to dispose its entire interest in the Company and ceases to be the holding corporation on 28 March 2026.

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 2025 were authorised for issue by the Board of Directors on 9 April 2026.

2. Material accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

Going concern

As at 31 December 2025, the Group was in a capital deficiency position of RM5.5 million and had net current liabilities of RM5.5 million. The Company was also in a capital deficiency position of RM5.5 million and had net current liabilities of RM5.5 million. For the financial year ended 31 December 2025, the Group incurred a net loss of RM3.9 million and recorded net operating cash outflows of RM4.0 million. The Company incurred a net loss of RM4.3 million for the financial year ended 31 December 2025.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.1 Basis of preparation (Continued)

Going concern (Continued)

Subsequent to the financial year end, LHPL entered into a share purchase agreement on 17 March 2026 with Chua Yi Hang, pursuant to which Chua Yi Hang has acquired approximately 25.06% shareholding in the Company and was assigned shareholder loans of approximately S\$1.3 million. Following the completion of the share transfer and debt assignment on 28 March 2026, he became a controlling shareholder and creditor of the Group. In connection with this, he has provided a letter of undertaking to provide financial support to enable the Group and the Company to meet their obligations as and when they fall due for a period of at least twelve months from the end of the reporting period, including a commitment not to demand repayment of amounts owing to him during this period.

Notwithstanding the above, the Group's and the Company's ability to continue as going concerns is dependent on financial support from the controlling shareholder, which, while evidenced by a letter of undertaking, is not legally binding and is subject to his continued willingness and ability to provide such support.

If the going concern basis of accounting is no longer appropriate, adjustments may be required to reflect that assets may need to be realised other than in the normal course of business and at amounts that may differ significantly from those 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.

Interpretations and amendments to published standards effective in 2025

On 1 January 2025, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("**INT SFRS(I)**") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2.2 Revenue recognition

The Group recognises revenue from the following sources:

(a) Healthcare sector

(i) Rendering of services – Chiropractic and physiotherapy services

Revenue from rendering of services 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.2 Revenue recognition (Continued)

(a) Healthcare sector (Continued)

(i) Rendering of services – Chiropractic and physiotherapy services (Continued)

Revenue from rendering of packaged services is recognised over time based on the proportion of services rendered to date relative to the total services to be provided under the package.

Free services provided as part of packaged services represent separate performance obligations. A portion of the transaction price is allocated to these free services based on their relative standalone selling prices. Revenue relating to these services is recognised at a point in time upon the completion of relevant chiropractic and physiotherapy procedures.

Advances received from customers represent contract liabilities and are recognised as revenue when related performance obligations are satisfied.

(ii) Sale of goods

Revenue from sale of goods is recognised at a point in time when control of the goods is transferred to the customer. Revenue is measured at their fair value of the consideration received or receivable, net of discounts and applicable taxes.

(b) Permanent placement services sector

Revenue from professional recruitment is based on a percentage of the candidate's remuneration on package and is recognised at a point in time upon successful placement of the candidate with the client.

Contracts with clients typically include a guarantee period, during which the Group may be required to refund a portion of the placement fee or provide a replacement candidate if the candidate leaves within the specified period.

Revenue is recognised net of potential refund, with a corresponding refund liability recognised, taking into account the contractual terms and expected outcomes. Upon expiry of the guarantee period, any unused refund liability is recognised as revenue.

(c) Commodity trading sector

Revenue from agricultural commodities trading, including coffee beans and derivatives of palm oil, is recognised at point in time when control of the goods is transferred to the customer, which generally occurs upon the successful execution and completion of the trade transaction. Revenue is measured at the fair value of the consideration received or receivable, net of discounts and applicable taxes..

(d) Interest income

Interest income is recognised using the effective interest rate method.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.3 Government grants

Grants from the government are recognised when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions. Grants are initially recognised at their fair value as a receivable.

Government grants relating to income are recognised in profit or loss on a systematic basis over the periods in which the related costs that the grants are intended to compensate. Such grants are presented as other income.

Government grants relating to assets are deducted against the carrying amount of the related assets and are recognised in profit or loss over the useful lives of the assets through reduced depreciation expense

2.4 Group accounting

(a) *Subsidiaries*

(i) *Consolidation*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiaries' net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiaries, even if this results in the non-controlling interests having a deficit balance.

(ii) *Acquisitions*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.4 Group accounting (Continued)

(a) Subsidiaries (Continued)

(ii) Acquisitions (Continued)

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary result in a loss of control over the subsidiary, the assets and liabilities of the subsidiary, including any goodwill, are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific SFRS(I).

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost, and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

2.5 Plant and equipment

(a) Measurement

Plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of plant and equipment initially recognised includes its purchase price and any cost that is 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.

(b) Depreciation

Depreciation is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
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

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.5 Plant and equipment (Continued)

(b) Depreciation (Continued)

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to plant and equipment that has already been recognised 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.

(d) Disposal

On disposal of an item of plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

2.6 Intangible assets

Acquired brand name and internet platform

Brand name and internet platform acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over their useful lives of 3 years when they are ready to use.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

2.7 Borrowing cost

Borrowing costs are recognised in profit or loss using the effective interest method.

2.8 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.9 Impairment of non-financial assets

- (a) Intangible assets
Plant and equipment
Investments in subsidiaries

Intangible assets, plant and equipment and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

Management assesses at the end of the reporting date whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss.

2.10 Financial assets

- (a) *Classification and measurement*

The Group classifies its financial asset at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.10 Financial assets (Continued)

(a) *Classification and measurement (Continued)*

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus transactions cost that are directly attributable to the acquisition of the financial asset.

At subsequent measurement

Debt instrument

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables.

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

(b) *Impairment*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other financial assets measured at amortised cost, the general 3 stage approach is applied. Credit loss allowance is based on 12-month expected credit loss if there is no significant increase in credit risk since initial recognition of assets. If there is a significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognised.

(c) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.11 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.12 Borrowings

Borrowings are presented as current liabilities unless, at the end of the reporting period, the Group has the right to defer settlement of the liability for at least 12 months after the reporting period, in which case they are presented as non-current liabilities.

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 2.7). A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

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

- Compound financial instruments; and
- Hybrid financial instruments.

(a) *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.

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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.12 Borrowings (Continued)

(b) *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.

Borrowings are derecognised when the obligation is extinguished, cancelled or expired. The difference between the carrying amount and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

2.13 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year, which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

2.14 Leases

When the Group is the lessee

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.

- Right-of-use assets

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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.14 Leases (Continued)

When the Group is the lessee (Continued)

- Right-of-use assets (Continued)

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:

	Useful lives
Integrated unit	3 years

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

- Lease liabilities

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,

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.14 Leases (Continued)

When the Group is the lessee (Continued)

- Lease liabilities (Continued)
 - 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.

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.

When the Group is the lessor

The Group leases office spaces under operating leases to non-related party.

- Lessor - Subleases

In classifying a sublease, the Group, as an intermediate lessor, classifies the sublease as an operating lease with reference to the right-of-use asset arising from the head lease rather than the underlying asset.

When the sublease is assessed as an operating lease, the Group recognises lease income from the sublease in profit or loss within "Other operating income". The right-of-use asset relating to the head lease is not derecognised.

For a contract which contains lease and non-lease components, the Group allocates the consideration based on a relative stand-alone selling price basis.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average basis and comprises purchase price of the finished goods and consumables. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.16 Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of 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.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (i) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits similar to accounting for other tax credits where a deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.17 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.

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

2.18 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.

2.19 Employee leave entitlements

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

2.20 Foreign currency transactions and translation

(a) *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("**functional currency**"). The Company's functional currency is Singapore Dollar ("**S\$**"). The financial statements are presented in Malaysian Ringgit ("**RM**") as the business operations are mainly operated in Malaysia.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.20 Foreign currency transactions and translation (Continued)

(b) Transactions and balances

Transactions in a currency other than the functional currency ("**foreign currency**") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity instruments) and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

Foreign exchange gains and losses impacting profit or loss are presented in the statement of comprehensive income within "Administrative expenses".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer who are responsible for allocating resources and assessing performance of the operating segments.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Material accounting policies (Continued)

2.22 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and demand deposits with financial institutions which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessment is made on the economic substances of the restriction and whether they meet the definition of cash and bank balances.

2.23 Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

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.

2.24 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) *Going concern assumption*

The preparation of the financial statements on a going concern basis requires management to exercise significant judgement in assessing the Group's and the Company's ability to continue as going concerns for a period of at least twelve months from the end of the reporting period. This includes consideration of the Group's financial position, liquidity requirements and the availability of financial support from its controlling shareholder.

Such assessment involves judgement over the controlling shareholder's intention and ability to provide financial support as and when required and not to demand repayment of amounts owing within the assessment period, which are subject to inherent uncertainties.

Further details of the assumptions and conditions relating to the going concern assessment are disclosed in Note 2.1 to the financial statements.

(b) *Impairment of investments in subsidiaries*

Management exercises significant judgement in assessing whether there are indicators of impairment and estimating the recoverable amounts of the Company's investments in subsidiaries.

Where impairment indicators are identified, the recoverable amounts is determined based on the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, management is required to make assumptions on future cash flows, including revenue growths, margins and timing of cash flows, as well as determining an appropriate discount rate.

These assumptions are inherently uncertain and are affected by future market and economic conditions. Changes in these assumptions may result in material adjustments to the carrying amounts of the investments. The carrying amount of the Company's investment in subsidiaries is disclosed in Note 14 to the financial statements.

(c) *Net realisable value of inventory*

Inventories, comprising exosome hair serum, exosome face serum, orthotic products and consumables are stated at the lower of cost and net realisable value. Management exercises judgement in assessing the net realisable value of inventories, taking into consideration recent selling prices, current market conditions and the expected saleability of the products.

Management reviews inventory ageing and sales trends to identify slow-moving or obsolete items. In particular, due to the nature of skincare products, factors such as changes in consumer preferences, product shelf life and pricing competition may affect the recoverability of inventories. Where necessary, an allowance is made to write-down inventories to their net realisable value. These assessments involve inherent uncertainties, and changes in market demand or pricing may result in material adjustments to the carrying amounts of inventories.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. Critical accounting estimates, assumptions and judgements (Continued)

(c) *Net realisable value of inventory (Continued)*

During the financial year, the Group has recognised inventories write-down of RM13,125 (2024: nil). The carrying amount of the Group's inventories as at 31 December 2025 was RM123,705 (2024: RM148,296) (Note 19).

(d) *Impairment assessment of plant and equipment*

Plant and equipment 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.

The recoverable amount is determined based on the fair value less costs of disposal ("FVLCD") method by reference to market quotations which involves significant management estimation and relies on assumptions that are influenced by future market and economic conditions.

Where the carrying amount of plant and equipment exceeds the recoverable amount determined using FVLCD, an impairment loss is recognised in profit or loss. Based on the assessment, there is no impairment required for the financial year ended 31 December 2025.

The carrying amount of plant and equipment are disclosed in Note 11 to the financial statements.

(e) *Loss allowance for trade receivables*

The Group applies a provision matrix to measure ECL for trade receivables. Management exercises judgement in determining the appropriate ECL rates, which are based on historical loss experience over the past three years, adjusted for forward-looking information.

The provision matrix is developed by grouping customers based on shared credit risk characteristics, including geographical location, product types and internal credit ratings. Forward-looking adjustments are made to reflect current and expected economic conditions, including factors such as gross domestic product growth rates and industry trends in the markets in which the Group operates.

These estimates involve significant judgement and uncertainty, and actual credit losses may differ from those estimated. Changes in economic conditions or customer credit profiles may result in material adjustments to the loss allowance.

The expected loss allowance on the Group's trade receivables as at 31 December 2025 is RM85,000 (2024: RM279,761) (Note 33(b)). Further details of the assumptions applied are disclosed in Note 33(b) to the financial statements.

(f) *Fair value of convertible loans*

Management exercises significant judgement in determining the appropriate classification of convertible loan notes as either compound financial instruments or hybrid financial instruments, in accordance with the accounting policy set out in Note 2.12 to the financial statements.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. Critical accounting estimates, assumptions and judgements (Continued)

(f) Fair value of convertible loans (Continued)

This assessment requires evaluation of the contractual terms of the instruments, including whether the conversion feature meets the “fixed-for-fixed” criterion, i.e. whether the convertible loan can be settled by issuing a fixed number of shares in exchange for a fixed amount of cash. Where the criterion is not met, the instruments are classified as hybrid financial instruments and measured at fair value through profit or loss.

For the financial year ended 31 December 2024, the Group’s non-redeemable convertible loan notes were classified as hybrid financial instruments and measured at fair value through profit or loss. The fair value was determined with reference to a valuation performed by an external valuer using a Monte Carlo simulation model. Key inputs to the valuation include the market price of the Company’s shares and the probability of conversion. Management exercised judgement in assessing the appropriateness of the valuation methodology and the key assumptions applied.

During the financial year ended 31 December 2025, the convertible loan notes were fully converted into equity shares of the Company in accordance with the contractual terms. Further details of the convertible loan notes are disclosed in Note 25 to the financial statements.

4. Revenue

Disaggregation of the Group’s revenue from contracts with customers:

	Group	
	2025	2024
	RM	RM
<u>At a point in time</u>		
Rendering of permanent placement services	475,055	538,874
Rendering of chiropractic and physiotherapy services	13,253	8,257
Sale of related products	29,023	143,445
Agricultural commodity trading	3,770,382	1,010,918
	<u>4,287,713</u>	<u>1,701,494</u>
<u>Over time</u>		
Rendering of chiropractic and physiotherapy services	132,492	141,381
Total	<u>4,420,205</u>	<u>1,842,875</u>

The Group has applied the practical expedient under SFRS(I) 15 and has not disclosed information on remaining performance obligations for contracts with an original expected duration of one year or less as permitted by the standard.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. Other operating income

	Group	
	2025	2024
	RM	RM
Government grant	6,554	14,374
Rental income	–	116,021
Sundry income	298	312,274
Sale of consideration shares	–	110,197
	<u>6,852</u>	<u>552,866</u>

Government grant pertains to the Corporate Income Tax Rebate Cash Grant from Inland Revenue Authority of Singapore.

In prior financial year

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 represents the net proceeds received from the disposal of the Company's own shares ("**Consideration Shares**"). These Consideration Shares had been pledged as security by the seller under a profit guarantee arrangement arising from the acquisition of HealthPro Life Sdn. Bhd. for the financial year ended 31 December 2019. As the acquired business did not achieve the profit targets stipulated in the acquisition agreement, the Group exercised its contractual right to sell the Consideration Shares.

6. Finance costs

	Group	
	2025	2024
	RM	RM
Interest on lease liabilities	–	1,707
Interest on borrowings	103,958	477,724
	<u>103,958</u>	<u>479,431</u>

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

7. Loss before income tax

	Group	
	2025	2024
	RM	RM
Audit fees:		
- Auditor of the Company	235,926	473,253
- Other auditors	24,500	-
Non-audit fees:		
- Auditors of the Company	-	16,697
Directors' fee	318,239	399,614
Employee compensation (Note 8)	2,153,418	2,641,547
Depreciation of right-of-use-assets (Note 12)	-	91,580
Depreciation of plant and equipment (Note 11)	45,583	71,237
Foreign currency exchange (gain)/loss - net	(404,572)	284,103
Inventories write-down (Note 19)	13,125	-
Lease expenses for short term lease	92,040	50,001
Loss on fair value of hybrid financial instruments (Note 25(c))	3,965	195,713
Professional fees	584,383	164,336
Sponsorship fees	220,050	231,936

8. Employee compensation

	Group	
	2025	2024
	RM	RM
Wages and salaries	1,898,402	2,269,956
Employer's contribution to defined contribution plans	243,199	306,732
Other short-term benefits	11,817	64,859
	2,153,418	2,641,547
Recognised as:		
Administrative expenses	1,587,180	1,834,102
Cost of sales	566,238	807,445
	2,153,418	2,641,547

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. Income tax expense

	Group	
	2025	2024
	RM	RM
Tax expense attributable to current income tax is made up of:		
- Loss for the financial year	-	4,302
- Under provision in prior financial year	-	6,276
	-	10,578

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	
	2025	2024
	RM	RM
Loss before income tax:	(3,857,587)	(5,330,762)
Tax at the domestic income tax rate of 24% in Malaysia (2024: 24%)	(925,821)	(1,279,383)
Expenses not deductible for tax purposes	98,179	190,576
Income not subject to tax	(103,524)	(129,267)
Effect of tax losses not allowed to be carried forward	452,985	567,574
Effect of different tax rates of subsidiaries operating in other jurisdictions	316,570	403,139
Deferred tax assets not recognised	161,611	258,875
Tax concessions	-	(7,212)
Under provision in prior financial year	-	6,276
	-	10,578

The Group has unutilised tax losses and unabsorbed capital allowance of approximately RM3,827,449 (2024: RM3,154,070) and RM152,404 (2024: RM152,404) respectively at the reporting date. These may be carried forward to offset against future taxable income, subject to compliance with the relevant statutory requirements.

Tax losses of RM2,287,823 (2024: RM1,966,682) can be carried forward indefinitely, while tax losses of RM1,539,626 (2024: RM1,187,388) are subject to expiry and can only be carried forward up to their respective years of assessment in accordance with applicable tax regulations.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. Income tax expense (Continued)

	Group	
	2025	2024
	RM	RM
YA2031	173,669	173,669
YA2032	197,790	197,790
YA2033	299,318	299,318
YA2034	516,611	516,611
YA2035	352,238	–
	<u>1,539,626</u>	<u>1,187,388</u>

No deferred tax asset has been recognised as the future availability of taxable profits is uncertain.

10. Loss per share

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

	Group	
	2025	2024
Weighted average number of ordinary shares for purposes of basic loss per share ⁽¹⁾	169,728,984	146,032,544
<u>Attributable to the equity holders of the Company:</u>		
Loss for the year (RM)	<u>(3,857,587)</u>	<u>(5,341,340)</u>
Basic and diluted loss per share (Malaysian sen)	<u>(2.27)</u>	<u>(3.66)</u>

⁽¹⁾ The weighted average number of ordinary shares has been adjusted for the financial year ended 31 December 2025 and 2024 to take into effect the new issuance of share capital.

There are no dilutive potential ordinary shares during the financial year ended 31 December 2025.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. Plant and equipment

Group	Production equipment RM	Plant and machinery RM	Computer and office equipment RM	Furniture, fittings and office renovation RM	Total RM
2025					
<i>Cost</i>					
Beginning of financial year	172,966	680,814	213,924	276,529	1,344,233
Additions	-	-	3,850	-	3,850
Write-off	-	(666,775)	(122,206)	(203,412)	(992,393)
Exchange differences	-	-	(510)	-	(510)
End of financial year	172,966	14,039	95,058	73,117	355,180
<i>Accumulated depreciation</i>					
Beginning of financial year	93,309	680,814	109,494	87,092	970,709
Depreciation charge (Note 7)	34,593	-	9,000	1,990	45,583
Write-off	-	(666,775)	(53,649)	(46,183)	(766,607)
Exchange differences	-	-	(510)	-	(510)
End of financial year	127,902	14,039	64,335	42,899	249,175
<i>Accumulated impairment</i>					
Beginning of financial year	-	-	91,926	186,485	278,411
Write-off	-	-	(68,556)	(157,230)	(225,786)
End of financial year	-	-	23,370	29,255	52,625
Net book value					
End of financial year	45,064	-	7,353	963	53,380
2024					
<i>Cost</i>					
Beginning of financial year	172,966	681,065	214,508	276,529	1,345,068
Exchange differences	-	(251)	(584)	-	(835)
End of financial year	172,966	680,814	213,924	276,529	1,344,233
<i>Accumulated depreciation</i>					
Beginning of financial year	58,716	676,294	92,469	72,469	899,948
Depreciation charge (Note 7)	34,593	4,759	17,262	14,623	71,237
Exchange differences	-	(239)	(237)	-	(476)
End of financial year	93,309	680,814	109,494	87,092	970,709
<i>Accumulated impairment</i>					
Beginning and end of financial year	-	-	91,926	186,485	278,411
Net book value					
End of financial year	79,657	-	12,504	2,952	95,113

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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 2024 RM
Group	
<i>Cost</i>	
Beginning of financial year	870,632
Derecognition	(870,632)
End of financial year	-
<i>Accumulated depreciation</i>	
Beginning of financial year	731,559
Depreciation charge	91,580
Exchange differences	1,589
Derecognition	(824,728)
End of financial year	-
<i>Accumulated impairment</i>	
Beginning of financial year	45,904
Derecognition	(45,904)
End of financial year	-
Carrying amount	
End of financial year	-

In the financial year ended 31 December 2024, 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 in the financial year ended 31 December 2024.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. Intangible assets

	Brand name and internet platform	
	2025	2024
	RM	RM
Group		
<i>Cost</i>		
Beginning of financial year	200,000	200,000
Write-off	(200,000)	-
End of financial year	-	200,000
<i>Amortisation</i>		
Beginning and end of financial year	-	-
<i>Accumulated impairment</i>		
Beginning of financial year	200,000	200,000
Write-off	(200,000)	-
End of financial year	-	200,000
Carrying amount		
End of financial year	-	-

In financial year 2021, the Group 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 cannot reliably estimated. 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 recognised a full impairment of the Group's intangible asset in the financial year ended 31 December 2023 and subsequently written off in the financial year ended 31 December 2025.

14. Investments in subsidiaries

	Company	
	2025	2024
	RM	RM
Unquoted equity shares, at cost	411	411
Quasi loans to subsidiaries	37,557,413	35,814,736
Allowance for impairment loss	(35,297,911)	(34,868,324)
Exchange differences	(2,259,913)	(946,823)
	-	-

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investments in subsidiaries (Continued)

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 2025, the Company recorded quasi loans to subsidiaries of RM37,557,413 (2024: RM35,814,736).

Movement in the allowance for impairment loss:

	Company	
	2025	2024
	RM	RM
Beginning of financial year	(34,868,324)	(30,415,068)
Allowance for impairment loss	(1,809,081)	(4,029,672)
Exchange differences	1,379,494	(423,584)
End of financial year	<u>(35,297,911)</u>	<u>(34,868,324)</u>

During the financial year, management assessed whether there were any indicators of impairment in the Company's investments are impaired. Management performed an assessment of impairment in investments in subsidiaries taking into consideration the operating and financial performance of the subsidiaries. Where such indicators were identified, an impairment assessment was performed based on the operating and financial performance of the subsidiaries.

During the financial year ended 31 December 2025, an impairment loss of RM1,809,081 (2024: RM4,029,672) was recognised on quasi loans to subsidiaries. As at 31 December 2025, unquoted equity shares, at cost and quasi loan to subsidiaries were fully impaired due to the subsidiaries' continued loss-making positions, which adversely affected the recoverability of the investments.

Details of the Company's subsidiaries at 31 December 2025 are as follows:

Name of subsidiaries / Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
		2025	2024
		%	%
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⁾	Trading of agricultural commodities.	100	100
Impact BPO Services Pte. Ltd. ⁽¹⁾	Employment agencies.	100	100

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investments in subsidiaries (Continued)

Name of subsidiaries / Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
		2025 %	2024 %
<u>Held by HealthPro Group (M) Sdn. Bhd.</u>			
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
HealthPro Life Sdn. Bhd. ⁽³⁾	Rendering confinement and postnatal care services and sale of related products.	–	100

⁽¹⁾ Audited by CLA Global TS Public Accounting Corporation, Singapore.

⁽²⁾ Audited by Jinho & Partners PLT, Malaysia.

⁽³⁾ The subsidiary was gazetted for strike-off on 16 October 2025 under Section 551(3) of the Companies Act 2016.

15. Amount due from/(to) subsidiaries

	Company	
	2025 RM	2024 RM
Non-trade amount due from subsidiaries	2,005,292	2,055,808
Less: loss allowance	(2,005,292)	(2,055,808)
	–	–
Non-trade amount due to a subsidiary	(52,830)	(33,194)

The non-trade amounts due from/(to) subsidiaries are denominated in SGD, is unsecured, interest-free and repayable on demand.

16. Cash and cash equivalents

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Cash at banks	261,297	1,067,076	156,457	912,566

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

16. Cash and cash equivalents (Continued)

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

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Singapore dollar	179,937	968,129	156,457	912,566
Malaysia Ringgit	81,360	89,159	-	-
US dollar	-	9,788	-	-
	<u>261,297</u>	<u>1,067,076</u>	<u>156,457</u>	<u>912,566</u>

17. Trade receivables

	Group	
	2025	2024
	RM	RM
Non-related parties	245,959	379,990
Less: loss allowance	(85,000)	(279,761)
	<u>160,959</u>	<u>100,229</u>

Trade receivables are non-interest bearing and the Group generally extend credit period of 30 days (2024: 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 assessment of expected credit loss of trade receivables and credit exposures are disclosed in Note 33(b) to the financial statements.

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

	Group	
	2025	2024
	RM	RM
Singapore dollar	160,185	100,169
Malaysia Ringgit	774	60
	<u>160,959</u>	<u>100,229</u>

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

18. Other receivables and prepayments

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Deposits	186,915	193,092	–	–
Prepayments	59,503	253,849	41,821	216,137
	<u>246,418</u>	<u>446,941</u>	<u>41,821</u>	<u>216,137</u>

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

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Singapore dollar	216,348	412,526	41,821	216,137
Malaysia Ringgit	30,070	34,415	–	–
	<u>246,418</u>	<u>446,941</u>	<u>41,821</u>	<u>216,137</u>

19. Inventories

	Group	
	2025	2024
	RM	RM
Finished goods	131,245	143,237
Consumables	5,585	5,059
Less: Write-down	(13,125)	–
	<u>123,705</u>	<u>148,296</u>

The cost of inventories recognised as an expense in "Cost of Sales" includes RM27,536 (2024: RM85,211). Purchases of inventories are amounting to RM16,070 (2024: RM227,305).

During the financial year ended 31 December 2025, the Group has written-down inventories of RM13,125 (2024: Nil), due to slow-moving inventories.

In financial year ended 31 December 2024, the Group reversed RM10,602 of a previous inventory write-down in 2023. The Group has sold all the goods that were written down at original cost. The amount reversed has been included in "cost of sales". No inventory reversal was recognised in the financial year ended 31 December 2025.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

20. Share capital

	Group and Company			
	2025	2024	2025	2024
	Number of shares		RM	RM
<u>Issued and paid up:</u>				
Beginning of financial year	162,060,442	114,654,243	136,573,900	132,132,319
Issuance of ordinary shares by:				
- convertible bonds (Note 23)	-	35,000,000	-	2,384,372
- conversion of convertible loan notes (Note 25(c))	2,096,436	12,406,199	330,604	2,139,745
- conversion of debt (Note 23)	213,965,134	-	10,527,085	-
Less: Shares issue expenses	-	-	(51,937)	(82,536)
End of financial year	<u>378,122,012</u>	<u>162,060,442</u>	<u>147,379,652</u>	<u>136,573,900</u>

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.

(i) Convertible bonds

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 Lingholm Holdings Pte. Ltd. ("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 Energy Pte. Ltd ("NCY") pursuant to the conversion of the Convertible Bonds in accordance with the terms of the Subscription Agreement.

(ii) Convertible loan notes

On 1 November 2024, an aggregate of 12,406,199 new ordinary shares in the capital of the Company was issued to Tejvinder Singh, Ng Boon Leong, Ting Choong Sing, Fong Nyuk Moi and Saw Siew Lan 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.

On 17 February 2025, an aggregate of 2,096,436 new ordinary shares in the capital of the Company was issued to Ng Boon Leong pursuant to the conversion with the principal amount of S\$100,000 in accordance with the terms of the non-redeemable convertible loan notes.

(iii) Debt conversion

On 22 December 2025, an aggregate of 213,965,134 new ordinary shares in the capital of the Company was issued to LHPL pursuant to the conversion of the Outstanding Debt owed by the Company at the conversion price of S\$0.015 for each Debt Conversion Share.

Arising from the above allotment of shares during the financial year 2025, the Company increased its issued and fully paid-up ordinary capital from RM136,573,900 to RM147,379,652.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

21. Treasury shares

	Group and Company			
	2025 Number of shares	2024	2025 RM	2024 RM
Beginning and end of financial year	20,000	20,000	38,268	38,268

22. Currency translation reserve

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Beginning of financial year	252,992	(132,162)	794,142	88,648
Currency translation differences for foreign operations	(309,103)	385,154	207,707	705,494
End of financial year	(56,111)	252,992	1,001,849	794,142

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	
	2025 RM	2024 RM
<u>Movement in the capital reserve</u>		
Beginning of financial year	14,420,037	6,277,324
Conversion to ordinary shares (Note 20)	(10,527,085)	(2,384,372)
Execution of debt conversion deed	–	10,527,085
End of financial year	3,892,952	14,420,037
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 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.

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23. Capital reserve (Continued)

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.

On 27 February 2024 and 1 November 2024, 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 respectively. A total of S\$2.58 million (equivalent to RM8,462,400) had been drawdown in financial year 2024.

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 (equivalent to RM1,799,591) and RM272,962 (equivalent to 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 where 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.

On 22 December 2025, the Company announced the completion of the conversion of the Outstanding Debt owed by the Company to the LHPL into 213,965,134 new ordinary shares in the capital of the Company at the conversion price of S\$0.015 for each Debt Conversion Share.

24. The Group as a lessee

In prior financial year, the Group had 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. All lease contracts had expired and there were no renewal nor extension of lease contracts requiring recognition for lease liabilities.

(a) Amounts recognised in profit or loss

	Group	
	2025	2024
	RM	RM
Depreciation expenses of right-of-use assets	–	91,580
Interest expenses on lease liabilities	–	1,707
	–	93,287

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For the financial year ended 31 December 2025

25. Borrowings

	Group and Company	
	2025	2024
	RM	RM
Compound instrument	292,039	303,468
Loan	904,949	940,360
Hybrid financial instruments	–	324,030
	<u>1,196,988</u>	<u>1,567,858</u>
Represented by:		
Current liabilities	1,196,988	1,239,606
Non-current liabilities	–	328,252
	<u>1,196,988</u>	<u>1,567,858</u>

(a) Compound instrument

	Group and Company	
	2025	2024
	RM	RM
Beginning balance of the year	303,468	322,159
Exchange differences	(11,429)	(18,691)
Carrying amount of interest-bearing liabilities as at 31 December	<u>292,039</u>	<u>303,468</u>

In financial year 2023, 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 non-related lender, where the loan principal was converted into ordinary shares during the financial year 2021.

(b) Loans

	Group and Company	
	2025	2024
	RM	RM
Amortised cost as at beginning of the year	940,360	987,303
Interest paid	(97,396)	(147,600)
Accreted interest	98,303	164,805
Exchange differences	(36,318)	(64,148)
Carrying amount of interest-bearing liabilities as at 31 December	<u>904,949</u>	<u>940,360</u>

On 7 November 2022, the Company entered into agreements with non-related parties, Wong Chui Chui and Wong Soh Shyan to extend the maturity dates of the respective convertible loan agreements dated on 29 January 2021 with an aggregate principal amount of S\$200,000 (equivalent to RM669,588). The maturity dates were extended from 4 February 2022 to 31 October 2025 and the loans remain outstanding as at 31 December 2025. The loans have not been formally extended and interest continues to accrue on the outstanding principal at the contractual rate until full payment.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

25. Borrowings (Continued)

(b) Loans (Continued)

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. The Group continue to serve the interest in accordance with the original loan terms until full settlement of the outstanding principal.

On 1 March 2023 a non-related party, Wong Soh Shyan extended a loan of S\$100,000 (equivalent to 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.

(c) Hybrid financial instruments

	Group and Company	
	2025	2024
	RM	RM
Fair value as at beginning of the year	324,030	2,397,747
Conversion to ordinary share (Note 20)	(330,604)	(2,139,745)
Fair value adjustment through profit or loss (Note 7)	3,965	195,713
Exchange differences	2,609	(129,685)
Financial liability at fair value through profit or loss at the end of the financial year	<u>-</u>	<u>324,030</u>

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

On 27 February 2023, the Company had entered into a non-redeemable convertible loan agreement with a non-related party, Ng Boon Leong (the **"holder"**) for an aggregate principal amount of S\$100,000 (equivalent to 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

25. Borrowings (Continued)

(c) Hybrid financial instruments (Continued)

On 17 February 2025, an aggregate of 2,096,436 new ordinary shares in the capital of the Company was issued to the holder of convertible loan notes pursuant to the conversion with the principal amount of S\$100,000 in accordance with the terms of the non-redeemable convertible loan notes.

A fair value loss of RM3,965 (2024: RM195,713) has been recognised during the financial year ended 31 December 2025. It is the fair value loss on conversion to ordinary share. 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. Other payables

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Accruals	653,503	974,419	382,650	705,174
Other payables - Non-related parties	919,631	639,104	630,028	286,223
	<u>1,573,134</u>	<u>1,613,523</u>	<u>1,012,678</u>	<u>991,397</u>

Accruals include (i) director fees amounting to RM151,511 (2024: RM160,399), (ii) accrued staff expenses amounting to RM204,258 (2024: RM137,909), (iii) accrued unutilised staff leave amounting to RM20,964 (2024: RM21,782) and (iv) accrued interest on non-redeemable convertible loan is Nil (2024: RM18,939). The remaining balance mainly pertains to accrued operating expenses such as professional fees and corporate support services.

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

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Singapore dollar	1,315,153	1,255,265	981,952	959,116
Malaysian Ringgit	257,981	358,258	30,726	32,281
	<u>1,573,134</u>	<u>1,613,523</u>	<u>1,012,678</u>	<u>991,397</u>

27. Provision

Provision pertains to replacement guarantee as disclosed in Note 2.2(b) to the financial statements amounting to RM57,034 as at 31 December 2025 (2024: Nil).

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

28. Contract liabilities

	Group	
	31 December	1 January
	2025	2024
	RM	RM
Advance consideration	61,381	34,948

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.

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	
	2025	2024
	RM	RM
Amount included in contract liabilities at the beginning and end of the financial year	41,273	19,628

Unsatisfied performance obligations

As permitted under the SFRS(I) 15, the Group has elected not to disclose the aggregate amount of the transaction price allocated to unsatisfied as at the reporting date for contracts with an original expected duration of one year or less, or where revenue is recognised based on the amount invoiced to the customer.

29. Amount due to a shareholder

	Group and Company	
	2025	2024
	RM	RM
Payment on behalf	200,964	208,828
Loan	3,232,236	–
	3,433,200	208,828

Payment on behalf consists of settlement for marketing expenses. During the financial year, there are loans from a shareholder which are unsecured, repayable on demand and non-interest-bearing amounting to S\$1,024,000 (equivalent to RM3,232,236).

Amount due to a shareholder is denominated in Singapore dollar.

30. Contingent liabilities

The Company has undertaken to provide continued financial support to certain 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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.

The Group’s activities comprise the following segments:

- (a) Healthcare – Includes chiropractic and physiotherapy services and sale of cell-therapy products.
- (b) Outsources services – Includes permanent placement services.
- (c) Commodity trading – Includes agricultural commodities trading business within Asia

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 to the financial statements. 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

31. Segment information (Continued)

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

Group	Healthcare		Outsourced Services		Commodity Trading		Corporate		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Revenue	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
External sales	174,768	293,083	475,055	538,874	3,770,382	1,010,918	-	-	4,420,205	1,842,875
Results										
Segment results	(510,054)	(308,325)	(259,328)	(496,271)	(61,812)	(57,455)	(2,922,435)	(3,989,280)	(3,753,629)	(4,851,331)
Finance costs	-	-	-	-	-	-	(103,958)	(479,431)	(103,958)	(479,431)
Loss before tax	(510,054)	(308,325)	(259,328)	(496,271)	(61,812)	(57,455)	(3,026,393)	(4,468,711)	(3,857,587)	(5,330,762)
Income tax									-	(10,578)
Loss for the year									(3,857,587)	(5,341,340)
Loss attributable to:										
Owners of the Company									(3,857,587)	(5,341,340)
Loss for the year									(3,857,587)	(5,341,340)
Assets										
Segment assets	193,235	239,846	356,535	345,248	-	10,364	295,989	1,262,197	845,759	1,857,655
Consolidated total assets									845,759	1,857,655
Liabilities										
Segment liabilities	201,409	251,638	291,167	211,662	23,604	29,103	5,805,557	2,939,079	6,321,737	3,431,482
Unallocated liabilities ^(a)									3,968	18,096
Consolidated total liabilities									6,325,705	3,449,578

^(a) Unallocated liabilities comprise income tax payable.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

31. Segment information (Continued)

Group	Healthcare		Outsource Services		Commodity Trading		Corporate		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Depreciation of plant and equipment	36,101	40,059	-	-	-	858	9,481	30,320	45,582	71,237
Depreciation of right-of-use assets	-	-	-	-	-	-	-	91,580	-	91,580
Inventories write-down	13,125	-	-	-	-	-	-	-	13,125	-
Loss allowance on trade receivables	-	6,358	-	-	-	-	-	-	-	6,358
Loss in fair value of hybrid financial instruments	-	-	-	-	-	-	3,965	195,713	3,965	195,713

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

31. Segment information (Continued)

Geographical information:

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

	Group	
	2025	2024
	RM	RM
Malaysia	174,768	293,083
Singapore	475,055	538,874
China	3,770,382	1,010,918
	<u>4,420,205</u>	<u>1,842,875</u>

Segment non-current assets are analysed based on the location of those assets. As at 31 December 2025 and 2024, the Group's non-current assets amounting to RM53,380 (2024: RM95,113) were located in Malaysia.

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 payable on demand and are disclosed in Notes 15 and 29 to the financial statements.

Compensation of directors and key management personnel

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

	Group	
	2025	2024
	RM	RM
Directors' remuneration:		
- directors' fees	318,239	399,614
- salaries and related costs	432,532	433,797
- defined contributions	50,033	40,857
	<u>803,804</u>	<u>874,268</u>
Key management personnel:		
- salaries and related costs	615,986	615,624
- defined contributions	73,584	73,584
	<u>689,570</u>	<u>689,218</u>
	<u>1,493,374</u>	<u>1,563,486</u>

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

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management

Financial risk factors

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.

(a) 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.

(i) 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:

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
<i>Monetary assets</i>				
USD	–	9,788	–	–
<i>Monetary liabilities</i>				
RM	30,726	61,464	30,726	32,281

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(a) Market risk (Continued)

(i) 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	
	2025	2024
	RM	RM
<u>Group</u>		
RM	(1,275)	(2,551)
USD	–	406

	(Increase)/decrease in profit or loss	
	2025	2024
	RM	RM
<u>Company</u>		
RM	(1,275)	(1,340)

(ii) 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.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) 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 180 days past due.

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 recognising ECL
1	Low credit risk ⁽ⁱ⁾	12-months ECL
2	Non-significant increase in credit risk since initial recognition and financial asset is ≤ 90 days past due	12-months ECL
3	Significant increase in credit risk since initial recognition ⁽ⁱⁱ⁾ or financial asset is > 90 days past due	Lifetime ECL
4	Evidence indicates that financial asset is credit-impaired ⁽ⁱⁱⁱ⁾	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 ^(iv)	Written off

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) Credit risk (Continued)

(i) 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.

(ii) 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 90 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 > 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

(iii) 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 180 days past due;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for the financial asset because of financial difficulties.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) Credit risk (Continued)

(iv) 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.

In the financial year ended 31 December 2024, there was write off of trade receivables of RM503,661 due to strike off of subsidiary, Impact BPO Sdn. Bhd..

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 1 to 90 days RM	Past due 91 to 180 days RM	Past due more than 180 days RM	Total RM
31 December 2025					
Trade receivables (gross)	56,210	80,585	23,492	85,672	245,959
Loss allowance	-	-	-	(85,000)	(85,000)
31 December 2024					
Trade receivables (gross)	-	77,111	23,118	279,761	379,990
Loss allowance	-	-	-	(279,761)	(279,761)

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 2025 is RM85,000 (2024: RM279,761).

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) Credit risk (Continued)

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 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.

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 2025, the Company has made a loss allowance of RM2,005,292 (2024: RM2,055,808) for the amounts due from subsidiaries as the Group was not expecting to be able to collect the outstanding balances, mainly due to the subsidiaries' continued loss making position, which adversely affect their abilities to repay the outstanding balances.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) Credit risk (Continued)

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 2024	-	783,952	-	783,952	-	-
Loss allowance	-	6,358	-	6,358	-	-
Reclassification	-	(503,661)	503,661	-	-	-
Write off	-	-	(503,661)	(503,661)	-	-
Exchange differences	-	(6,888)	-	(6,888)	-	-
Balance at 31 December 2024	-	279,761	-	279,761	-	-
Reclassification	-	(191,494)	191,494	-	-	-
Write off	-	-	(191,494)	(191,494)	-	-
Exchange differences	-	(3,267)	-	(3,267)	-	-
Balance at 31 December 2025	-	85,000	-	85,000	-	-
Gross carrying amount						
At 31 December 2024	100,229	279,761	-	379,990	193,092	193,092
At 31 December 2025	160,287	85,672	-	245,959	186,915	186,915
Net carrying amount						
At 31 December 2024	100,229	-	-	100,229	193,092	193,092
At 31 December 2025	160,287	672	-	160,959	186,915	186,915

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 the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(b) Credit risk (Continued)

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

Company Internal credit risk grading	Amount due from subsidiaries Category 4 RM
<u>Loss allowance</u>	
Balance at 1 January 2024	659,126
Loss allowance	1,497,326
Exchange differences	(100,644)
Balance at 31 December 2024	2,055,808
Loss allowance	27,927
Exchange differences	(78,443)
Balance at 31 December 2025	2,005,292
<u>Gross carrying amount</u>	
At 31 December 2024	2,055,808
At 31 December 2025	2,005,292
<u>Net carrying amount</u>	
At 31 December 2024 and 2025	-

(c) 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.

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 Notes 25 and 24 to these financial statements respectively.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(c) Liquidity risk (Continued)

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				
2025				
Financial assets				
Trade receivables		160,959	–	160,959
Other receivables (exclude prepayment)		186,915	–	186,915
Cash and cash equivalents		261,297	–	261,297
		609,171	–	609,171
Financial liabilities				
Borrowings	10	1,202,090	–	1,202,090
Other payables		1,573,134	–	1,573,134
Amount due to a shareholder		3,433,200	–	3,433,200
		6,208,424	–	6,208,424
Total net undiscounted financial liabilities		(5,599,255)	–	(5,599,255)
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)

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

33. Financial risk management (Continued)

(c) Liquidity risk (Continued)

	Effective interest rate %	1 year or less RM	1 to 5 years RM	Total RM
Company				
2025				
Financial asset				
Cash and cash equivalents		156,457	–	156,457
Financial liabilities				
Borrowings	10	1,202,090	–	1,202,090
Other payables		1,012,678	–	1,012,678
Amount due to a subsidiary		52,830	–	52,830
Amount due to a shareholder		3,433,200	–	3,433,200
		5,700,798	–	5,695,458
Total net undiscounted financial liabilities		(5,544,341)	–	(5,544,341)
2024				
Financial asset				
Cash and cash equivalents		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)

(d) 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	
	2025 RM	2024 RM	2025 RM	2024 RM
Financial assets at amortised cost	609,171	1,360,397	156,457	912,566
Financial liabilities at amortised cost	6,203,322	3,066,179	5,695,696	2,477,247
Financial liabilities at fair value through profit or loss	–	324,030	–	324,030

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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>		
<u>Financial liability</u>		
Convertible loans - hybrid financial instruments	25	324,030
Financial liability as at 31 December		324,030

Except as disclosed in the respective notes, the carrying amounts of the current financial assets and financial liabilities 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. During the financial year ended 31 December 2025, the convertible loans are fully converted.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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 borrowings, other payables, amount due to a shareholder, 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 to the financial statements.

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		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Total debts	6,203,322	3,390,209	5,695,696	2,801,277
Less: Cash and cash equivalents	(261,297)	(1,067,076)	(156,457)	(912,566)
Net debt	5,942,025	2,323,133	5,539,239	1,888,711
Total equity	(5,479,946)	(1,591,923)	(5,497,418)	(1,672,574)
Total capital	462,079	731,210	41,821	216,137
Gearing ratio	12.86	3.18	132.45	8.74

The Group and the Company are not subjected to any externally imposed capital requirements during the financial years ended 31 December 2025 and 2024.

36. Events occurring after reporting date

On 17 March 2026, LHPL entered into a conditional sale and purchase agreement ("SPA") with Chua Yi Hang to dispose 94,769,564 ordinary shares of the Company, representing approximately 25.06% of its shareholdings. Pursuant to the SPA, LHPL has also agreed to assign and transfer all the amount due from the Company, comprising the non-interest-bearing loan and expenses previously paid on behalf of the Company, with an aggregate amount of approximately S\$1,300,000. Upon completion of the debt assignment, the Company no longer owes any amount to LHPL and the outstanding balances are now payable to Chua Yi Hang.

On 20 and 21 March 2026, LHPL has further entered into eight conditional sale and purchase agreements with eight other private investors to dispose the remaining 142,000,000 ordinary shares of the Company, representing approximately 37.56% of its shareholdings.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

36. Events occurring after reporting date (Continued)

Upon completion of the above sale and purchase agreements on 28 March 2026, LHPL ceases to hold any shareholding interest in the Company and Chua Yi Hang became a controlling shareholder of the Company.

37. New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 January 2026 and which the Group has not early adopted.

- (a) Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments* (effective for annual reporting periods beginning on or after 1 January 2026)

SFRS(I) 9 and SFRS(I) 7 were amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

- (b) SFRS(I) 18 *Presentation and Disclosure in Financial Statements* (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 18 will replace SFRS(I) 1-1 *Presentation of Financial Statements*, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though SFRS(I) 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

37. New or revised accounting standards and interpretations (Continued)

- (b) SFRS(I) 18 *Presentation and Disclosure in Financial Statements* (effective for annual reporting periods beginning on or after 1 January 2027) (Continued)

Management is currently assessing the detailed implications of applying the new standard on the group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of SFRS(I) 18 will have no impact on the group's net profit, the group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the group has performed, the following items might potentially impact operating profit:
 - Foreign exchange differences currently aggregated in the line item 'other income and other gains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
 - SFRS(I) 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the group currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the group is currently evaluating the need for change.
- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
 - Management-defined performance measures;
 - A break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
 - For the first annual period of application of SFRS(I) 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying SFRS(I) 18 and the amounts previously presented applying SFRS(I) 1-1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from the current presentation as part of operating cash flows.

Notes to the FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

37. New or revised accounting standards and interpretations (Continued)

- (b) SFRS(I) 18 *Presentation and Disclosure in Financial Statements* (effective for annual reporting periods beginning on or after 1 January 2027) (Continued)

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with SFRS(I) 18.

- (c) SFRS(I) 19 - *Subsidiaries without Public Accountability: Disclosures* (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 19 allows for certain eligible subsidiaries of parent entities that report under SFRS(I) Accounting Standards to apply reduced disclosure requirements. This new standard works alongside other SFRS(I). An eligible subsidiary applies the requirements in other SFRS(I) except for the disclosure requirements; and it applies instead the reduced disclosure requirements in SFRS(I) 19.

SFRS(I) 19 is a voluntary standard for eligible subsidiaries. A subsidiary is eligible if:

- it does not have public accountability; and
- it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with SFRS(I) Accounting Standards.

The Group does not expect this standard to have an impact on its operations or financial statements.

Statistics of SHAREHOLDINGS

As at 16 March 2026

Number of Issued and Paid-up Share Capital	:	\$56,153,551.58
Number of Issued and Paid-up Shares	:	378,122,012
Class of Shares	:	Ordinary Shares fully paid
Number of Issued and Paid-up Shares excluding Treasury Shares and Subsidiary Holdings	:	378,102,012
Number and Percentage of Treasury Shares	:	20,000 (0.005%)
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	34	3.32	809	0.00
100 - 1,000	207	20.21	154,570	0.04
1,001 - 10,000	428	41.80	2,078,200	0.55
10,001 - 1,000,000	329	32.13	41,123,626	10.88
1,000,001 AND ABOVE	26	2.54	334,744,807	88.53
TOTAL	1,024	100.00	378,102,012	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	OCBC SECURITIES PRIVATE LIMITED	239,233,644	63.27
2	NCY ENERGY PTE LTD	15,000,000	3.97
3	PHILLIP SECURITIES PTE LTD	13,163,098	3.48
4	CITIBANK NOMINEES SINGAPORE PTE LTD	7,075,723	1.87
5	TAN LYE SENG	6,705,060	1.77
6	TAN HWEE JUAN AGNES	6,149,700	1.63
7	UOB KAY HIAN PRIVATE LIMITED	4,932,964	1.30
8	RAFFLES NOMINEES (PTE.) LIMITED	4,440,297	1.17
9	TAN KIM SEAH	4,329,590	1.15
10	PENG CHEE SENG (PENG ZHICHENG)	4,000,000	1.06
11	MAYBANK SECURITIES PTE. LTD.	3,945,920	1.04
12	CHUA KAR CHENG	3,100,000	0.82
13	DBS NOMINEES (PRIVATE) LIMITED	2,140,645	0.57
14	CHIN LI THENG	2,101,500	0.56
15	GOH BEE YONG	2,000,000	0.53
16	CHRISTOPHER NGHIA DO	1,998,815	0.53
17	TIGER BROKERS (SINGAPORE) PTE. LTD.	1,977,447	0.52
18	KEE CHEE CHYE	1,720,000	0.45
19	HUANG YI	1,700,000	0.45
20	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	1,630,344	0.43
	TOTAL	327,344,747	86.57

Note: The shareholding percentage is computed based on the number of issued and paid-up shares (excluding 20,000 treasury shares) of 378,102,012 shares as at 16 March 2026.

Statistics of SHAREHOLDINGS

As at 16 March 2026

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 16 March 2026)

No	Name	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1	Lingholm Holdings Pte. Ltd.	236,769,564 ⁽¹⁾	62.62	–	–
2.	Xia Junwei	–	–	236,769,564 ⁽²⁾	62.62
3.	Zhang Zhi	–	–	236,769,564 ⁽³⁾	62.62

Notes:

- (1) 236,769,564 shares are held through OCBC Securities Private Limited.
- (2) Mr Xia Junwei is deemed interested in 236,769,564 shares by virtue of his 65% shareholding in Lingholm Holdings Pte. Ltd.
- (3) Mr Zhang Zhi is deemed interested in 236,769,564 shares by virtue of their 25% shareholding in Lingholm Holdings Pte. Ltd.

SHARES HELD BY PUBLIC

Based on the information provided to the Company as at 16 March 2026, approximately 37.27% 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 Function Room, LR Floor, 380 Jalan Besar, ARC 380 Singapore 209000 on **Thursday, 30 April 2026 at 2.00 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 2025 and the Directors' Statement together with the Auditors' Report.
(Resolution 1)
2. To re-elect Ms Wang Xiaolan who is retiring as Director of the Company pursuant to Regulation 98 of the Constitution of the Company. [See explanatory Note 1]
(Resolution 2)
3. To re-elect Mr Yong Thiam Fook who is retiring as Director of the Company pursuant to Regulation 102 of the Constitution of the Company. [See explanatory Note 1]
(Resolution 3)
4. To re-elect Mr Tan Lee Seng who is retiring as Director of the Company pursuant to Regulation 102 of the Constitution of the Company. [See explanatory Note 1]
(Resolution 4)
5. To approve the payment of Directors' fees amounting to S\$129,800/- for the financial year ending 31 December 2026, to be paid quarterly in arrears (2025: S\$124,800/-).
(Resolution 5)
6. To re-appoint Messrs CLA Global TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration.
(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

Notice of ANNUAL GENERAL MEETING

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,

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 2]

(Resolution 7)

Notice of ANNUAL GENERAL MEETING

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

By Order of the Board
Shirley Tan Sey Liy
Company Secretary
Singapore
15 April 2026

Explanatory Notes:

(1) Resolutions 2, 3 and 4

Ordinary Resolution 2 – 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 Committee and the Remuneration Committee and member of the Audit Committee and the Risk Committee. The Board considers Ms Wang Xiaolan to be independent for the purposes of Rule 704(7) of the Catalyst Rules.

Ordinary Resolution 3 – Mr Yong Thiam Fook will, upon re-election as a Director, continue to serve as Non-Independent Non-Executive Chairman of the Company, and a member of the Audit Committee, the Nominating Committee, the Remuneration Committee and the Risk Committee.

Ordinary Resolution 4 – Mr Tan Lee Seng will, upon re-election as a Director, continue to serve as Non-Independent Non-Executive Director of the Company.

Detailed information of Ms Wang Xiaolan, Mr Yong Thiam Fook and Mr Tan Lee Seng can be found under sections entitled “Directors’ Profile” and “Report on Corporate Governance” of the Company’s Annual Report 2025.

(2) 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. The Annual Report, Notice of AGM, Proxy Form and form to request for a physical copy of the Annual Report (“**Request Form**”) have been published on the Company’s website at the URL <https://investor.medi-lifestyle.com/> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In line with the Company’s sustainability strategy, the Company will not be despatching printed copies of the Annual Report. Members may request printed copies of these documents by completing and submitting the Request Form sent to them by post together with the printed copy of the Notice of AGM and the accompanying Proxy Form or otherwise made available on the Company’s website at the URL <https://investor.medi-lifestyle.com/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
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 instrument appointing a proxy or proxies. 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.

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- (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 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. 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 20 April 2026.
5. The instrument appointing a proxy or proxies must be submitted in the following manner:
 - (a) if submitted by post, be lodged 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; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.proxy@boardroomlimited.com,in either case, no later than 2.00 p.m. on 27 April 2026 (being not less than 72 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 Companies 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 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 agm2026@medi-lifestyle.com by 22 April 2026.

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 at the URL <https://investor.medi-lifestyle.com/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, on or before 2.00 p.m. on 25 April 2026. 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.

Notice of ANNUAL GENERAL MEETING

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 Lee Khai Yinn, 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 Function Room, LR Floor, 380 Jalan Besar, ARC 380 Singapore 209000 on Thursday, 30 April 2026 at 2.00 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 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 2025 and the Directors’ Statement together with the Auditors’ Report			
2.	To re-elect Ms Wang Xiaolan as a Director of the Company pursuant to Regulation 98 of the Constitution of the Company			
3.	To re-elect Mr Yong Thiam Fook as a Director of the Company pursuant to Regulation 102 of the Constitution of the Company			
4.	To re-elect Mr Tan Lee Seng as a Director of the Company pursuant to Regulation 102 of the Constitution of the Company			
5.	To approve the payment of Directors’ fees for the financial year ending 31 December 2026, to be paid quarterly in arrears			
6.	To re-appoint Messrs CLA Global TS Public Accounting Corporation as auditors of the Company 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 _____ 2026.

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 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 must be submitted in the following manner:
 - (a) if submitted by post, be lodged 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; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.proxy@boardroomlimited.com,in either case, no later than **2.00 p.m. on 27 April 2026** (being not less than 72 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 Companies 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 20 April 2026.

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 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 15 April 2026.



Medi Lifestyle Limited
Company Registration Number (201117734D)

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