



MEDI LIFESTYLE LIMITED

(Company Registration Number 201117734D)
(Incorporated in the Republic of Singapore on 26 July 2011)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the board of directors (the “**Board**” or “**Directors**”) of Medi Lifestyle Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s Independent Auditors, CLA Global TS Public Accounting Corporation (the “**Auditors**”), has included a Material Uncertainty Related to Going Concern section in their report (the “**Independent Auditors’ Report**”) on the audited financial statements of the Group and Company for the financial year ended 31 December 2025 (“**FY2025**”) (the “**Audited Financial Statements**”). The opinion of the Auditors is not modified in respect of this matter.

The Independent Auditors’ Report is annexed to this announcement for information purposes. The Independent Auditors’ Report and the Audited Financial Statements will form part of the Company’s Annual Report for FY2025 (the “**2025 Annual Report**”) which will be released to the shareholders of the Company (the “**Shareholders**”) in due course. Shareholders are advised to read the Independent Auditors’ Report and the 2025 Annual Report in their entirety.

Going Concern

The following is an extract of Note 2.1 to the Audited Financial Statements pertaining to the subject of this announcement:

Note 2.1:

“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 RM4.1 million for the financial year ended 31 December 2025.

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.”

Board's Comments

Barring any unforeseen circumstances, the Directors are of the view that it is appropriate for the Audited Financial Statements of the Group and Company to be prepared and presented on a going concern basis, having regard to the following:

- (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. 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.

Further, the Board is of the opinion that sufficient information has been disclosed for the trading of the Company's securities to continue in an orderly manner and the Board is not aware of any material information that requires disclosure but remains undisclosed as of the date of this announcement.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities. When in doubt, shareholders and potential investors are advised to seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.

By Order of the Board

Herry Pudjianto
Executive Director & Chief Executive Officer
13 April 2026

MEDIA CONTACT

For media queries, please contact;

Medi Lifestyle Limited

Corporate Communications Department
Jeysie Wong (Mobile +60 12 708 6005, Email: jeysie.wong@medi-lifestyle.com)

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This announcement 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 announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

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.

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
<p>1. Revenue recognition</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>In obtaining sufficient audit evidence, the following procedures have been performed:</p> <ul style="list-style-type: none"> ● 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**