VIBROPOWER

ANNUAL REPORT 2025

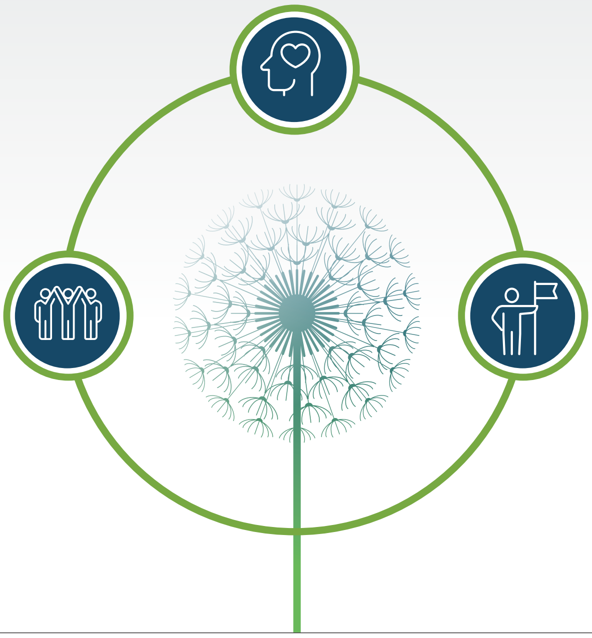
STRENGTH THROUGH RESILIENCE

OUR CORE VALUES

At VibroPower, there are 3-Powers at work

PASSION
Our passion fuels our people

PRIDE
We never say NO



POSSIBILITIES
We transform challenges to possibilties

OUR MISSION

Build a Global Workforce to support our chosen markets.

Provide customer value through excellent after-sales services.

Strengthen existing and develop new markets.

To consistently exceed shareholders' expectations.

CONTENTS

REGISTERED OFFICE ADDRESS

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CHAIRMAN'S MESSAGE

Dear Shareholders,

On behalf of the Board of Directors (the "**Board**"), I would like to present the Annual Report of VibroPower Corporation Limited ("**VibroPower**" or the "**Company**", and together with its subsidiaries, the "**Group**") for the financial year ended on 31 March 2025 ("**FY2025**"). Having served on the Board since 2020, I was recently elected to serve as Chairman of the Board. It is a privilege to take on this new responsibility, and to continue contributing to the Group's governance and strategic direction alongside a committed Board and management team.

THE YEAR IN REVIEW

A Challenging Year, A Brighter Outlook

FY2025 presented significant hurdles for our power generators business. We faced intense competition from larger players and new entrants in an already saturated market. In Singapore, the construction sector continued to see mounting cost pressures due to higher material demand, a shortage of skilled labour, and volatile tender prices.

The Group reported a net loss of S$4.5 million from continuing operations for FY2025. Revenue decreased by 62.9% to S$5.1 million, primarily due to fewer project completions eligible for revenue recognition, lower-value projects, and a sharp decline in work-in-progress projects compared to FY2024.

Our financial performance was further impacted by approximately S$1.4 million in provisions for pending litigation with a client and S$0.8 million in impairment losses on financial assets and contract assets, which comprised mainly expected credit losses on contract assets. In line with our standard practice, full provisions for these items were made in FY2025.

Despite these challenges, we diligently managed our operations and sustained our core business. I'm pleased to report that, as of this message, our book order levels have rebounded to pre-FY2024 levels. Barring unforeseen circumstances, the Group anticipates a stronger financial footing ahead.

Strategic Divestment and Green Energy Momentum

On 30 September 2024, we successfully divested our wholly-owned subsidiary, Shanxi Weineng Coal Mine Gas Development Co. Ltd., for RMB30 million in cash, which included the settlement of a RMB10 million inter-company balance. This transaction provided a timely opportunity to exit our investment in the People's Republic of China and realise a gain. The proceeds have strengthened our working capital and enabled us to strategically reinvest in promising green and renewable energy projects, furthering our clean energy initiatives.

We're particularly pleased with the continuous progress at the biomass power plant in Sandakan, Malaysia. This plant, owned by our associated company, VibroPower Green Energy Sdn. Bhd. ("**VPGE**"), is leased to and operated by another associated company, Vibro Biomass Energy Sdn. Bhd. ("**VBE**"). It will utilise empty fruit bunches, a readily available waste product from the palm oil milling industry, as its primary fuel source.

A significant milestone was achieved on 10 January 2025, when VBE signed a Renewable Energy Power Purchase Agreement with Sabah Electricity Sdn Bhd ("**SESB**"). Under this agreement, SESB will purchase the net electricity output from the biomass plant, which has a maximum capacity of 11.5 megawatts. SESB is obligated to purchase up to approximately 9 megawatts annually, with any excess subject to their discretion. This agreement underscores the Group's commitment to becoming a more purpose-driven and sustainable enterprise, playing a crucial role in the circular economy by producing clean, renewable energy from third-party waste and contributing to sustainable growth. As of this writing, we are fulfilling several key conditions to commence operations by 31 October 2026, including technical commissioning, securing financing, submitting design documentation, and obtaining necessary licenses.

Furthermore, our joint venture with Interra Resources Ltd, announced on 1 November 2023, to develop a 2-megawatt solar farm within our Malaysian biomass power plant, is progressing as planned. This project is currently in the stage of applying for regulatory approvals required for construction.

Shareholding Changes and Mandatory Offer

On 18 November 2024, our CEO and controlling shareholder, Mr. Benedict Chen Onn Meng, increased his stake in the company by acquiring an additional 23.34% of issued shares at S$0.02 per share. This transaction increased his direct shareholding from 16.52% to 39.86%. When combined with the voting rights held by his brother, Mr. Chen Siew Meng, their collective shareholding reached 49.97% of the Company's issued share capital.

In compliance with the Securities and Futures Act 2001 and the Singapore Code on Take-overs and Mergers (the "**Code**"), Mr. Chen (the "**Offeror**") subsequently launched a mandatory cash offer for all remaining shares not already owned or controlled by him and his concert parties. An offer was also extended to acquire all outstanding warrants, excluding those already held by the Offeror. Following the close of this mandatory offer, the combined interest of the Offeror and his concert parties in the Company's total issued shares rose to 58.85%, and their interest in all outstanding warrants reached 91.61%. All warrants not previously exercised or sold to the Offeror expired on 16 January 2025. The Offeror did not exercise any Warrants prior to the Warrants' expiry date.

OUTLOOK FOR THE YEAR AHEAD

As we look to the year ahead, the operating environment remains challenging, shaped by both domestic and international dynamics. We maintain cautious optimism for a gradual recovery in Singapore's construction sector, buoyed by sustained public infrastructure projects, a resilient pipeline of data centre developments, and the long-awaited resumption of previously delayed initiatives. However, persistent cost pressures continue to be a significant concern. Inflation, which has endured beyond the endemic declaration of the COVID-19 pandemic, coupled with elevated logistics expenses and higher raw material prices, continues to weigh on our operations.

Beyond economic fundamentals, the global geopolitical landscape presents a complex array of challenges that demand our vigilant attention. The ongoing Russia-Ukraine conflict and recent escalation of conflicts in the Middle East (involving Israel and Iran) continue to impact global supply chains and commodity prices, exacerbating inflationary pressures. Furthermore, the rising tensions between the United States and China are driving increased trade tariffs and protectionist policies, creating uncertainty and potentially disrupting global trade flows. Domestically, these global shifts, combined with factors like rising labour costs and annual price increases from suppliers, mean we must continuously adapt our strategies.

Looking ahead, we anticipate that operating and material costs will remain elevated. Intensified market competition, including from new entrants, may also constrain the Group's ability to fully pass on certain cost increases to customers. In response, we will continue to exercise stringent financial prudence and cost discipline. We are committed to improving manufacturing efficiency and strengthening supply chain management to better control costs, mitigating the impact of these external pressures. Leveraging our established expertise and proven track record, we remain focused on securing higher value-added projects that will enhance our customer base and contribute more robustly to our bottom line.

Meanwhile, a cornerstone of our future strategy is the continued development and investment in our clean energy business outside Singapore. This strategic pivot aims to support vital revenue diversification and establish stable, recurring revenue streams that drive long-term growth, providing a counterbalance to the volatility in our traditional markets. In particular, we are working closely with SESB, the Energy Commission of Sabah, and our financial partners to accelerate progress on the biomass power plant project in Malaysia. We remain committed to delivering this project successfully and creating enduring long-term value for our shareholders and stakeholders, alike.

APPRECIATION

On behalf of the Board, I extend our sincere appreciation to our dedicated management and staff for their tireless efforts and unwavering commitment throughout the past year. Their resilience and hard work have been instrumental in navigating a challenging period. I would also like to thank my fellow Board members for their invaluable advice, counsel, and steadfast support.

I wish to express our deepest gratitude to Mr. Ernest Yogarajah Balasubramaniam and Ms. Toh Shih Hua for their exceptional and dedicated service as Non-Executive Chairman and Lead Independent and Non-Executive Director, respectively. As part of our ongoing Board renewal process, they stepped down on 31 December 2024 and 30 September 2024, respectively. Mr. Balasubramaniam had served on our Board since 10 May 2007, and Ms. Toh since 28 April 2015. We sincerely thank them for their invaluable guidance and significant contributions to the Group over many years, and we wish them every success in their future endeavours.

At the same time, I am pleased to welcome Mr. Hew Koon Chan and Ms. Lok Pei San, who joined VibroPower as Independent and Non-Executive Directors on 18 November 2024 and 1 April 2025, respectively. Mr. Hew and Ms. Lok bring fresh with each of them fresh and new perspectives and diverse expertise to our Board, and we look forward to their active participation and insights.

Finally, I would like to extend my heartfelt thanks to our shareholders, valued business associates, and partners for their continued trust and confidence in VibroPower. With your support, we will continue to move forward with focus, determination, and a renewed sense of purpose.

Allan Tan
Independent Non-Executive Chairman

FINANCIAL AND OPERATIONS REVIEW

PERFORMANCE REVIEW

Revenue

	FY2025		FY2024		Variance
	S$'000	%	S$'000	%	%
Continuing Operations					
Projects	4,665	92.2	13,199	96.9	(64.7)
Others[1]	393	7.8	428	3.1	(8.2)
Total Revenue	**5,058**	**100.0**	**13,627**	**100.0**	**(62.9)**
Discontinued Operation[2]					
Power Plant	609	100.0	1,218	100.0	(50.0)
Total Revenue	**609**	**100.0**	**1,218**	**100.0**	**(50.0)**

Notes:
1. *Others comprises rental income from a leasehold property.*
2. *Revenue from discontinued operation relates to Shanxi Weineng Coal Mine Gas Development Co. Ltd. ("SXWN"), which was classified as a discontinued operation in accordance with SFRS(I) 5 – Non-current Assets Held for Sale and Discontinued Operations. The Group disposed of its entire interest in SXWN on 30 September 2024.*

On a segmental basis, the Projects segment contributed 92.2% of total revenue from continuing operations in FY2025 (FY2024: 96.9%), while the Others segment accounted for the remaining 7.8% (FY2024: 3.1%).

The Group's revenue from continuing operations declined by 62.9% to S$5.1 million for FY2025, primarily due to (i) fewer project completions upon which revenue could be recognised; (ii) more lower-value projects, resulting in lower revenue levels and recognition; and (iii) fewer large-scale projects in progress.

	FY2025		FY2024		Variance
	S$'000	%	S$'000	%	%
Continuing Operations					
Singapore	4,556	90.1	12,761	93.6	(64.3)
Asia (excluding Singapore)	502	9.9	866	6.4	(42.0)
Total Revenue	**5,058**	**100.0**	**13,627**	**100.0**	**(62.9)**
Discontinued Operation[2]					
Asia (excluding Singapore)	609	100.0	1,218	100.0	(50.0)
Total Revenue	**609**	**100.0**	**1,218**	**100.0**	**(50.0)**

Geographically, Singapore remained the Group's primary market, accounting for 90.1% of total revenue from continuing operations in FY2025. The remaining revenue was derived from other Asian markets, primarily Hong Kong and China.

Profitability

In FY2025, the Group's gross profit decreased by 59.4% to S$0.8 million, in line with the decline in sales volume. However, the gross profit margin improved slightly from 15.3% in FY2024 to 16.7% in FY2025.

Other credits of S$0.3 million primarily comprise written off of trade payables of S$0.2 million and a gain of S$0.1 million from the liquidation of a subsidiary.

Administrative expenses increased by 4.3% to S$2.8 million, primarily due to additional professional fees incurred in relation to ongoing litigation matters.

Impairment losses on financial assets and contract assets of S$0.8 million were mainly related to the provision for expected credit losses on trade receivables of S$0.1 million and contract assets of S$0.7 million.

Other charges of S$1.7 million mainly relate to provision for potential back charges from a customer amounting to S$1.4 million. The Group has prudently recognised provisions for impairment losses and claims, taking into account the potential financial impact of ongoing disputes between VibroPower Sales and Services (S) Pte Ltd, a wholly owned subsidiary, and its main contractor, as disclosed in the SGX announcements dated 5 August 2024 and 15 October 2024.

Consequently, the Group reported a net loss after tax of S$3.9 million for FY2025.

The profit from discontinued operation of S$0.6 million relates to the disposal of the Group's investment in SXWN. The disposal resulted in a gain of S$2.9 million, partially offset by a net written off of amounts owed by disposed subsidiary amounting to S$1.7 million and a loss of S$0.6 million from SXWN's operation during FY2025.

FINANCIAL POSITION

As of 31 March 2025, the Group's net assets attributable to equity holders of the Company was S$4.0 million, which translated to a net asset value per share of 5.47 Singapore cents, compared with 9.25 Singapore cents as of 31 March 2024.

Non-current assets decreased by 33.1% to S$5.8 million, mainly due to a S$3.7 million reduction in property, plant, and equipment, partially offset by non-current other receivable of S$0.8 million. The decline in property, plant, and equipment was largely attributable to depreciation during the year and the deconsolidation of SXWN's plant and equipment following the disposal of the Group's investment in SXWN. The non-current other receivable relates to deferred consideration from the disposal of the Group's investment in SXWN, which is expected to be received progressively beyond the next financial year.

Current assets decreased by 20.4% to S$10.7 million, mainly due to: (i) a S$0.2 million reduction in inventories as a result of project deliveries during FY2025; (ii) a S$3.3 million decrease in trade and other receivables, primarily attributable to lower revenue for the financial year; and (iii) a S$1.4 million decline in contract assets, due to the performance obligations have been fulfilled and the goods or services have been transferred to the customer and increase in the allowance for expected credit losses. These decreases were partially offset by: (i) a S$0.3 million increase in other assets, arising from higher prepayments as at 31 March 2025 due to advance payments made for the purchase of materials relating to several projects secured prior to the end of FY2025 and scheduled for delivery in the first quarter of financial year ending 31 March 2026; and (ii) a S$1.8 million increase in cash and cash equivalents.

Non-current liabilities declined slightly by 3.8% to S$3.0 million, primarily due to a S$0.1 million decrease in long-term loans and borrowings, resulting from loan repayments made during the financial year.

Current liabilities fell by 25.7% to S$8.0 million, mainly due to: (i) a S$1.5 million decrease in payables and accruals, due to lower purchases during FY2025 in line with the reduction in cost of sales; and (ii) a S$1.8 million decrease in short-term loans and borrowings, resulting from loan repayments during the financial year.

The Group's cash and cash equivalents rose from S$0.4 million as of 31 March 2024 to S$2.2 million as of 31 March 2025. This increase was primarily due to net cash generated from investing activities following the disposal of the Group's entire interest in SXWN, partially offset by net repayments of loans and borrowings and net cash used in financing activities during FY2025. The cash used in operations was attributable to the loss recorded for the financial year.

FINANCIAL HIGHLIGHTS

S$ Mil	2019	2020	2022	2023	2024	2025
Revenue (from continuing operations and discontinued operation)	11.0	12.3	15.2	9.6	14.8	**5.7**
Profit/(Loss) before tax (from continuing operations and discontinued operation)	(2.8)	0.1	(3.3)	(7.1)	0.2	**(4.0)**
Equity attributable to owners of the Company	13.8	17.7	14.7	7.1	6.8	**4.0**
Total assets	28.0	31.0	28.2	22.1	22.1	**16.5**

BOARD OF DIRECTORS

BENEDICT CHEN ONN MENG
Chief Executive Officer

Mr. Chen is one of the founders and has been with the Group since 1995. He was appointed as Managing Director and Chief Executive Officer of the Group on 22 August 2000. Mr. Chen is responsible for leading the development and execution of the Group's short and long-term strategies and business plans. Mr. Chen has a diploma in Mechanical Engineering from the Singapore Polytechnic.

TAN POH CHYE ALLAN
Independent Non-Executive Chairman

Mr. Tan was appointed as an Independent and Non-Executive Director on 12 November 2020. He is the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. With effect from 9 April 2025, he has also been appointed as Chairman of the Board.

Mr. Tan is a lawyer and practises in the field of corporate finance, regulatory and compliance laws. He is also an Independent and Non-Executive Director of Don Agro International Limited and Ecowise Holdings Limited. Mr. Tan holds a Bachelor of Laws (Honours) degree from the University of Buckingham (United Kingdom) and a Master's degree in Law from the London-Guildhall University (now named as the London Metropolitan University). He is also a Barrister-at-law of Gray's Inn.

LOK PEI SAN (Lu Peishan)
Independent and Non-Executive Director

Ms. Lok was appointed as an Independent and Non-Executive Director on 1 April 2025. She is the Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee.

Ms. Lok has strong financial and accounting literacy. She is also a Chief Financial Officer of Bromat Holdings Ltd.

Ms. Lok is a Chartered Accountant with the Institute of Singapore Chartered Accountants and an Accredited Director with the Singapore Institute of Directors.

HEW KOON CHAN
Independent and Non-Executive Director

Mr. Hew was appointed as an Independent and Non-Executive Director on 18 November 2024. He is the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

Mr. Hew has strong financial and accounting literacy. He is also an Independent Non-Executive Director of Oiltek International Ltd, Resources Global Development Ltd and Shopper360 Ltd.

Mr. Hew has a Bachelor of Engineering (Mechanical) degree from National University of Singapore and is a Senior Accredited Director by Singapore Institute of Directors.

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Benedict Chen Onn Meng
Executive Director and Chief Executive Officer

Mr. Tan Poh Chye Allan
Independent and Non-Executive Director and Chairman

Mr. Hew Koon Chan
Independent and Non-Executive Director

Ms. Lok Pei San (Lu Peishan)
Independent and Non-Executive Director

AUDIT COMMITTEE
Mr. Hew Koon Chan
Chairman

Mr. Tan Poh Chye Allan
Member

Ms. Lok Pei San (Lu Peishan)
Member

NOMINATING COMMITTEE
Mr. Tan Poh Chye Allan
Chairman

Mr. Hew Koon Chan
Member

Ms. Lok Pei San (Lu Peishan)
Member

REMUNERATION COMMITTEE
Ms. Lok Pei San (Lu Peishan)
Chairman

Mr. Tan Poh Chye Allan
Member

Mr. Hew Koon Chan
Member

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COMPANY SECRETARY
Ms. Sia Huai Peng

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Partner in charge: Ooi Chee Keong
(Since financial year ended 31 March 2024)

FINANCIAL CONTENTS

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

VibroPower Corporation Limited (the "Company") is committed to maintaining good corporate governance within the Company and its subsidiaries (collectively, the "Group"). The Board recognises the importance of good corporate governance and is committed to making sure that the Group has in place effective corporate practices to protect the interests of its shareholders and maximise long-term shareholder value.

The Singapore Exchange Securities Trading Limited (the "SGX-ST") listing manual ("Listing Rules") require all listed companies to describe in their Annual Report their corporate governance practices with reference to the Code of Corporate Governance.

This report describes the Company's corporate governance practices for the financial year ended 31 March 2025 ("FY2025"), with specific reference made to the principles of the revised Code of Corporate Governance issued on 6 August 2018 (as amended on 14 December 2023) (the "Code").

Statement of Compliance

The Board confirms that for FY2025, the Company has adhered to the principles and provisions as set out in the Code, where applicable, and has disclosed and explained any deviation from the Code in this report.

A. BOARD MATTERS

The Board's Conduct of its 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 Company is headed by an effective Board, comprising individuals with diversified backgrounds and who collectively bring with them a wide range of experience, to lead and oversee the Group. The Board's primary functions are to provide effective leadership and strategic direction for the overall business and corporate affairs of the Group and to hold key management personnel (as the term is defined under Provision 4.1 of the Code) ("Management") to account to enhance long-term value for the Company's shareholders and the key stakeholder group.

The Board's roles include:

- Provide leadership, set strategic objectives, which include appropriate focus on value creation, innovation and sustainability, and ensure that the necessary resources are in place for the Company to meet its strategic objectives;
- Establish and maintain a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance of risks and performance;
- Review Management's performance, approve annual budgets, funding requirements, expansion programs, capital investment, and major acquisitions and divestments proposals;
- Identify key stakeholder groups and ensure transparency and accountability to these key stakeholder groups;
- Put in place a code of conduct and ethics which sets the appropriate tone from the top and ensures that the Company's values, standards, policies and practices are consistent with its corporate culture and standards of accountability within the Company;
- Supervise and monitor the Group's management over various matters, including strategic and sustainability issues and business planning processes; and
- Assume responsibility for corporate governance.

CORPORATE GOVERNANCE REPORT

The Board exercises judgment objectively and independently from Management on the corporate affairs of the Group, and no individual or a small group of individuals dominate the decisions of the Board. All Directors are expected to exercise due diligence and independent judgment when dealing with the business affairs of the Group and are obliged to act in good faith, in the best interests of the Group. Each Director is required to disclose promptly any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group. In the event any Director faces a conflict of interest, he/she must recuse himself from any discussion and decision involving the transaction.

Board members are kept informed of the business and operations of the Group on a regular basis either through formal or informal meetings and discussions. They also understand their roles as executive, non-executive or independent directors. To this end, they are encouraged to attend seminars and receive training to improve themselves (at the cost of the Company) so that they may better discharge their duties. The Company also works closely with professionals to update its Directors on changes to relevant laws, regulations and accounting standards.

The Board has adopted a set of internal guidelines setting forth the matters that require the Board's review and approval. Matters which are specifically reserved for the Board's decision are those involving significant acquisitions, disposals and funding proposals, diversification of business or assets, reviewing and/or approving the Group's corporate policies, monitoring the performance of the Group, transactions with interested persons, and those relating to investment, funding, legal, compliance and corporate secretarial matters.

The Board will review these internal guidelines on a periodic basis to ensure they remain relevant to the size and operations of the Group.

To assist in the execution of its responsibilities, the Board has established board committees (the "Board Committees"), which operate under clearly defined terms of reference. All Board Committee meetings are chaired by independent directors and the Board Committees consist of a majority of independent directors. The composition of each Board Committee, the key terms of reference and a summary of each Board Committee's activities are set out in this report.

The terms of reference of the Board Committees are reviewed on a regular basis to ensure their continued relevance. The Chairman of the Board Committees reports the outcome of the Board Committees meetings to the Board.

The Board acknowledges that the Board Committees play an important role in ensuring good corporate governance of the Group and actively engages with the Board Committees. Decisions made at Board Committee meetings are by majority consensus. The Independent Directors are objective, frank and candid in expressing their opinions during board meetings and raise queries, constructively debate and analyse issues brought up at meetings. The Board also acknowledges that while the Board Committees have oversight responsibility over specific issues and are tasked with making decisions and recommendations to the Board, the ultimate responsibility for all matters lies with the Board. Minutes of all Board Committee meetings are made available to the Board members.

The Board meets at least two (2) times a year to review and approve, inter alia, the half-year and full year financial results of the Group. Board papers, including all relevant documents, materials, background or explanatory information relating to the agenda to be discussed and decided on are sent in a timely manner to the Board before a scheduled meeting.

The Board also meets, as required, to deal with any urgent or time sensitive matter relating to the Group's business and affairs. Apart from approvals obtained at Board meetings, certain routine matters are also put to the Board for approval by way of circulating written resolutions. As provided in the Constitution of the Company, meetings may be held by electronic means.

CORPORATE GOVERNANCE REPORT

The attendance of the Directors at meetings of the Board, Board Committees and Annual General Meeting, as well as the frequency of such meetings held during FY2025 are as follows:

	Board	Audit Committee	Nominating Committee	Remuneration Committee	Annual General Meeting for FY2024
No. of meetings held	5	5	1	1	1
No. of meetings attended by the Directors					
Benedict Chen Onn Meng	5	5	1	1	1
Toh Shih Hua[(1)]	2	2	1	1	1
Ernest Yogarajah s/o Balasubramaniam[(2)]	3	3	1	1	1
Tan Poh Chye Allan[(3)]	5	5	1	1	1
Hew Koon Chan[(4)]	2	2	–	–	–

(1) Ms. Toh Shih Hua ceased to be an independent director of the Company with effect from 30 September 2024.
(2) Mr. Ernest Yogarajah s/o Balasubramaniam ceased to be an independent director of the Company with effect from 31 December 2024.
(3) Mr. Tan Poh Chye Allan has been appointed as Chairman of the Board with effect from 9 April 2025.
(4) Mr. Hew Koon Chan has been appointed as an independent director with effect from 18 November 2024.

If a Director is unable to attend a Board or Board Committee meeting, he/she will still receive all papers and materials to be tabled for discussion so that he/she may review them and convey to the chairman of the Board or the Board Committee his/her views and comments which will be brought up by the chairman for discussion at the meeting.

All Directors are required to declare their other board representations. The Board has not set a limit to the number of other board representations a Director can have. The Board is of the view that the effectiveness of each Director is best assessed by his/her contribution and ability to devote sufficient time and attention to the Company's affairs.

The Company Secretary and the Company's auditors will advise the Directors, or if necessary, conduct briefings on new corporate governance practices and accounting standards (as the case may be) as well as update them on any changes in the Companies Act and Listing Rules. Directors are encouraged to visit the Group's operations from time to time to have a better understanding of its business operations.

To keep abreast of new developments on corporate governance practices, changes to the Companies Act, new accounting standards and other relevant areas, Directors are encouraged to participate in seminars or briefings on relevant topics and updates.

The briefings and updates provided to Directors in FY2025 include:

- Briefings by the Company's auditors on changes or amendments to the accounting standards.
- Updates by the Chief Executive Officer ("CEO") on the business and strategic developments of the Group.
- Attending the training organised by Singapore Institute of Directors ("SID") on the implications of Environmental, Social and Governance Essentials on business.

The majority of Directors have completed the mandatory sustainability training course organised by the Singapore Institute of Directors (SID) and the Institute of Singapore Chartered Accountants (ISCA), in line with the enhanced SGX sustainability reporting requirements announced in December 2021. Ms. Lok, who was recently appointed, will be attending the course within one year from the date of her appointment.

Directors may communicate directly with Management and other key employees of the Group on any matter concerning the business and operations of the Group whenever they deem necessary. All Directors have unrestricted access to the Group's records and information. The Directors also have separate and independent access to the Company Secretary, the Company's external auditors, internal auditors and other professional advisors, where relevant and appropriate. The Company Secretary attends Board and Board Committee meetings and is responsible for ensuring that Board procedures are followed, and minutes of all meetings are recorded and circulated to the Board and the Board Committees. The Company Secretary also assists the Chairman and Chief Executive Officer ("CEO"), Chairman of each Board Committee and Management in the preparation of agendas for the various meetings. The appointment and removal of the Company Secretary are subject to the approval of the Board.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.

As at the date of this Annual Report, the Board comprises one (1) Executive Director and three (3) Independent and Non-Executive Directors. Accordingly, the Company is in compliance with the requirement of the Code that non-executive directors are make up a majority of the Board. The membership of the Directors on the Board Committees are as follows:

Name of Director	Board Membership	Audit Committee ("AC")	Nominating Committee ("NC")	Remuneration Committee ("RC")
Benedict Chen Onn Meng	Executive Director and Chief Executive Officer	–	–	–
Tan Poh Chye Allan(1)	Independent and Non-Executive Chairman	Member	Chairman	Member
Hew Koon Chan(2)	Independent and Non-Executive Director	Chairman	Member	Member
Lok Pei San (Lu Peishan)(3)	Independent and Non-Executive Director	Member	Member	Chairman

(1) Mr. Tan Poh Chye Allan was appointed as Chairman of the Board with effect from 9 April 2025.
(2) Mr. Hew Koon Chan was appointed as an independent director with effect from 18 November 2024.
(3) Ms. Lok Pei San (Lu Peishan) was appointed as an independent director with effect from 1 April 2025.

The Chairman of the Board is designated as an Independent Director. While he occasionally provides professional services to the Group, these are conducted at arm's length and on normal commercial terms. He does not have any familial relationship with the Executive Director and does not hold any shares in the Company. The Board has assessed that the Chairman is able to exercise objective and independent judgment in the discharge of his duties. Accordingly, the Board is of the view that the intent of Principle 2 of the Code has been met, and that the Chairman continues to act in the best interests of the Company.

The independence of each director is assessed and reviewed annually by the Nominating Committee. In the review and deliberation of the independence of the three independent directors, the Nominating Committee has considered the provisions of Listing Rule 210(5)(d) and the guidelines for independence set out in Provision 2.1 of the Code, including whether a director has business relationships with the Group, its substantial shareholders or its officers and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the interest of the Group.

Each independent director is required to complete an annual declaration to confirm his/her independence based on the applicable Listing Rules and Principles and Provisions as set out in the Code. The directors must also confirm whether they consider themselves independent despite not having any relationship identified under the applicable Listing Rules and the Code.

For the year under review, the Nominating Committee has assessed and is satisfied that the three Independent and Non-Executive Directors are independent. The Board recognises that independent directors may over time develop significant insights into the Group's business and operations and can provide valuable contribution objectively to the Board as a whole. The independence of the independent directors must be based on the substance of their professionalism, integrity, and objectivity, and not merely based on form; such as the number of years which they have served on the Board.

As at the end of FY2025, no independent directors have served on the Board beyond nine years from the date of their appointment.

The Board recognises that a diverse Board is an important element and has adopted a Board Diversity Policy. The policy endorses the principle that the Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Group has the opportunity to benefit from all available talents. In reviewing Board composition and succession planning, the Nominating Committee has considered the benefits of all aspects of diversity, including diversity of background, experience, gender, age and other relevant factors. These factors are taken into account in determining the optimum composition of the Board. The Board believes that its current composition and size provide an appropriate balance and mix of skills, expertise, experience and gender, and collectively a range of competencies in legal, financial, business management and the requisite industry knowledge to lead the Company effectively, avoid groupthink and foster constructive debate. The Board has one female member, and members' ages range from 45 to 65 years. The Board's combined business, management and professional experience, diversity of knowledge and expertise provide competencies for diverse and objective perspective and decision making in respect of the Group's business and strategic direction. Further information on the individual Directors' background, experience and skills can be found in the 'Board of Directors' section in the Annual Report. Having considered the scope and nature of the operations of the Group, the Board is satisfied that the current composition mix and size of the Board possess the necessary diversity and allow for informed and constructive discussion and effective decision making at Board and Committees meetings.

While the Nominating Committee strives to meet the Company's board diversity objectives in any search for new Directors, the final decision will be based on merit against an objective set of criteria that complements and expands the skills and experience of the Board as a whole, giving due regard to the overall balance and effectiveness of a diverse Board.

The Nominating Committee will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness and relevance, and will recommend appropriate revisions for the Board's for consideration and approval.

Management puts up proposals or reports for the Board's consideration and approval, for instance, proposals relating to specific transactions or general business direction or strategy of the Group. The Board will evaluate these proposals or reports, and where appropriate, provide guidance to Management. Apart from scheduled meetings, the Independent Non-Executive Directors will meet on a need-to basis amongst themselves and with the Company's external and internal auditors without the presence of Management to discuss matters such as the Group's financial statements, performance, corporate governance and risk management initiatives, board processes and any audit observations. Suggestions or recommendation arising from such meetings may be provided to the Board (as a whole) and/or to 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 roles of the Chairman of the Board and the CEO are separate to ensure a clear division of responsibilities, increased accountability and greater capacity of the Board for independent decision-making, ensuring a balance of power and authority within the Company.

Mr. Tan Poh Chye Allan, the Independent and Non-Executive Chairman, leads and is responsible for the proper functioning of the Board. He ensures that Board meetings are held as and when necessary. He also assumes responsibility for the smooth functioning of the Board, ensures the timely flow of information between Management and the Board, sets the agenda for Board meetings, ensures sufficient allocation of time for thorough discussion of each agenda item and promotes a culture of openness and debate at the Board. The Independent and Non-Executive Chairman also takes a leading role in ensuring the Group's compliance with corporate governance guidelines. And, he is the principal liaison person for any issue that may arise between the Independent and Non-Executive Directors and the Executive Director. He is available to address concerns of shareholders and key stakeholder groups in the event contact through normal channels of communication with the Company is inappropriate or inadequate.

Mr. Benedict Chen Onn Meng, the CEO, is responsible for leading the development and execution of the Group's short and long-term strategies and business plans and ensures that the Group is properly organised and staffed, assesses the principal risks of the Group and ensures that effective internal controls and risk management systems are in place.

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.

On 30 September 2024 and 31 December 2024, members of the AC, Ms. Toh Shih Hua and Mr. Ernest Yogarajah s/o Balasubramaniam resigned as independent and non-executive non-independent directors of the Company. Mr. Hew Koon Chan and Ms. Lok Pei San were appointed as Independent Directors on 18 November 2024 and 1 April 2025 respectively.

As at the date of this Annual Report, the Nominating Committee ("NC") comprises the following three Independent and Non-Executive Directors. The chairman of the NC is an Independent and Non-Executive Director.

Mr. Tan Poh Chye Allan	(Chairman)
Mr. Hew Koon Chan	(Member)
Ms. Lok Pei San (Lu Peishan)	(Member)

The NC has adopted written terms of reference defining its membership, administration and duties. Some of the key duties and responsibilities of the NC include:

- reviewing succession plans for directors, in particular the appointment and/or replacement of the Chairman, the Chief Executive Officer and key management personnel;
- developing a process for the evaluation of performance of the Board, its Board committees and directors;
- reviewing training and professional development programs for the Board;
- recommending to the Board the appointment and reappointment of directors (including alternate directors, if applicable). If an alternate director is appointed, the alternate director should be familiar with the Company's affairs and be appropriately qualified. If a person is proposed to be appointed as an alternate director to an independent director, the NC and the Board will review and conclude that the person would similarly qualify if appointed an independent director;
- determining, on an annual basis, if a director is independent;
- performing such other duties or functions as may be delegated by the Board or required by regulatory authorities.

A summary of the NC's activities during FY2025 is shown below:

- Reviewed the Board's performance for FY2025 on a collective basis;
- Review the independence of the independent directors;
- Review and assess the human resources, skillsets and expertise required by the Group; and
- Renewal and reappointment of Board members.

Process for selection and appointment of new directors

The NC is responsible for identifying candidates and reviewing all nominations for appointment as Directors. When a vacancy on the Board arises or when the Board is considering making a new Board appointment either to enhance the core competency of the Board or for purpose of progressive renewal of the Board, the NC will review and assess the candidates before making its recommendations to the Board. In recommending new appointments, the NC takes into consideration the key tenets of diversity as described above under Principle 2 as well as any specific skills and experience required to support the Group's business activities or strategies, the appropriate composition and size of the Board, including the required number of independent directors.

In identifying suitable candidates, the NC may:

- advertise or use the services of external advisors to facilitate a search; and
- consider candidates from a wide range of backgrounds from internal or external sources.

After shortlisting the candidates, the NC will interview and consider the candidates on their merits and against a set of objective criteria, taking into consideration whether the candidate is able to devote sufficient time and attention to the affairs of the Group.

Process for re-appointment of directors

The role of the NC also includes recommending Directors for retirement by rotation pursuant to the Constitution of the Company. In reviewing the re-nomination of Directors, the NC takes into consideration the results of the assessment conducted on the Board as a whole, the particular Director's independence, contribution, individual performance (such as attendance and participation at Board meetings and other board appointments and principal commitments outside of the Group) and any other factor deemed relevant by the NC. The Constitution of the Company currently requires one-third of the Board members (except the Chief Executive Officer) to retire from office by rotation and be subject to re-election by the shareholders at every Annual General Meeting ("AGM"). The Constitution of the Company also provides for any director appointed during the financial year to retire and submit himself/herself for re-election at the next AGM. Notwithstanding the Constitution, and pursuant to Rule 720(5) of the SGX Listing Rules, the Company shall require all Directors (including the Chief Executive Officer) to submit themselves for re-nomination and re-election at least once every three years.

Mr. Hew will be retiring and will not be seeking re-election at the forthcoming AGM. The NC has reviewed and considered the qualifications, work experience and suitability of Mr. Chen and Ms. Lok for re-appointment as directors of the Company and recommended them to the Board of Directors for re-election.

On an annual basis, the NC will determine whether a director is independent, taking into account the Code definition of an "independent" director and guidance on relationships, the existence of which could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the interest of the Group.

Each Independent Director and Non-Executive Director has completed a Director's Independence Declaration to confirm his/her independence based on the guidelines as set out in the Code for FY2025. The NC has reviewed the declarations and is satisfied that the Independent Directors are independent.

The NC reviewed each Director's representation on other boards, and is satisfied that all Directors have been able to commit sufficient time to the Company and are able to carry out their duties adequately.

Key information of each member of the Board is set out below:

Name of Director	Date of first appointment	Date of last re-election	Present directorships in other listed companies	Directorships in other listed companies over the preceding three years	Other principal commitments
Benedict Chen Onn Meng	23 May 2000	28 July 2022	Nil	Nil	Nil
Tan Poh Chye Allan	12 November 2020	30 November 2023	Independent and Non-Executive Director of Ecowise Holdings Limited Independent and Non-Executive Director of Don Agro International Limited	Independent and Non-Executive Director of CNMC Goldmine Holdings Limited Independent and Non-Executive Director of Nico Steel Holdings Limited	Director at Altum Law Corporation Owner of Allan Tan Corporate Services
Hew Koon Chan	18 November 2024	Not applicable	Independent and Non-Executive Director of Oiltek International Ltd Independent and Non-Executive Director of Resources Global Development Ltd Independent and Non-Executive Director of Shopper360 Ltd	Independent and Non-Executive Director of Ecowise Holdings Ltd Lead Independent and Non-Executive Director of Far East Group Ltd Independent and Non-Executive Director of Nordic Group Ltd	Managing Director at Integer Capital Pte Ltd

Name of Director	Date of first appointment	Date of last re-election	Present directorships in other listed companies	Directorships in other listed companies over the preceding three years	Other principal commitments
Lok Pei San (Lu Peishan)	1 April 2025	Not applicable	Nil	Nil	Chief Financial Officer at Bromat Holdings Ltd Director and Shareholder at Ngai Leck Technology Pte Ltd Director and Shareholder at AgileScale Partners Pte Ltd

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 Board, through the NC, has used its best effort to ensure that Directors appointed to the Board and the Board Committees, individually or collectively, possess the background, experience, knowledge in business, competencies in finance and management skills that are appropriate for the Group's business. It has also ensured that each Director, with his/her particular skillset, brings to the Board an independent and objective perspective, enabling sound, balanced and well-considered decisions to be made.

The NC has adopted a process for assessing the performance of the Board as a whole. The performance evaluation includes qualitative and quantitative factors, including optimum board structure, conduct of meetings, corporate strategy and planning, risk management and internal controls, degree of compliance with the Code, transparency in terms of disclosures and communication with shareholders.

The NC undertakes the Board evaluation exercise on an annual basis. All Directors are requested to complete a Board assessment checklist designed to seek their views on the various performance criteria set by the Board, and to assess the overall performance and effectiveness of the Board. The checklists are completed and submitted to the Company Secretary for collation and the consolidated responses are presented to the NC for review and discussion before making any recommendation to the Board. The performance criteria do not change from year to year unless changes are necessary. The key objective of the evaluation is to obtain constructive feedback from each Director on board procedures and processes, including which should be made to enhance the effectiveness of the Board as a whole.

The NC has decided unanimously that the Directors would not be evaluated individually, as each Director has contributed in different aspects to the success of the Group. Therefore, it would be more appropriate to assess the Board as a whole. Following its review, the NC is of the view that for FY2025, the Board and Board Committees operated effectively, and each Director has contributed adequately to the overall effectiveness and objectives of the Board.

For FY2025, the Board has not engaged any external facilitator in conducting the assessment of the Board's performance.

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

On 30 September 2024 and 31 December 2024, members of the RC, Ms. Toh Shih Hua and Mr. Ernest Yogarajah s/o Balasubramaniam resigned as independent and non-executive non-independent directors of the Company respectively. Mr. Hew Koon Chan and Ms. Lok Pei San were appointed as independent directors on 18 November 2024 and 1 April 2025 respectively.

As at the date of this Annual Report, the Remuneration Committee ("RC") comprises the three Independent and Non-Executive Directors as follows. The chairman of the RC is an Independent and Non-Executive Director.

Ms. Lok Pei San (Lu Peishan)	(Chairman)
Mr. Tan Poh Chye Allan	(Member)
Mr. Hew Koon Chan	(Member)

The RC has adopted written terms of reference defining its membership, administration and duties. Some of the key duties and responsibilities of the RC include:

- reviewing and recommending to the Board for endorsement, a framework of remuneration for the Board and key management personnel of the Group. The framework covers all aspects of remuneration, including but not limited to Director's fees, salaries, allowances, bonuses, share options, share-based incentives and awards, and other benefits-in-kind, with a goal to motivate, recruit and retain employees through competitive compensation and progressive policies;

- administering the performance share plan and any other share option scheme established from time to time, in accordance with the rules of such share plan or share option scheme; and

- performing such other duties or functions as may be delegated by the Board or required by regulatory authorities.

The Group's remuneration policy is to provide compensation packages designed to attract, retain and motivate Directors and Management required to run the Group successfully.

For FY2025, the RC reviewed and recommended to the Board directors' fee for the financial year ended 31 March 2025, the amount of which is set out in the Notice of AGM.

The RC considers all aspects of remuneration (including directors' fees, salaries, allowances, bonuses, benefits in kind and termination payments) and aims to be fair in its recommendation. The RC also reviews the Company's obligations arising from the termination of any service contract with executive directors and key management personnel, to ensure that all contracts of service entered into by the Company contain fair and reasonable termination clauses.

The RC has full authority to engage external professionals to provide advice on matters relating to remuneration as and when necessary. The expense of such services will be borne by the Company. For FY2025, no external professional was engaged.

Each RC member abstains from voting on any resolution or making any recommendation or participating in any deliberation of the RC relating to matters in which he/she is interested in.

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.

As part of its review, the RC will cover all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, shares and benefits-in-kind. The RC will ensure that the Executive Director and CEO and other key management personnel are adequately but not excessively remunerated when compared to industry benchmarks and other comparable companies. The RC also ensures that the Independent and Non-Executive Directors are not overly compensated to the extent that their independence may be compromised.

The remuneration framework of the Executive Director and CEO and other key management personnel comprises a fixed and variable component. In developing the framework, the RC took into consideration factors such as the Company's performance, the macro-economic outlook, market practices, the individual's duties and responsibilities and contribution to the Company. The fixed component is paid in the form of a base salary. The variable component is paid in the form of a bonus which is linked to Company's and individual's performance. This is structured to achieve sustainable performance and create value in the short, medium and long terms, with the interests of shareholders and key stakeholder groups in mind, linking individual rewards to the Group's overall performance.

The Company has no share-based compensation scheme or any long-term share scheme in place. Notwithstanding this, the Company will consider the establishment of long term incentive schemes, as and when appropriate, in compliance with the Listing Rules and applicable law.

The RC has adopted a framework to remunerate the Independent and Non-Executive Directors based on their level of contribution to the Board, the effort and time spent, and specific responsibilities assigned. The remuneration packages of the Independent and Non-Executive Directors comprise payment of a basic director fee and an additional fee for appointment to Board Committees. While the remuneration framework is not subject to shareholders' approval, directors' fees for Independent and Non-Executive Directors are subject to the approval of shareholders at the AGM. No Director or key management personnel is involved in deciding his/her own remuneration.

The Executive Director and CEO has a service agreement with the Company. There are no excessively long or onerous termination clauses in the service agreement nor are there any provisions for compensation in the event of termination by the Company. The term of employment of the Executive Director and CEO is not fixed and continues until terminated by either party in accordance with its terms. In this respect, either party may terminate the service agreement by giving to the other not less than six months' notice in writing. The remuneration structure for the Executive Director and CEO comprises a basic salary component and an annual incentive bonus which is pegged to the Group's financial performance.

The Group does not employ contractual provisions in its service agreements of any executive director or key management personnel which allow it to reclaim incentive components of remuneration paid. The Executive Director and CEO and other key management personnel owe a fiduciary duty to the Company, and the Company is of the view that remedies accorded in law against a breach of fiduciary obligations are adequate against the Executive Director and CEO and other key management personnel.

No Director is involved in any discussion or approval of his own remuneration, terms and conditions of service, and review of his performance.

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.

In compliance with the Listing Rules and the Code, the breakdown of the remuneration of the Directors for FY2025 is as follows:

Name	Salary $'000	Performance Related Bonus $'000	Fees $'000	Allowance and other benefits $'000	Total $'000
$500,000 to $750,000					
Benedict Chen Onn Meng	496	–	–	10	506
Below $250,000					
Ernest Yogarajah s/o Balasubramaniam	–	–	41	–	41
Toh Shih Hua [1]	–	–	25	–	25
Tan Poh Chye Allan	–	–	45	–	45
Hew Koon Chan [2]	–	–	15	–	15

(1) Pro-rated to the date of her cessation.
(2) Pro-rated from the date of his appointment.

In compliance with the Listing Rules and the Code, the breakdown of the remuneration of the Company's key management personnel (who are not Directors) for FY2025 is as follows:

Name	Salary $'000	Performance Related Bonus $'000	Fees $'000	Allowance and other benefits $'000	Total $'000
Below $250,000					
Sia Huai Peng	130	–	–	14	144

Save as disclosed above, there is no other key management personnel.

There is no employee who is a substantial shareholder or an immediate family member of a Director, the CEO or a substantial shareholder, and whose remuneration exceeds S$100,000 for FY2025.

The Board is of the opinion that the information disclosed above is sufficient for shareholders to have an adequate appreciation of the Group's compensation policies and practices and, therefore, does not intend to issue a separate remuneration report, the contents of which would be largely similar.

C. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

The Board is responsible for the governance of risks and overall internal control framework of the Group. It ensures that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets, and that Management determines on an on-going basis the nature and extent of significant risks which the Company is willing to take in achieving the Group's strategic objectives.

Management is responsible for and accountable to the Board for the design, implementation and monitoring of the Group's risk management and internal control systems.

The Board notes that the system of internal controls that is in place is designed to manage rather than eliminate all risks, and to this end, can only provide reasonable but not absolute assurance against fraud, material misstatement or loss. Nonetheless, the Board acknowledges that it is responsible for reviewing the adequacy and effectiveness of the Group's internal controls (which includes financial, operational, compliance and information technology ("IT") controls) and risk management systems. As the Board as a whole is responsible for the overall internal control framework of the Group, it does not have a separate risk management committee.

Management regularly reviews the key risks identified, considers the relevance of the risks, identifies new risks and assesses whether additional internal controls are required to mitigate such new or existing risks. Management also reviews all significant policies and procedures and notifies the AC of any significant risk that has materialised. After the AC has discussed and reviewed significant risks notified by Management, a full report of what occurred and how the risks materialised will be given to the Board for its review. Thereafter, the internal auditor or a special auditor may be engaged to review and investigate the occurrence of the risks and recommend any additional or enhanced internal controls that may be required.

For each financial year end, the AC will undertake a review of the effectiveness of the Group's risk management policies and procedures and internal controls framework in place to determine and address material risks, including financial, operational, compliance and IT risks. One of the key objectives of the Group's risk management policies and procedures and internal controls framework is to ensure that should new risks arise, or should a failure of any system occur, there are within the framework alternative procedures to ensure that the Group's business and operations are not materially affected. Any new risks that have arisen or any failure of system that has occurred will be looked into thoroughly and its process and procedures will either be strengthened or supplemented, after due consultation with a professional advisor knowledgeable in the relevant area.

The AC also reviews the audit plans and the findings of the external and internal auditors and will ensure that Management follows up on risks highlighted and any recommendations made in the audit processes.

For FY2025, the Board has received:

- assurance from the CEO and the Acting Group Financial Controller that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

- assurance from the CEO and the Acting Group Financial Controller that the Group's risk management and internal control systems in place were adequate and effective to address the financial, operational, compliance and information technology risks in the current scope of the Group's business operations.

Based on the internal controls framework in place and the policies and procedures established and maintained by the Group, works performed by the external and internal auditors and reviews performed by Management, the Board, with the concurrence of the AC, is of the opinion that the risk management and internal control systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 March 2025.

Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises the following three non-executive directors with financial and legal background, all of whom, are independent.

Mr. Hew Koon Chan	(Chairman)
Mr. Tan Poh Chye Allan	(Member)
Ms. Lok Pei San (Lu Peishan)	(Member)

In accordance with the Code, the AC is made up of entirely independent and non-executive directors. No member of the AC is a former partner or director of the Company's external or internal auditors.

The AC has adopted written terms of reference defining its membership, administration and duties. Some of the key duties and responsibilities of the AC include:

- review significant financial reporting issues and judgments to ensure integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems (such review can be carried out internally or with the assistance of any competent third parties);
- review the assurance from the Chief Executive Officer and the Acting Group Financial Controller on the financial records and financial statements;
- review the adequacy and effectiveness of internal controls and risk management systems;
- make recommendations to the Board on (i) the appointment, re-appointment, resignation and removal of the external auditors, and (ii) the remuneration and terms of engagement of the external auditors;
- review the adequacy, effectiveness, independence, scope and results of the external auditors and the Company's internal audit function;
- review the policy and arrangements by which staff of the Company or of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or any other matters and conduct an independent investigation of such matters for appropriate follow-up action pursuant to the Company's whistle-blowing policy; and
- Any other functions that are requested by the Board, as may be required by statute or the Listing Manual.

The AC meets at least twice a year to review the announcements of the Company's half-year and full-year financial results before they are approved by the Board for release to the Singapore Exchange Securities Trading Limited ("SGX").

The Board considers Mr. Hew Koon Chan, who has accounting and financial management knowledge and experience, well-qualified to chair the AC. The other members of the AC bring with them wide experience in legal and business management and are or have been members of the audit committees of other listed companies. The Board is, therefore, of the view that the members of the AC are appropriately qualified in that they have sufficient accounting or related expertise and experience to discharge the duties and responsibilities of the AC.

As a sub-committee of the Board of Directors, the AC assists the Board in safeguarding the Group's assets, overseeing the maintenance of accounting records, and the development and maintenance of an effective framework of internal controls. The AC also reviews and supervises the adequacy, effectiveness, independence, scope and results of the internal audit function of the Group.

The internal audit function of the Group is outsourced to Baker Tilly TFW LLP, a certified public accounting firm which is a corporate member of the Institute of Internal Auditors Singapore. For FY2025, the AC has reviewed and is satisfied that the internal audit function is independent, effective and adequately resourced, and has good standing with the Group. The AC is also satisfied that the internal auditors is staffed with qualified and experienced personnel.

In performing its functions, the AC has explicit authority to investigate any matter within its terms of reference, has full access to Management and reasonable resources to enable it to discharge its functions properly.

Apart from the duties listed above, the AC may commission 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.

In discharging the above duties, the AC confirms that it has access to and receives co-operation from Management and has also been given reasonable resources to enable it to perform its functions properly.

The AC meets with the internal auditors and the external auditors at least once a year, without the presence of Management to have free and unfiltered discussion, information and feedback.

The AC undertook a review of the independence and objectivity of the external auditors, Forvis Mazars LLP ("external auditors"), through discussions with them, as well as reviewing the non-audit services provided and the fees paid to them. The aggregate amount of audit fees payable to the external auditors for FY2025 is amounting to S$185,000. No non-audit fees were paid to the external auditors in respect of FY2025.

The AC has reviewed the adequacy of the resources, experience of the external audit team and the audit engagement partner assigned to the audit. Based on the review, the AC is of the opinion that the external auditors are independent for the purpose of the Group's statutory audit. The AC is aware that certain non-audit services are not allowed to be performed by external auditors unless they meet stringent conditions set out in the Code of Professional Conduct and Ethics (Ethics Code) issued by the Accounting and Corporate Regulatory Authority (ACRA). Under the Ethics Code, the external auditors have to disclose to the AC that the total fees received for services other than for audit by the external audit firm or its network firm is 50% or more and discuss the safeguards the external auditors will apply to reduce the threat to an acceptable level.

In ensuring the independence of its external auditors, the AC identifies and keeps track of non-audit services that the external auditors have been, or are proposed to be, engaged to perform for the Group and to this end, the AC has instructed Management to seek the specific approval of the AC and the Board for any non-audit services performed or proposed to be performed by the external auditors that exceed more than 20% of the total fees paid or to be provided to its external auditors, notwithstanding that under the Ethics Code, the threshold applicable to the external auditors firm for disclosure is 50% or more of the total fees paid or payable to the external auditors. For the year under review, as said above, no non-audit fees were paid to the external auditors in respect of FY2025.

For the financial year ended 31 March 2025, the Group has complied with Rules 712, 715 and 716 of the SGX-ST Listing Manual issued by the Singapore Exchange Securities Trading Limited in relation to its auditors.

The Company has put in place a whistle-blowing policy and has implemented procedures and arrangements whereby staff may, in confidence, raise concerns about possible corporate improprieties to the Independent Directors.

A dedicated email address has been given to all employees to allow whistle-blowers to contact the Independent Directors directly. All complaints or concerns raised will be dealt with, including anonymous complaints. The policy ensures independent investigation of issues/concerns raised and appropriate and timely follow-up action and provides assurance that the identity of whistle blower is kept confidential and the whistle blower will be protected from reprisal or victimisation for whistle blowing in good faith and without malice, within the limits of the law. If necessary, the Independent Directors will launch an investigation into the complaint received. Details of the whistle-blowing policy and arrangements have been made available to all employees.

During FY2025, there were no complaints, concerns or issues received. The AC is responsible for the oversight and monitoring of whistleblowing and reports to the Board on such matters.

The AC is also kept up-to-date by Management, the external and internal auditors on changes and updates to accounting standards, and other issues which could have a direct impact on the financial statements of the Group.

CORPORATE GOVERNANCE REPORT

A summary of the AC's activities during FY2025 is shown below:

- Reviewed the Group's financial performance, internal and external audit reports.
- Reviewed with the Management and the external auditors, the half-yearly and full-year financial results of the Group before submitting them to the Board for its approval and announcement of the financial results.
- Conducted an annual review of the volume of non-audit services provided by the external auditors to ensure that the nature and extent of such services will not prejudice the independence and objectivity of the auditors before recommending their re-nomination to the Board. No non-audit fees were paid to the external auditors in respect of FY2025.
- Reviewed the adequacy of the resources, experience of the external auditors and of the audit engagement partner assigned to the audit. The AC is satisfied that the external auditors are able to meet their audit obligations.
- The AC met with the external auditors and internal auditor, without the presence of Management.
- The external auditors updated the AC on changes and updates to the accounting standards, and other issues which might have a direct impact on the financial statements of the Group.
- Reviewed findings from the external auditors, management's response to their recommendations, and follow-up remedial actions.
- Evaluated and recommended the change of auditor to Foo Kon Tan LLP for the financial year ending 31 March 2026.
- Reviewed the material uncertainty related to going concern ("MURGC") and the cashflow projection based on confirmed order book for the next 16 months up to 31 July 2026 including sensitivity analysis.
- Reviewed the fairness of the terms and valuation accorded to the disposal of ShanXi Weineng, the Group's subsidiary in the Peoples' Republic of China which operated a power generating plant utilising coal mine methane as its feed source.
- Reviewed the independent financial advisor's report regarding the mandatory takeover bid for all shares of the Company not held or agreed to be held by its Executive Director and Controlling Shareholder Mr. Benedict Chen Onn Meng.
- The AC reviewed and discussed with the external auditors and management the following key audit matters for the audit of the 2025 Consolidated Financial Statements:

Key Audit Matters	Assessment by the AC
Impairment of investment in subsidiaries	The AC was satisfied that sufficient analysis has been performed in this area to conclude that there was no impairment in respect of the investment amount in subsidiaries. The assessment was also an area of focus for the external auditors as detailed in the Auditors' Report.
Recoverability of trade and other receivables and contract assets	The external auditors' key audit matters included the recoverability of trade and other receivables and contract assets. The AC has reviewed the evidence of receipts subsequent to the financial year ended 31 March 2025, long overdue receivables and debtors' specific profile and risks and make allowances for expected credit loss ("ECL").

D. SHAREHOLDER RIGHTS AND RESPONSIBILITIES

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.

The Company's corporate governance practices promote fair and equitable treatment of all shareholders. To facilitate shareholders' ownership rights, the Company ensures that all material information is disclosed on a comprehensive and timely basis via SGXNET, especially information pertaining to the Group's business development and financial performance which could have a material impact on the share price of the Company, to enable shareholders to make informed decisions in respect of their investments in the Company.

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements, press releases, reports/circulars via SGXNET and the Company's website. They are given the opportunity to participate effectively and vote at general meetings of the Company, where relevant rules and procedures governing the meetings are clearly communicated.

The Constitution of the Company allows each shareholder to appoint up to two proxies to attend general meetings. Under the Companies Act 1967, Singapore, a member who is defined as a "relevant intermediary" may appoint more than two proxies to attend and participate in general meetings. Relevant intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

All shareholders of the Company receive the annual report of the Company and notice of AGM within the mandatory period. The notice is also published in the local newspaper and made available on the SGXNET and the Company's website.

Participation of shareholders is encouraged at the Company's general meetings. Resolutions tabled at general meetings are on each substantially separate issue. Each item of special business included in the notice of meeting will be accompanied by the relevant explanatory note. This is to enable the shareholders to understand the nature and effect of the proposed resolution.

To facilitate voting by shareholders, the Company's Constitution allows shareholders to appoint up to two proxies to attend and vote at the same general meeting. The Board of Directors (including the Chairman of the respective Board committees), Management, as well as the external auditors will attend the Company's Annual General Meeting to address any questions that shareholders may have. The attendance of the Directors at the last AGM is set out under Principle 1 of this report.

The Company has not adopted voting in absentia at general meeting as the costs and procedures needed to ensure integrity of information and authentication of the identify of shareholders through the web are high when compared to the benefit of having the alternative of voting in absentia.

The Company will be holding its AGM as a physical-only meeting and shareholders are encouraged to attend to engage with the Board and be updated on the Company's strategies and goals. Shareholders may submit their written questions to the Company within 7 calendar days after the publication of the notice of the AGM. The Company will respond to the written questions no later than 48 hours prior to the closing date and time for the lodgement of the proxy forms by way of an announcement and publish in the Company's corporate website, if available.

All shareholders are entitled to participate in and vote at the general meetings. If any shareholder is unable to attend, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the general meeting through a proxy form sent in advance.

The minutes of all general meetings are posted on the Company's corporate website as soon as practicable. The minutes include comments and questions received from shareholders, together with responses from the Board and the Management. The Company will publish the minutes of the AGM on its corporate website and the SGXNET within one month from the conclusion of the AGM.

The Company does not have a fixed dividend policy at present. The frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, projected capital requirements for business growth and other factors as the Board may deem appropriate. In view of the challenging environment, the Board had not recommended dividend for FY2025 as the Board considered it prudent to reserve funds for working capital purposes.

Engagement with Shareholders

Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

The Company is committed to provide timely disclosure of material information to shareholders and does so through the Annual Report, press releases, results announcements and other SGXNET announcements on developments within the Group or in relation to disclosures required by SGX. The Company does not practice selective disclosure as all materials and price-sensitive information are released through SGXNET in a timely manner.

Shareholders are kept informed of developments and performance of the Group through announcements published via SGXNET and the press when necessary as well as in the annual report. Other announcements are also made on an ad-hoc basis where applicable as soon as possible to ensure timely dissemination of the information to shareholders.

Shareholders are encouraged to attend and raise questions to the directors at the Company's general meetings. At these meetings, shareholders are given the opportunity to express their views and raise issues either formally or informally. These meetings provide opportunities for the Board to engage with shareholders and solicit their feedback.

The Company's website at http://www.vibropower.com is also another channel to solicit and understand the views of the shareholders.

Engagement with Stakeholders

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

The Board considers working alongside with the Company's valued shareholders and other stakeholders an important aspect of its overall business strategy. Addressing material issues shareholders and other stakeholders are concerned with, developing and meeting objectives set out in its sustainability strategy are key to the Group becoming a net zero carbon, resilient, resource-efficient, socially responsible and high governance business.

The Company considers its shareholders, employees, customers, suppliers and communities affected by its Singapore and overseas offices and operations as its key stakeholder groups that would benefit from its sustainability strategy, continued growth and development.

A more detailed elaboration on the Company's sustainability strategy and key areas of focus in relation to the management of stakeholder relationship is set out in the Sustainability Report 2025 which will be published separately from the annual report.

The Company will make available all media releases, financial results, annual reports, SGXNET announcements and other corporate information relating to the Group in the "Investor Relations" section of its corporate website http://www.vibropower.com.

INTERNAL CODE ON DEALING IN SECURITIES

In line with the rules of the SGX-ST Listing Manual, the Company has adopted a policy on share dealings by its Directors and key officers, setting out the implications of insider trading and providing guidance to employees on dealing in the Company's shares. The key guidelines are:

- Directors and key officers are prohibited from trading in the Company's securities during the period commencing one month ("prohibition period") before the announcement of the Company's half year and full year financial statements and the prohibition ends on the day of the results announcement. In future, if the Company announces quarterly financial statements, the prohibition period will commence two weeks before the announcement of the Company's financial statements for each of the first three quarters; and one month before the announcement of the Company's full year financial statement and prohibition period shall end on the day of the results announcement.

- Directors and key officers should not deal in the Company's securities on short-term consideration.

- Directors and key officers of the Company are also required to adhere to the provisions of the Securities and Futures Act 2001, Companies Act 1967 and any other relevant laws, rules and regulations with regard to their securities transactions. To enable the Company to monitor such share transactions, Directors and key officers are required to report to the Company whenever they deal in the Company's securities.

The Company has complied with Rule 1207(19) of the SGX-ST Listing Manual in relation to dealings in the Company's securities by the Directors and officers of the Group.

INTERESTED PERSON TRANSACTIONS

The AC reviewed the Group's IPTs for FY2025 to ensure that the transactions were carried out on normal commercial terms and are not prejudicial to the interests of the Company or its non-controlling shareholders. On a half-yearly basis, Management reports to the AC, the IPTs in accordance with the IPT Mandate. Management also informed the AC that the internal control procedures for determining the transaction prices of IPTs have not changed since the date of the last AGM, at which the IPT Mandate was last renewed. The AC is satisfied that the internal controls in respect of the identification, evaluation, review, approval and reporting of IPTs are effective.

The aggregate value of transactions entered into by the Group with interested persons as defined in the SGX-ST Listing Manual for FY2025 are as follow:

		Aggregate value of IPTs during FY2025 (Excluding transactions less than S$100,000)[Note 3]	
Name of interested person and nature of transactions	**Nature of relationship**	**Conducted under shareholders' mandate pursuant of Rule 920 of the Listing Manual of the SGX-ST S$'000**	**Not conducted under shareholders' mandate pursuant of Rule 920 of the Listing Manual of the SGX-ST S$'000**
Mason Industries Pte Ltd	Note 1	1,550	240
Vibro Holdings Pte Ltd	Note 2	191	–

Note 1. 95.5% of the issued and paid-up share capital of Mason Industries Pte Ltd is held by Mr. Chen Siew Meng, who is the brother of Mr. Benedict Chen Onn Meng, a Director and Controlling Shareholder of the Company.

Note 2. 100% of the issued and paid-up share capital of Vibro Holdings is held by Mr. Chen Siew Meng, who is the brother of Mr. Benedict Chen Onn Meng, a Director and Controlling Shareholder of the Company.

Note 3. Mr. Tan provided professional services to the Company for which he and his law firm received a total sum of S$81,000.

Save as disclosed above, pursuant to Rule 1207(8) of the Listing Manual of the SGX-ST, there was no material contract involving the interests of any director or controlling shareholder entered into by the Company or any of its subsidiaries, either still subsisting at the end of the financial year or if not then subsisting, which was entered into since the end of the previous financial year.

The Company is seeking a renewal of the Shareholders' Mandate for Interested Person Transactions at the forthcoming EGM to be held after the conclusion of the forthcoming AGM.

UTILISATION OF PROCEEDS FROM EXERCISE OF WARRANTS

As at the date of this Annual Report, the proceeds from the Warrants of S$1,000,000 has been fully utilised during FY2023 in accordance with the intended use of the Net Proceeds as stated in the Rights Issue Announcement and Offer Information Statement.

As at 16 January 2025, a total of 7,705,598 warrants had expired.

ADDITIONAL INFORMATION ON DIRECTOR NOMINATED FOR RE-ELECTION

Pursuant to Rule 720(6) of the SGX-ST Listing Manual, the information as set out in Appendix 7.4.1 to the SGX-ST Listing Manual relating to Mr. Benedict Chen Onn Meng ("Mr. Chen") and Ms. Lok Pei San (Lu Peishan) ("Ms. Lok"), being the Directors who are retiring at the forthcoming AGM, is set out below:

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
Date of Appointment	23 May 2000	1 April 2025
Date of last re-appointment (if applicable)	28 July 2022	Not applicable
Age	65	46
Country of principal Residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The NC has recommended and the Board has agreed for Mr. Chen to retire and seek re-election at the forthcoming AGM.	The NC has recommended and the Board has agreed for Ms. Lok to retire and seek re-election at the forthcoming AGM
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Executive Officer	Non-Executive Independent Director, Chairman of RC, Member of the AC and Member of the NC
Professional Qualifications	Diploma in Mechanical Engineering	Accredited Director by Singapore Institute of Directors Bachelor of Accountancy Nanyang Technological University of Singapore Member of Singapore Institute of Directors Chartered Accountant of Singapore, Institute of Singapore Chartered Accountants

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
Working experience and occupation(s) during the past 10 years	Founder and Director of the VibroPower Group	Financial Controller at Goodpack Limited Chief Financial Officer at Goodpack Limited Chief Financial Officer at Dnata Singapore Pte Ltd Corporate Controller at Zuellig Pharma Holdings Pte Ltd Chief Financial Officer at Bromat Holdings Ltd
Shareholding interest in the listed issuer and its subsidiaries	No	No
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	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships • Past (for the last 5 years) • Present	Past (for the last 5 years) • Nil Present • GMTM Holdings Pte Ltd • Scott & English Pte Ltd • SG Greenovation Lab Pte Ltd • VibroPower Pte Ltd • VibroPower Sales and Services (S) Pte Ltd • VibroPower Corporation Limited	Past (for the last 5 years) • Financial Controller at Goodpack Limited • Chief Financial Officer at Goodpack Limited • Chief Financial Officer at Dnata Singapore Pte Ltd • Corporate Controller at Zuellig Pharma Holdings Pte Ltd Present • Chief Financial Officer at Bromat Holdings Ltd • Director and Shareholder at Ngai Leck Technology Private Limited • Director and Shareholder at AgileScale Partners Pte Ltd

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
(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/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she 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/she 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
(c) Whether there is any unsatisfied judgment against him/her?	No	No
(d) Whether he/she 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/she is aware) for such purpose?	No	No
(e) Whether he/she 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/she is aware) for such breach?	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
(f) Whether at any time during the last 10 years, judgment has been entered against him/her 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/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he/she 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
(h) Whether he/she 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
(i) Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No	No

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
(j) Whether he/she has ever, to his/her 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 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 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 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/she was so concerned with the entity or business trust?	No	No
(k) Whether he/she 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

Name of Director	Benedict Chen Onn Meng	Lok Pei San (Lu Peishan)
Any prior experience as a director of a listed Company? *If **yes**, please provide details of prior experience.* *If **no**, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).*	Yes. Mr. Benedict Chen Onn Meng is currently the Executive Director of VibroPower Corporation Limited	No Yes, the Company will arrange for Ms Lok to attend the relevant training on the roles and responsibilities of a director of a listed issuer in Singapore as prescribed by the Exchange within one year from the date of her appointment to the Board.

DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited financial statements of VibroPower Corporation Limited (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31 March 2025 and the statement of financial position and statement of changes in equity of the Company as at 31 March 2025.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

(a) the financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 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, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due with reasons as explained in Note 2.1 of the financial statements.

2. DIRECTORS

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

Executive director
Benedict Chen Onn Meng

Independent non-executive directors
Tan Poh Chye Allan
Hew Koon Chan (Appointed on 18 November 2024)
Lok Pei San (Lu Peishan) (Appointed on 1 April 2025)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects were, or one of the objects was, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraphs 4 and 5 below.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interest in the shares and debentures of the Company and related corporations (other than wholly-owned subsidiaries) as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act"), except as disclosed below:

	Direct interest		Deemed interest	
Name of the director and company in which interests are held	**At beginning of the financial year**	**At end of the financial year**	**At beginning of the financial year**	**At end of the financial year**
The Company				
(Ordinary shares)				
Benedict Chen Onn Meng	12,000,180	35,747,569	175,200	175,200
(Warrants)				
Benedict Chen Onn Meng	4,000,060	–	–	–

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

The deemed interest of Benedict Chen Onn Meng arises from shares held through his Central Provident Fund ("CPF") investment account (UOB Kay Hian Pte. Ltd.) of 175,200 ordinary shares (2024: 175,200 ordinary shares).

By virtue of Section 7 of the Act, Benedict Chen Onn Meng is deemed to have an interest in all wholly owned subsidiaries of the Company.

The directors' interests in the shares and options of the Company on 21 April 2025 were the same as at 31 March 2025.

5. SHARE OPTIONS

There were no share options granted by the Company or its subsidiaries during the financial year.

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

There were no unissued shares under option in the Company or its subsidiaries as at the end of the financial year.

6. AUDIT COMMITTEE

The Audit Committee of the Company comprises non-executive directors and at the date of this statement, they are:

Hew Koon Chan (Chairman)
Tan Poh Chye Allan
Lok Pei San (Lu Peishan)

The Audit Committee has convened five meetings during the year with key management and the internal and external auditors of the Company.

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

(i) reviewed the audit plan and results of the external audit, the independence and objectivity of the external auditors, including, where applicable, the review of the nature and extent of non-audit services provided by the external auditors to the Group;

(ii) reviewed the audit plans of the internal auditors of the Group and their evaluation of the adequacy of the Group's system of internal accounting controls;

(iii) reviewed the Group's annual financial statements and the external auditors' report on the annual financial statements of the Group and of the Company before their submission to the board of directors;

(iv) reviewed the half-yearly and annual announcements as well as the related press releases on the results of the Group and financial position of the Group and of the Company;

(v) reviewed and assessed the adequacy of the Group's risk management processes;

(vi) reviewed and checked the Group's compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;

(vii) reviewed interested person transactions in accordance with SGX listing rules;

6. AUDIT COMMITTEE (CONTINUED)

(viii) reviewed the nomination of external auditors and gave approval of their compensation; and

(ix) submitted of report of actions and minutes of the audit committee to the board of directors with any recommendations as the audit committee deems appropriate.

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

On behalf of the Board of Directors

Benedict Chen Onn Meng
Director

Hew Koon Chan
Director

Singapore
11 July 2025

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VIBROPOWER CORPORATION LIMITED

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of VibroPower Corporation Limited (the "Company") and its subsidiaries (the "Group") which comprise the statements of financial position of the Group and of the Company as at 31 March 2025, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of material accounting policy information from pages 42 to 108.

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

Material Uncertainty related to Going Concern

We draw your attention to Note 2.1 in the financial statements, which indicates that the Group incurred a net loss from continuing operations of $4,492,000 and recorded a net operating cash outflows of $910,000 for the financial year ended 31 March 2025. The Company's current liabilities exceeded its current assets by $778,000 and incurred a net loss of $856,000 for the financial year ended 31 March 2025 and, as of that date, the Company's cash and cash equivalents amounted to $30,000. These events and conditions, along with other matters as set forth in Note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 financial 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.

Impairment of investment in subsidiaries
(Note 3.2, Note 14 to the financial statements)

Key Audit Matter

As at 31 March 2025, the carrying amount of the Company's investment in subsidiaries was $11,137,000 (31 March 2024: $11,137,000), which constituted a significant balance in the statement of financial position of the Company. This represented approximately 84% (31 March 2024: 84%) of the carrying amount of the Company's total assets.

In accordance with SFRS(I) 1-36 *Impairment of Assets*, an entity assesses at the end of each reporting period whether there is any indication that the assets may be impaired. Where such indication exists, the entity shall estimate the recoverable amount of the investment in subsidiaries.

The recoverable amounts of the investment in subsidiaries have been determined based on the higher of value in use calculations or fair value less cost to disposal. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the subsidiaries and a suitable discount rate in order to calculate present value.

The determination of impairment of investment in subsidiaries involves significant judgement, which may have significant impact on the financial statements.

Our Audit Response

Our audit procedures included, and were not limited to, the following:

- Obtained an understanding through discussion with management on whether there is any indication of impairment on its investment in subsidiaries;
- Enquired management's view on the future plans for each subsidiary, as well as reviewed and challenged management's basis and assumptions in deriving at the discounted cash flows for subsidiaries with indicators of impairment, with the assistance of internal valuation expert;
- Assessed the adequacy of impairment provided by management on its investments in subsidiaries; and
- Reviewed the completeness and appropriateness of disclosures made in the financial statements.

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (Continued)

Recoverability of trade and other receivables and contract assets
(Note 3.2, Note 16 and Note 18 to the financial statements)

Key Audit Matter	Our Audit Response
As at 31 March 2025, the gross carrying amount of trade and other receivables and contract assets amounted to \$13,178,000 (2024: \$16,274,000), against which an allowance for expected credit losses ("ECL") of \$5,373,000 (2024: \$4,616,000) was made. The trade and other receivables and contract assets represented 47% (2024: 53%) of the Group's total assets, which constituted a significant balance in the statement of financial position of the Group. The collectability from the receivables is a key element of the Group's working capital management, which is managed on an ongoing basis by management. The Group determines impairment of trade and other receivables and contract assets by making debtor-specific assessment of ECL and uses a provision matrix for the remaining group of debtors that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Trade and other receivables and contract assets impairment assessment requires significant management judgement and estimate. As such, we determined this is a key audit matter.	Our audit procedures included, and were not limited to, the following: • Assessed the Group's processes and key controls relating to the monitoring of trade and other receivables and contract assets and considered ageing to identify collection risks; • Examined evidence of receipts subsequent to the financial year ended 31 March 2025, to assess whether the receivables could be credit impaired; • Discussed with management on the status of long overdue receivables and management's consideration of the debtors' specific profiles and risks; • Evaluated management's assumptions and inputs used in the computation of historical loss rates and assessed the reasonableness of management's assumptions used in establishing the forward-looking adjustments; and • Assessed the adequacy of the Group's disclosure on the trade and other receivables and contract assets and the related risks such as credit risk and liquidity risk in the financial statements.

Other Information

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

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

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

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

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS (CONTINUED)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VIBROPOWER CORPORATION LIMITED

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS (CONTINUED)

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditors' report is Ooi Chee Keong.

FORVIS MAZARS LLP
Public Accountants and
Chartered Accountants

Singapore
11 July 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	Note	Group 2025 $'000	Group 2024 $'000
Revenue	4	5,058	13,627
Cost of sales		(4,211)	(11,543)
Gross profit		847	2,084
Other items of income			
Other credits	5	335	1,078
Other income		–	117
Expenses			
Marketing and distribution costs		(15)	(22)
Administrative expenses		(2,827)	(2,711)
(Provision)/Reversal for impairment loss on financial assets and contract assets, net	6	(803)	1,199
Other charges	5	(1,671)	(975)
Finance costs	7	(567)	(597)
Other expenses		–	(111)
Share of results of an associate	15	134	42
(Loss)/Profit before income tax from continuing operations	9	(4,567)	104
Income tax credit	10	75	–
(Loss)/Profit for the year from continuing operations		(4,492)	104
Profit for the year from discontinued operation	14	637	68
(Loss)/Profit for the year		(3,855)	172
Other comprehensive income/(loss)			
Component of other comprehensive income/(loss) that will be reclassified to profit or loss, net of taxation			
Reclassification of cumulative exchange differences to profit or loss upon disposal of a subsidiary		908	–
Foreign currency translation		235	(585)
Total other comprehensive loss, net of taxation		1,143	(585)
Total comprehensive loss for the year		(2,712)	(413)

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

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	Note	Group 2025 $'000	Group 2024 $'000
(Loss)/Profit for the year attributable to:			
Continuing operations, net of taxation			
– Owners of the Company		(4,488)	114
– Non-controlling interests		(4)	(10)
		(4,492)	104
Discontinued operation, net of taxation			
– Owners of the Company		637	68
		(3,855)	172
Total comprehensive loss for the year attributable to:			
Owners of the Company		(2,782)	(300)
Non-controlling interests		70	(113)
		(2,712)	(413)
(Loss)/Earnings per share attributable to owners of the Company (cents)			
Basic and diluted (loss)/earnings per share from continuing operations		(6.09)	0.15
Basic and diluted earnings per share from discontinued operation		0.86	0.10
Total basic and diluted (loss)/earnings per share	11	(5.23)	0.25

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2025

	Note	Group		Company	
		2025 $'000	2024 $'000	2025 $'000	2024 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	1,151	4,840	–	–
Investment property	13	2,850	2,697	–	–
Investment in subsidiaries	14	–	–	11,137	11,137
Investment in associates	15	616	505	–	–
Right-of-use assets	24	355	585	–	–
Other receivable	18	803	–	–	–
Total non-current assets		5,775	8,627	11,137	11,137
Current assets					
Contract assets	16	924	2,314	–	–
Cash and cash equivalents	17	2,221	385	30	33
Trade and other receivables	18	6,078	9,344	2,093	2,100
Other assets	19	713	447	20	22
Inventories	20	773	969	–	–
Total current assets		10,709	13,459	2,143	2,155
Total assets		16,484	22,086	13,280	13,292
EQUITY AND LIABILITIES					
Equity					
Share capital	25	19,084	19,084	19,084	19,084
Treasury shares	25	(388)	(388)	(388)	(388)
Accumulated losses		(14,335)	(10,484)	(9,986)	(9,130)
Reserves	26	(328)	(1,397)	–	–
Equity attributable to owners of the Company		4,033	6,815	8,710	9,566
Non-controlling interests		1,443	1,373	–	–
Total equity		5,476	8,188	8,710	9,566
Non-current liabilities					
Loans and borrowings	21	2,582	2,666	1,649	1,533
Lease liabilities	24	406	439	–	–
Total non-current liabilities		2,988	3,105	1,649	1,533
Current liabilities					
Income tax payable		44	113	–	–
Contract liabilities	16	1,747	1,105	–	–
Loans and borrowings	21	399	2,201	–	–
Payables and accruals	22	5,786	7,320	2,921	2,193
Provision	23	8	18	–	–
Lease liabilities	24	36	36	–	–
Total current liabilities		8,020	10,793	2,921	2,193
Total liabilities		11,008	13,898	4,570	3,726
Total equity and liabilities		16,484	22,086	13,280	13,292

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

Group	Attributable to owners of the Company						
	Share capital $'000	Treasury shares $'000	Reserves $'000	Accumulated losses $'000	Total $'000	Non-controlling interests $'000	Total $'000
Balance at 1 April 2023	19,084	(388)	(915)	(10,666)	7,115	1,486	8,601
Profit/(Loss) for the year	–	–	–	182	182	(10)	172
Other comprehensive loss:							
Foreign currency translation	–	–	(482)	–	(482)	(103)	(585)
Total other comprehensive loss, net of taxation	–	–	(482)	–	(482)	(103)	(585)
Total comprehensive (loss)/ income for the year	–	–	(482)	182	(300)	(113)	(413)
Balance at 31 March 2024	19,084	(388)	(1,397)	(10,484)	6,815	1,373	8,188
Loss for the year	–	–	–	(3,851)	(3,851)	(4)	(3,855)
Other comprehensive income:							
Reclassification of cumulative exchange differences to profit or loss upon disposal of a subsidiary	–	–	908	–	908	–	908
Foreign currency translation	–	–	161	–	161	74	235
Total other comprehensive income, net of taxation	–	–	1,069	–	1,069	74	1,143
Total comprehensive income/ (loss) for the year	–	–	1,069	(3,851)	(2,782)	70	(2,712)
Balance at 31 March 2025	19,084	(388)	(328)	(14,335)	4,033	1,443	5,476

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

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

Company	Share capital $'000	Treasury shares $'000	Accumulated losses $'000	Total $'000
Balance at 1 April 2023	19,084	(388)	(4,752)	13,944
Loss for the year, representing total comprehensive loss for the financial year	–	–	(4,378)	(4,378)
Balance at 31 March 2024	19,084	(388)	(9,130)	9,566
Loss for the year, representing total comprehensive loss for the financial year	–	–	(856)	(856)
Balance at 31 March 2025	19,084	(388)	(9,986)	8,710

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	Note	Group 2025 $'000	Group 2024 $'000
OPERATING ACTIVITIES			
(Loss)/Profit before income tax from continuing operations		(4,567)	104
Profit before income tax from discontinued operation		563	83
Total (loss)/profit before taxation		(4,004)	187
Adjustments for:			
– Provision for allowance for slow-moving inventories	5	–	30
– Reversal of allowance for slow-moving inventories	5	–	(702)
– (Gain)/Loss on liquidation of subsidiaries	5	(123)	232
– Provision for potential back charges from a customer	5	1,427	–
– Provision for performance bond to a customer	5	–	780
– (Reversal)/Provision for product warranty expense	5	(10)	8
– Written off of trade payables	5	(186)	(332)
– Loss in fair value of derivative financial instrument	5	15	2
– Provision for expected credit losses on contract assets	6	675	–
– Provision for expected credit losses on trade receivables	6	100	124
– Reversal of expected credit losses on trade receivables	6	–	(655)
– Reversal of expected credit losses on other receivables	6	–	(689)
– Written off of trade receivables	6	28	21
– Finance costs	7	567	626
– Depreciation of property, plant and equipment	9	535	441
– Written off of amounts owed by disposed subsidiary, net	14	1,698	–
– Gain on disposal of a subsidiary	14	(2,860)	–
– Depreciation of right-of-use assets	24	57	75
– Currency translation differences		184	(21)
– Share of results of an associate	15	(134)	(42)
Operating cash flows before movements in working capital		(2,031)	85
Changes in working capital:			
– Inventories		195	1,752
– Trade and other receivables		(340)	(1,262)
– Contract assets		715	(426)
– Other assets		(454)	265
– Payables and accruals		609	(338)
– Contract liabilities		643	(724)
Cash used in operations		(663)	(648)
Interest paid		(321)	(560)
Income taxes refund/(paid)		74	(23)
Cash flows used in operating activities		(910)	(1,231)
INVESTING ACTIVITIES			
Proceeds from disposal of a subsidiary, net	14	4,502	–
Purchase of plant and equipment	12	(8)	(94)
Cash flows generated from/(used in) investing activities		4,494	(94)
FINANCING ACTIVITIES			
Proceeds from loans and borrowings		3,216	9,174
Repayment of loans and borrowings		(4,898)	(8,169)
Repayment of lease liabilities		(68)	(67)
Cash flows (used in)/generated from financing activities		(1,750)	938
Net increase/(decrease) in cash and cash equivalents		1,834	(387)
Net effects of exchange rate changes in the balance of cash held in foreign currencies		2	4
Cash and cash equivalents at beginning of the financial year		385	768
Cash and cash equivalents at end of the financial year	17	2,221	385

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

Reconciliation of liabilities arising from financing activities

	At beginning of the financial year	Financing cash (outflows)/ inflows	Operating cash outflows	Non-cash movement					At end of the financial year
				Interest expenses	Acquisition	Deconsolidation upon disposal of a subsidiary	Fair value adjustment	Other	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2025									
Liabilities									
Loans and borrowings	4,867	(1,682)	(321)	422	–	(320)	15	–	2,981
Lease liabilities	475	(68)	–	35	–	–	–	–	442
2024									
Liabilities									
Loans and borrowings	5,304	1,005	(560)	589	–	–	2	(1,473)	4,867
Lease liabilities	492	(67)	–	37	13	–	–	–	475

The 'Other' column includes the effect of offsetting against trade and other receivables.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

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

1. GENERAL

VibroPower Corporation Limited (the "Company") (Registration No. 200004436E) is listed on the Singapore Exchange Securities Trading Limited (the "SGX-ST") and incorporated and domiciled in Singapore with its principal place of business and registered office at 11 Tuas Avenue 16, Singapore 638929.

The principal activities of the Company are those of an investment holding and the provision of management and administrative support to its subsidiaries.

The principal activities of the respective subsidiaries are disclosed in Note 14 to the financial statements.

The financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2025 were authorised for issue by the Board of Directors on the date of the Directors' Statement.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

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

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore Dollar ("SGD" or "$") which is the functional currency of the Company, and all values presented are rounded to the nearest thousand ("$'000), unless otherwise indicated.

Going concern

The Group incurred a net loss from continuing operations of $4,492,000 and recorded a net operating cash outflows of $910,000 for the financial year ended 31 March 2025. The Company's current liabilities exceeded its current assets by $778,000 and incurred a net loss of $856,000 for the financial year ended 31 March 2025 and, as of that date, the Company's cash and cash equivalents amounted to $30,000. On 6 January 2025, the subsidiary of the Group received a statement of claim from a project customer. The claim comprises recovery of overpayments and the cost of undertaking works that the project customer asserts the subsidiary of the Group failed to perform under the terms of a sub-contract, amounting to a total of $1,427,000. These factors indicate the existence of a material uncertainty which may cast significant doubt over the Group's and Company's ability to continue as a going concern.

The directors of the Group and the Company have reasons to believe that the Group and Company will be able to generate cash flows from their operations to meet obligations as and when they fall due. To support the financial statements having been prepared on a going concern basis and to ensure the adequacy of funds required to meet its obligations, working capital and capital commitment needs, the Group has prepared consolidated cash flow forecasts ("Cash Flow Forecast").

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation (Continued)

Going concern (Continued)

In preparing the Cash Flow Forecast, management has taken into consideration that the Group received loans of $500,000 and $2,500,000 from a director on 9 July 2025 and 10 July 2025, respectively, both loans are repayable in July 2026, to finance the Group's working capital purposes. The director has given an undertaking not to recall or demand repayment of any part of the loans due to him until the Group and the Company have the available resources to repay such amounts.

The ability of the Group and the Company to continue as going concern is contingent on (a) the continuing financial support from a director, and (b) the cash flows generated from its operations to meet its current liabilities and ongoing obligations as and when they fall due.

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

Notwithstanding the above, the directors and management are confident that the Cash Flow Forecast is achievable and will allow the Group to fulfil its obligations as and when they arise. Accordingly, the directors have prepared the financial statements on a going concern basis.

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

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

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

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation (Continued)

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

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

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

2.2 Basis of consolidation

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

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

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

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

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

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

Non-controlling interests are identified separately from the Group's equity therein. On an acquisition-by-acquisition basis, non-controlling interests may be initially measured either at fair value or at their proportionate share of the fair value of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Losses in the subsidiary are attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.2 Basis of consolidation (Continued)

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

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

2.3 Revenue recognition

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

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

Sale of goods (power generators)

Revenue is recognised when control over the power generator has been transferred to the customer, either over time or at a point in time, depending on the contractual terms and the practices in the legal jurisdictions.

For sale of power generators whereby the Group has an enforceable right to payment for performance completed to date, revenue is recognised over time, based on the costs incurred to date as a proportion of the estimated total costs to be incurred.

For sale of power generators whereby the Group does not have an enforceable right to payment for performance completed to date, revenue is recognised when the customer obtains control of the asset.

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified performance milestones. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Advance consideration received from customers for sale of power generators not yet provided is recognised as a contract liability.

Sale of goods (electricity supply) *(Discontinued operation)*

Revenue is recognised when the Group has transferred the electricity to its customer on the basis of the number of units of power supplied in accordance with joint meter readings and collectability of the related receivables is reasonably assured.

Rendering of services

Revenue from rendering services is recognised based on the extent of the services rendered.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.3 Revenue recognition (Continued)

Warranty obligations

The Group provides a one-year assurance-type warranty for the sale of goods (power generators). These warranties are accounted for under SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets* ("SFRS(I) 1-37"), refer to Note 23.

2.4 Borrowing costs

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

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

2.5 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, 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.

2.6 Employee leave entitlement

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

2.7 Income tax

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

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

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Income tax (Continued)

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

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

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

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

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

Revenue, expenses and assets are recognised net of the amount of sales tax except:

- when the sales tax that is incurred on purchases is not recoverable from the tax authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of sales tax included.

2.8 Foreign currency transactions and translation

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

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.8 Foreign currency transactions and translation (Continued)

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

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

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

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment loss. The cost of property, plant and equipment includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

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

Leasehold property	Over the lease term to 2035
Plant and equipment	1 to 10 years

For right-of-use assets for which ownership of the underlying asset is not transferred to the Group by the end of the lease term, depreciation is charged over the lease term, using the straight-line method. The lease periods are disclosed in Note 24.

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

The estimated useful lives, residual values and depreciation method are reviewed, and adjusted as appropriate, at end of each financial year. The effects of any revision are recognised in the profit or loss when the change arises. An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle.

The gain or loss, being the difference between the sales proceeds and the carrying amount of the asset, arising on disposal or retirement of an item of property, plant and equipment is recognised in profit or loss within "Other charges" or "Other credits".

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Investment property

Investment property is property that either owned by the Group or right-of-use assets that are held to earn rentals and/or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment property comprises completed investment property and property that is being constructed or developed for future use as investment property. Property held under operating leases are classified as investment property when the definition of an investment property is met.

The Group adopts cost model which is to measure the investment property at cost less accumulated depreciation and accumulated impairment losses.

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

2.11 Investment in associates

An associate is an entity over which the Group has significant influence, being the power to participate in the financial and operating policy decisions of the entity but is not control or joint control of those policies, and generally accompanying a shareholding of 20% or more of the voting power.

On acquisition of the associate, any excess of the cost of the investment over the Group's share of the net fair value of the associate identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the associate identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate's profit or loss in the reporting period in which the investment is acquired.

The results and assets and liabilities of the associate are incorporated in these financial statements using the equity method of accounting. Under the equity method, investments in associates are carried at cost as adjusted for post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of the operations of the associates.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

When the Group's share of losses in an associate in excess of the Group's interest in that associate are not recognised, unless the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Distributions received from the associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income.

Unrealised profits and losses are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

The financial statements of the associates are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.12 Impairment of non-financial assets

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

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

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

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

2.13 Financial instruments

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

Financial assets

Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient, all financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss ("FVTPL"), which are initially measured at fair value. Such trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient are measured at transaction price as defined in SFRS(I) 15 *Revenue from Contracts with Customers* ("SFRS(I) 15") in Note 2.3.

The classification of the financial assets at initial recognition as subsequently measured at amortised cost and FVTPL depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost

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

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

Effective interest method

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

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

Impairment of financial assets

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

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

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

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

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

For details on the Group's accounting policy for its impairment of financial assets, refer to Note 30.

Derecognition of financial assets

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Ordinary share capital

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

Treasury shares

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

Initial recognition and measurement

All financial liabilities are recognised on trade date – the date on which the Group commits to purchase or sell the asset. All financial liabilities are initially measured at fair value, minus transaction costs, except for those financial liabilities classified as at fair value through profit or loss, which are initially measured at fair value.

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Payables and accruals

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

Loans and borrowings

Interest-bearing bank loans 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 2.4). A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

Redeemable convertible bond

The Group's redeemable convertible bond is a hybrid instrument that combines feature of derivative liability component and non-convertible bond component.

The derivative liability component (conversion option) is recognised at its fair value, determined by applying the binomial valuation model. When the conversion option is exercised, its carrying amount is transferred to share capital.

The difference between the total proceeds and the derivative liability component is allocated to the non-convertible bond component and is classified as a financial liability. It is subsequently carried at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the bonds.

Derecognition of financial liabilities

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

Offsetting of financial instruments

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

(a) currently has a legally enforceable right to set-off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.14 Inventories

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash and deposits with banks and financial institutions. Cash and cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

2.16 Leases

The Group as a 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 applies the practical expedient to not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

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

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. When the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, 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.

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,

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.16 Leases (Continued)

The Group as a lessee (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 is reduced to zero.

The Group as a lessor

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

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

Operating leases

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

2.17 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.

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

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

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

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.17 Provisions (Continued)

A provision is recognised for onerous contracts when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it and is measured at the lower of the cost of fulfilling it and any expected cost of terminating it. In determining the cost of fulfilling the contract, the Group includes both the incremental costs and an allocation of others costs that relate directly to fulfilling contracts. Before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets used in fulfilling the contract.

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

2.18 Contingencies

A contingent liability is:

(a) 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

(b) a present obligation that arises from past events but is not recognised because:

  (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) 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.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the Chief Executive Officer who make strategic decisions.

2.20 Financial guarantees

The Company has issued corporate guarantees to banks for banking facilities granted by them to certain subsidiaries and these guarantees qualify as financial guarantees because the Company is required to reimburse the banks if these subsidiaries breach any repayment terms.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. Determining the functional currency of each Group entity requires judgment to identify the currency that primarily influences sales prices for goods and services, and the country whose competitive forces and regulations largely dictate these prices. Management assesses the economic environment and sales price determination process for each entity to establish its functional currency. It has been determined that sales prices are predominantly denominated and settled in the entities' respective local currencies, and most of their cost bases are also primarily denominated in these local currencies. Consequently, management has concluded that the functional currency for each Group entity is its respective local currency.

3.2 Key sources of estimation uncertainty

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

Measurement of ECL of other receivables

The Group determines whether there is a significant increase in credit risk of other receivables since initial recognition. The Group reviews the financial performance and results of the other receivables. As at 31 March 2025, the carrying amount of other receivables was $5,784,000 (2024: $4,416,000) (Note 18) and no loss allowance was recognised.

Impairment of investment in subsidiaries

At the end of each financial year, an assessment is made on whether there are indicators that the Company's investments are impaired. Where applicable, the Company's assessments are based on the estimation of the value in use of the assets defined in SFRS(I) 1-36 *Impairment of Assets* by forecasting the expected future cash flows for a period of up to 5 years, using a suitable discount rate in order to calculate the present value of those cash flows. The Company's carrying amount of investment in subsidiaries as at 31 March 2025 was $11,137,000 (2024: $11,137,000) (Note 14).

Measurement of ECL of trade receivables and contract assets

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

The assessment of the correlation between historically observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may not be representative of the customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 30.

The carrying amount of trade receivables and contract assets as at 31 March 2025 were $1,097,000 and S$924,000 (2024: $4,928,000 and $2,314,000) respectively.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

Net realisable value of inventories

Inventory is periodically reviewed for excess, obsolescence, and declines in net realisable value below cost. An allowance is recorded against the inventory balance for any identified declines. These reviews require management's consideration of future product demand. The realisable value, representing the best estimate of the recoverable amount, is based on the most acceptable evidence available at the financial year-end and inherently involves estimates of future expected realisable value. Key considerations for determining the allowance or write-down include ageing analysis, technical assessment, and subsequent events. This evaluation process requires significant judgment and materially impacts the carrying amount of inventories at the financial year-end. Potential changes in these estimates could lead to revisions in the recorded inventory value. The carrying amount of inventories at the end of the financial year was $773,000 (2024: $969,000) (Note 20).

Provision for income taxes

The Group has exposure to income taxes of which a portion of these taxes arose from certain transactions and computations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities of expected tax issues based on their best estimates of the likely taxes due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax positions in the period in which such determination is made. The carrying amount of the Group's current tax payable as at 31 March 2025 was $44,000 (2024: $113,000).

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR, therefore, reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available.

Impairment of non-financial assets

Non-financial assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

Management assesses whether there are any indications of impairment of non-financial assets by reviewing internal and external factors or sources of information like economic, financial, industry, business etc. affecting the assets. Where there are mixed indicators, management will exercise judgement to determine, whether these events or circumstances indicate that the carrying amount may not be recoverable and accordingly the assets will be tested for impairment.

The recoverable amounts of these assets and, where applicable CGU, have been determined based on higher of the fair value less costs to sell or value in use calculations. These calculations require the use of estimates.

The carrying amounts of the property, plant and equipment, investment property, investment in associates, and right-of-use assets are disclosed in Note 12, 13, 14, 15 and 24 respectively to the financial statements.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

Depreciation of property, plant and equipment

The Group depreciates the property, plant and equipment over their estimated useful lives after taking into account their estimated residual values. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual value reflects management's estimated amount that the Group would currently obtain from the disposal of the asset, after deducting the estimated costs of disposal, as if the asset was already of the age and in the condition expected at the end of its useful life. Changes in the expected level of usage and technological development could affect the economics, useful lives and the residual values of these assets which could then consequentially impact future depreciation charges. Changes in the expected level of usage and technological development could affect the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amount of the Group's property, plant and equipment at 31 March 2025 was $1,151,000 (2024: $4,840,000) (Note 12).

4. REVENUE

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Revenue from contracts with customers	4,665	13,199	609	1,218	5,274	14,417
Rental income from leasehold property	393	428	–	–	393	428
	5,058	13,627	609	1,218	5,667	14,845

The disaggregation of revenue from contracts with customers is as follows:

Group	Continuing operations		Discontinued operation		Total	
	Projects		Power plant			
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Major product or service lines						
Sale of power generators	4,229	12,946	–	–	4,229	12,946
Electricity supply	–	–	609	1,218	609	1,218
Rendering of services	436	253	–	–	436	253
	4,665	13,199	609	1,218	5,274	14,417
Timing of transfer of goods or services						
At a point in time	436	253	609	1,218	1,045	1,471
Over time	4,229	12,946	–	–	4,229	12,946
	4,665	13,199	609	1,218	5,274	14,417

4. REVENUE (CONTINUED)

Judgement and methods used in estimating revenue

Recognition of revenue from sale of power generators over time

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

The estimated total costs are based on contracted amounts and other indirect overhead allocations. Management relies on past experience and knowledge of the project engineers to make estimates of the amounts to be incurred. In making these estimates management takes into consideration the historical trends of the amounts incurred in its other similar projects, analysed by different generator ratings and geographical areas for the past 3 to 5 years.

Transaction price allocated to remaining performance obligation

Transaction price allocated to the remaining unsatisfied or partially satisfied performance obligations and expected to be realised in the following financial years are as follows:

	Group	
	2025 $'000	2024 $'000
Within one year	7,377	6,215
After one year within five years	–	2,067
	7,377	8,282

5. OTHER CREDITS AND (OTHER CHARGES)

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Foreign exchange (losses)/gains, net	(229)	47	38	(118)	(191)	(71)
Fair value loss on derivative financial instrument [Note 21(d)]	(15)	(2)	–	–	(15)	(2)
Gain/(Loss) on liquidation of subsidiaries	123	(232)	–	–	123	(232)
Provision for performance bond to a customer	–	(780)	–	–	–	(780)
Provision for potential back charges from a customer	(1,427)	–	–	–	(1,427)	–
Reversal/(Provision) for product warranty expense (Note 23)	10	(8)	–	–	10	(8)
Provision for allowance for slow-moving inventories (Note 20)	–	(30)	–	–	–	(30)
Reversal of allowance for slow-moving inventories	–	702	–	–	–	702
Written off of trade payables	186	332	–	–	186	332
Others	16	74	–	–	16	74
Presented in profit or loss as:						
Other credits	335	1,078	38	–	373	1,078
Other charges	(1,671)	(975)	–	(118)	(1,671)	(1,093)

6. (PROVISION)/REVERSAL FOR IMPAIRMENT LOSS ON FINANCIAL ASSETS AND CONTRACT ASSETS, NET

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Provision for expected credit losses on contract assets	(675)	–	–	–	(675)	–
Provision for expected credit losses on trade receivables	(100)	(124)	–	–	(100)	(124)
Reversal of expected credit losses on trade receivables	–	655	–	–	–	655
Reversal of expected credit losses on other receivables	–	689	–	–	–	689
Written off of trade receivables	(28)	(21)	–	–	(28)	(21)
	(803)	1,199	–	–	(803)	1,199

7. FINANCE COSTS

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Interest expense on:						
– Loans and borrowings	422	560	–	29	422	589
– Lease liabilities [Note 24(c)]	35	37	–	–	35	37
– Unwinding interests (Note 14)	110	–	–	–	110	–
	567	597	–	29	567	626

8. EMPLOYEE BENEFITS EXPENSE

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Salaries and other short-term employee benefits	1,302	1,920	142	196	1,444	2,116
Contributions to defined contribution plan	50	83	10	31	60	114
Other benefits	101	84	–	–	101	84
	1,453	2,087	152	227	1,605	2,314

9. (LOSS)/PROFIT BEFORE INCOME TAX

The following charges were included in determination of (loss)/profit before income tax:

Group	Note	Continuing operations		Discontinued operation		Total	
		2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Audit fees to independent auditor of the Company		262	206	–	16	262	222
Audit fees to other independent auditors		14	37	–	–	14	37
Employees benefits expense (including directors' remuneration)	8	1,453	2,087	152	227	1,605	2,314
Inventories recognised as an expense in cost of sales		2,482	9,992	–	–	2,482	9,992
Depreciation of property, plant and equipment	12	293	302	242	139	535	441
Depreciation of right-of-use assets	24(c)	38	43	19	32	57	75
Expenses relating to short-term leases	24(c)	339	332	–	–	339	332

10. INCOME TAX CREDIT/(EXPENSE)

Group	Continuing operations		Discontinued operation		Total	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Current tax credit/(expense)						
Current financial year	–	–	–	–	–	–
Over/(Under) provision in previous financial years	75	–	74	(15)	149	(15)
	75	–	74	(15)	149	(15)

The Company is incorporated in Singapore and accordingly is subject to income tax rate of 17% (2024: 17%). Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. There were no changes in the enterprise income tax of the different applicable jurisdictions in the current year from the last year.

10. INCOME TAX CREDIT/(EXPENSE) (CONTINUED)

Reconciliation of effective tax rate is as follows:

	Group	
	2025 $'000	**2024 $'000**
(Loss)/Profit before income tax		
Continuing operations	(4,567)	104
Discontinued operation	563	83
	(4,004)	187
Income tax calculated at a tax rate of 17% (2024: 17%)	(681)	32
Tax effects of:		
Effects of different tax rates in different countries	(26)	(38)
Income not subject to tax	(555)	(1)
Expenses not deductible for tax purposes	725	140
(Over)/Under-provision in previous financial years	(149)	15
Utilisation of previously unrecognised deferred tax assets	(28)	(197)
Deferred tax assets not recognised	565	63
Others	–	1
	(149)	15

As at 31 March 2025 , the Group has unutilised tax losses and capital allowances of approximately $14,669,000 and $27,000 (2024: $11,540,000 and $Nil) respectively that are available to be carried forward and utilised against future taxable profits of the respective entities in which the losses and allowances arose. No deferred tax asset has been recognised due to the uncertainty whether future taxable profit will be available against which the benefits can be utilised. Except for an amount of $362,000 (2024: $366,000) which will expire between 2027 and 2030, there is no time limit imposed on the utilisation of the remaining tax losses and allowances. The use of these tax losses and allowances are subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the entities operate.

11. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (loss)/earnings per share is calculated by dividing the (loss)/profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

	Group	
	2025	**2024**
Attributable to the owners of the Company		
(Loss)/Profit for the year from continuing operations ($'000)	(4,488)	114
Profit for the year from discontinued operation ($'000)	637	68
	(3,851)	182
Weighted average number of ordinary shares	73,696,114	73,696,114
Basic and diluted (loss)/earnings per share (cents)		
Continuing operations	(6.09)	0.15
Discontinued operation	0.86	0.10
	(5.23)	0.25

There are no potential dilutive ordinary shares resulting from the redeemable convertible bond. Therefore, no share was assumed to have been issued on the deemed exercise of the Company's outstanding redeemable convertible bond during the year ended 31 March 2025. Accordingly, the diluted earnings/(loss) per share for financial year ended 31 March 2025 and 2024 was the same as the basic earnings/(loss) per share.

12. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold property and improvements $'000	Plant and equipment $'000	Total $'000
Cost			
At 1 April 2023	3,099	10,329	13,428
Exchange differences	–	(244)	(244)
Additions	–	94	94
Reclassification from right-of-use assets upon full repayment of lease liabilities (Note 24)	–	567	567
At 31 March 2024	3,099	10,746	13,845
Exchange differences	–	(93)	(93)
Additions	–	8	8
Deconsolidation upon disposal of a subsidiary	–	(6,478)	(6,478)
Written off	–	(26)	(26)
At 31 March 2025	3,099	4,157	7,256
Accumulated depreciation			
At 1 April 2023	2,321	5,478	7,799
Exchange differences	–	353	353
Reclassification from right-of-use assets upon full repayment of lease liabilities (Note 24)	–	412	412
Depreciation charge	64	377	441
At 31 March 2024	2,385	6,620	9,005
Depreciation charge	64	471	535
Deconsolidation upon disposal of a subsidiary	–	(3,409)	(3,409)
Written off	–	(26)	(26)
At 31 March 2025	2,449	3,656	6,105
Carrying amount			
At 31 March 2025	650	501	1,151
At 31 March 2024	714	4,126	4,840

The Group's leasehold property and improvements and leasehold land with a carrying amount of approximately $650,000 (2024: $714,000) and $323,000 (2024: $354,000) [Note 24(a)] respectively are pledged to secure the Group's other loan [Note 21(c)].

13. INVESTMENT PROPERTY

Group	Freehold land $'000
Cost	
At 1 April 2023	2,850
Exchange differences	(153)
At 31 March 2024	2,697
Exchange differences	153
At 31 March 2025	2,850
Carrying amount	
At 31 March 2025	2,850
At 31 March 2024	2,697

Investment property pertains to a freehold land located in Kluang, Malaysia held by a subsidiary.

Independent professional valuation of the Group's investment property has been performed annually by an independent valuer with the requisite professional qualifications and recent experience within a scope which included the location and category of the property being valued. The valuer has considered the direct comparison method for comparative properties in deriving the valuation of $4,537,000 as at 31 March 2025 (2024: $4,270,000).

Key inputs used in the valuations are the recent transactions and asking price of similar properties in and around the locality for comparison purposes with adjustments made for differences in location, accessibility, terrain, size and shape of land, tenure, planning approval status, title restrictions if any and other relevant characteristics to arrive at the market value.

The fair value of the investment property is within level 3 of the fair value hierarchy.

The Group has no restrictions on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements.

14. INVESTMENT IN SUBSIDIARIES

	Company	
	2025 $'000	2024 $'000
Unquoted equity shares, at cost	7,028	7,028
Amount due from a subsidiary [(a)]	8,914	8,914
	15,942	15,942
Less: Accumulated impairment losses	(4,805)	(4,805)
Carrying amount	11,137	11,137

(a) The Company does not have the intention of demanding for the settlement of the amount due from a subsidiary in the foreseeable future as the amount forms, in substance, a part of the Company's net investment in the subsidiary.

14. INVESTMENT IN SUBSIDIARIES (CONTINUED)

The details of subsidiaries are as follow:

Name of subsidiaries	Country of incorporation and place of business	Principal activities	Independent auditors	Effective percentage of equity held 2025 %	2024 %
Held directly by the Company					
GMTM Holdings Pte. Ltd.	Singapore	Investment holding	Forvis Mazars LLP	100	100
Shanghai VibroPower Generators Equipment Co. Ltd.	People's Republic of China	Import and sale of engines and spare parts	Shanghai Mingyu Certified Public Accountants Co., Ltd.	100	100
VibroPower Pte. Ltd.	Singapore	Supply, design, manufacture, installation, commissioning and servicing of power generators	Forvis Mazars LLP	100	100
Held through VibroPower Pte. Ltd.					
VibroPower (HK) Limited	Hong Kong	Supply, installation, commissioning and servicing of power generators	Raymond Yeung & Co.	100	100
Indamex (UK) Limited [(a)]	United Kingdom	Trader in generator parts and accessories	–	–	100
VibroPower Generators Sdn. Bhd.	Malaysia	Trading, installation, commissioning and servicing of diesel power generators	RSM Malaysia	100	100
VibroPower Generators (India) Private Limited [(b)]	India	Trading, installation, commissioning and servicing of diesel power generators	Suresh Surana & Associates LLP	100	100
VibroPower Sales and Services (S) Pte. Ltd.	Singapore	Trading, installation, commissioning and servicing of diesel power generators	Forvis Mazars LLP	100	100

14. INVESTMENT IN SUBSIDIARIES (CONTINUED)

The details of subsidiaries are as follow (Continued):

Name of subsidiaries	Country of incorporation and place of business	Principal activities	Independent auditors	Effective percentage of equity held 2025 %	2024 %
Held through GMTM Holdings Pte. Ltd.					
Scott & English Pte. Ltd.	Singapore	Manufacture and repair of electric power generators	Forvis Mazars LLP	100	100
VibroPower Generators Middle East [c]	United Arab Emirates	Manufacture and repair of electric power generators	–	100	100
Held through VibroPower (HK) Limited					
Shanxi Weineng Coal Mine Gas Development Co., Ltd. ("SXWN") [d]	People's Republic of China	Development, operation and management of power generations projects	–	–	100
Agrimal Project Sdn. Bhd.	Malaysia	Property developer	Lesmond & Associates, Malaysia	68.2	68.2

[a] On 28 May 2024, the Group liquidated its subsidiary, Indamex (UK) Limited.
[b] VibroPower Generators (India) Private Limited is currently undergoing liquidation, which began in April 2025.
[c] Not audited as it is not required to be audited under the laws of the respective country.
[d] On 30 September 2024, the Group disposed of its entire interest in SXWN to third parties for a consideration of $5,478,000.

The Company holds 68.2% effective interest in Agrimal Project Sdn. Bhd., through its wholly owned subsidiary, VibroPower (HK) Limited and associated company VibroPower Green Energy Sdn. Bhd., which in turn hold 47% and 53% issued and paid-up share capital of Agrimal Project Sdn. Bhd., respectively.

The Group has the following subsidiary which have non-controlling interests that are material to the Group:

Subsidiary	Proportion of ownership interest held by NCI 2025 %	2024 %	Loss allocated to NCI during the financial year 2025 $'000	2024 $'000	Accumulated NCI at the reporting date 2025 $'000	2024 $'000
Agrimal Project Sdn. Bhd.	31.8	31.8	4	10	1,443	1,373

14. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Summarised financial information before intercompany eliminations are as follows:

	Agrimal Project Sdn. Bhd.	
	2025	2024
	$'000	$'000
Assets		
Non-current assets	270	254
Current assets	244	229
Liability		
Current liabilities	323	293
Net assets	191	190
Accumulated non-controlling interests	56	60
Less: Fair value adjustments [a]	1,416	1,416
Exchanges differences on fair value adjustments	(29)	(103)
	1,443	1,373
Loss for the year	(12)	(33)
Total comprehensive loss for the year	(12)	(33)
Loss allocated to NCI	(4)	(10)

[a] It is related to fair value adjustments on land in relation to acquisition of Agrimal Project Sdn. Bhd. during the year 2017.

Discontinued operation and disposal of a subsidiary

On 31 July 2024, the Group entered into an equity transfer agreement with third parties to dispose its entire interest in SXWN for a consideration of approximately $5,478,000. The disposal was completed on 30 September 2024, SXWN's result was classified as discontinued operation.

Carrying amounts of the SXWN's assets and liabilities as at the 30 September 2024 (date of disposal) are as follows:

	$'000
Assets	
Property, plant and equipment	3,069
Right-of-use assets [Note 24(a)]	170
Trade and other receivables	4,419
Cash and cash equivalents	63
Other assets	188
	7,909
Liabilities	
Payables and accruals	5,879
Loans and borrowings [Note 21(a)]	320
	6,199
Net assets	1,710

14. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Discontinued operation and disposal of a subsidiary (Continued)

Cash flow statement disclosures

	2025 $'000	2024 $'000
Operating	(264)	(372)
Investing	4,502	(79)
Financing	(53)	373
	4,185	(78)

Net cash inflow arising on disposal of SXWN as follows:

	Group 2025 $'000
Consideration received	4,565
Cash and cash equivalents disposed	(63)
Net cash inflow arising on disposal of SXWN	4,502

The gain on disposal of SXWN was recorded as part of the profit for the year from discontinued operation in the statement of profit or loss and other comprehensive income. Details of the gain on disposal are as follows:

	Group 2025 $'000
Proceeds from disposal of SXWN	
– Consideration received	4,565
– Deferred consideration [(a)]	913
Total proceeds from disposal of SXWN	5,478
Net assets derecognised	(1,710)
Cumulative exchange differences relating to SXWN reclassified from equity to profit or loss	(908)
Gain on disposal of SXWN	2,860

(a) Deferred consideration of S$913,000 will be received in the financial years ending 31 March 2028, 2029, and 2030. The fair value of the deferred consideration has been measured as follows:

	Group 2025 $'000
Deferred consideration	913
Less: Unwinding interests	(110)
Fair value of the deferred consideration (Note 18)	803

14. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Discontinued operation and disposal of a subsidiary (Continued)

The profit attributable to the owners of the Company from discontinued operation is analysed as follows:

	Note	1 April 2024 to 30 September 2024 $'000	1 April 2023 to 31 March 2024 $'000
Revenue	4	609	1,218
Cost of sales		(588)	(775)
Gross profit		21	443
Other item of income			
Other credits	5	38	–
Expenses			
Marketing and distribution costs		(57)	(63)
Administrative expenses		(601)	(150)
Other charges	5	–	(118)
Finance costs	7	–	(29)
Written off of amounts owed by disposed subsidiary, net		(1,698)	–
Gain on disposal of a subsidiary		2,860	–
Profit before income tax	9	563	83
Income tax credit/(expense)	10	74	(15)
Profit for the year from discontinued operation		637	68

15. INVESTMENT IN ASSOCIATES

	Group	
	2025 $'000	2024 $'000
At 1 April	505	442
Share of results	134	42
Exchange differences	(23)	21
At 31 March	616	505

15. INVESTMENT IN ASSOCIATES (CONTINUED)

The details of the associates are as follows:

Name of associates	Principal activities	Country of incorporation and place of business	Effective equity interest held by the Group 2025 %	2024 %
Held through subsidiary				
VibroPower Green Energy Sdn. Bhd. [(a)]	To build and operate a biomass power plant	Malaysia	40	40
Vibro Biomass Energy Sdn.Bhd. [(b)]	Construction of power plant	Malaysia	40	40
Vibro Bio Energy Sdn. Bhd. [(b)]	Construction of power plant	Malaysia	40	40

[(a)] Audited by Lesmond & Associates, Malaysia.
[(b)] Audited by Chan Teng Chun & Co., Malaysia.

The summarised financial information of the Group's associate, VibroPower Green Energy Sdn. Bhd., based on SFRS(I) financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	VibroPower Green Energy Sdn. Bhd. 2025 $'000	2024 $'000
Summarised statement of financial position		
Current assets	457	261
Non-current assets	7,880	7,348
Total assets	8,337	7,609
Current liabilities	6,797	6,432
Total liabilities	6,797	6,432
Net assets	1,540	1,177
Group's share of associate's net assets	616	471
Carrying amount of the investment	616	471
Summarised statement of comprehensive income		
Profit for the year, representing total comprehensive income for the year	304	134
Group's share of associate's profit for the year	122	54

16. CONTRACT ASSETS AND LIABILITIES

	Group 31 March 2025 $'000	31 March 2024 $'000	1 April 2023 $'000
Contract assets			
Accrued revenue	4,317	5,032	4,606
Less: Loss allowance	(3,393)	(2,718)	(2,718)
	924	2,314	1,888
Contract liabilities			
Advance consideration	1,747	1,105	1,829

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date for sale of power generators. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the customer certifies the progress claim.

Contract assets of $2,314,000 (2024: $1,888,000) which were included at the beginning of the financial year were transferred to trade receivables during the financial year ended 31 March 2025.

Decrease in contract assets for the financial year ended 31 March 2025 mainly due to the performance obligations have been fulfilled and the goods or services have been transferred to the customer and increase in the allowance for expected credit losses.

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances consideration from customers for sale of power generators.

Contract liabilities are recognised as revenue over the contract service term. Revenue recognised in the financial year ended 31 March 2025 which was included in the contract liabilities balance at beginning of the financial year was $1,105,000 (2024 $1,829,000).

Increase in contract liabilities during the financial year ended 31 March 2025 is attributed to the more advances received with the completion of contracts in the next financial year.

17. CASH AND CASH EQUIVALENTS

	Group 2025 $'000	Group 2024 $'000	Company 2025 $'000	Company 2024 $'000
Cash and bank balances	2,221	385	30	33

The Group's and the Company's cash and cash equivalents that are not denominated in functional currency of the Group are as follows:

	Group 2025 $'000	Group 2024 $'000	Company 2025 $'000	Company 2024 $'000
Hong Kong Dollar	45	15	–	–
Malaysian Ringgit	33	3	–	–
Chinese Renminbi	178	12	–	–
United States Dollar	9	29	–	–
Indian Rupee	5	10	–	–

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Non-current				
Other receivable				
– Due from external party (Note 14)	803	–	–	–
Current				
Trade receivables				
– Due from external parties	2,424	5,449	–	–
– Retention monies	617	795	–	–
– Due from related parties	36	582	–	–
– Due from subsidiaries	–	–	79	79
Less: Loss allowance	(1,980)	(1,898)	(79)	(79)
Subtotal	1,097	4,928	–	–
Other receivables				
– Due from external parties	86	718	–	–
– Due from related parties	1,509	852	–	–
– Due from subsidiaries	–	–	5,927	5,951
– Due from associates	3,386	2,846	–	–
Less: Loss allowance	–	–	(3,834)	(3,851)
Subtotal	4,981	4,416	2,093	2,100
Total trade and other receivables (Current)	6,078	9,344	2,093	2,100
Trade and other receivables	6,881	9,344	2,093	2,100

Trade receivables are non-interest bearing and are generally on 30 to 90 days (2024: 30 to 90 days) credit terms. They are recognised at the transaction price which represents their fair values on initial recognition.

The current other receivables are unsecured, interest free, non-trade related and repayable on demand.

The non-current receivable is the fair value of deferred consideration arising from the disposal of a subsidiary, which will be received in the financial years ending 31 March 2028, 2029, and 2030.

The details of the impairment of trade and other receivables and credit exposures are disclosed in Note 30.

The Group's and the Company's trade and other receivables that are not denominated in functional currency of the Group are as follows:

	Group		Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Hong Kong Dollar	–	2	–	–
Malaysian Ringgit	2,981	1,068	–	–
United States Dollar	9	9	–	–

19. OTHER ASSETS

	Group		Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Deposits to secure services	165	311	–	–
Prepayments	548	136	20	22
	713	447	20	22

20. INVENTORIES

	Group	
	2025	2024
	$'000	$'000
Parts and components	773	969

Inventories are stated after providing the allowance for slow-moving inventories as follows:

	Group	
	2025	2024
	$'000	$'000
At 1 April	926	1,597
Provision (Note 5)	–	30
Reversal (Note 5)	–	(702)
Written off	(15)	–
Exchange differences	(1)	1
At 31 March	910	926

In previous financial year, the Group had recognised a reversal of $702,000, being part of inventory written down as the inventories were sold above their carrying amounts.

21. LOANS AND BORROWINGS

	Group		Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Current				
Fixed rate other loans (unsecured)	–	1,217	–	–
Fixed rate bank loan (unsecured)	138	666	–	–
Floating rate other loan (secured)	261	318	–	–
Subtotal	399	2,201	–	–
Non-current				
Floating rate other loan (secured)	933	1,133	–	–
Redeemable convertible bond	1,649	1,533	1,649	1,533
Subtotal	2,582	2,666	1,649	1,533
Total	2,981	4,867	1,649	1,533

21. LOANS AND BORROWINGS (CONTINUED)

The Group's and the Company's loans and borrowings that are not denominated in functional currency of the Group are as follows

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Chinese Renminbi	–	373	–	–

The Group's and the Company's loans and borrowings consist of the followings:

(a) Fixed rate other loans (unsecured)

Loan from a financing company

The loan with a carrying amount of $Nil (2024: $293,000) was fully repaid during the financial year ended 31 March 2025 was provided among other matters for the following:

1. Repayable by monthly instalment and due on 31 May 2024;
2. Interest rate at 4.25% per annum;
3. Corporate guarantee from the Company; and
4. Personal guarantee from a director.

Loan from a related party

The loan with a carrying amount of $Nil (2024: $38,000) was fully repaid during the financial year ended 31 March 2025 was provided among other matters for the following:

1. Loan tenure from 12 months; and
2. Interest free.

Loan from third parties

As of 31 March 2024, the loan had a carrying amount of $373,000. The carrying amount had decreased to $320,000 as of 30 September 2024 and was deconsolidated upon the disposal of a subsidiary (Note 14). It was provided among other matters for the following:

1. Loan tenure from 12 months; and
2. Interest rate at 1.0% per month.

Loan from a financing company

The loan with a carrying amount of $Nil (2024: $446,000) was fully repaid during the financial year ended 31 March 2025 was provided among other matters for the following:

1. Loan tenure from 1 – 2 months; and
2. Interest rate at reference rate plus 4.5% per annum.

21. LOANS AND BORROWINGS (CONTINUED)

The Group's and the Company's loans and borrowings consist of the followings (Continued):

(a) Fixed rate other loans (unsecured) (Continued)

Loan from a financing company

The loan with a carrying amount of $Nil (2024: $67,000) was fully repaid during the financial year ended 31 March 2025 was provided among other matters for the following:

1. Repayable by monthly instalment and due on 6 September 2024;
2. Interest rate at 3.0% per month; and
3. Personal guarantee from a director.

(b) Fixed rate bank loan (unsecured)

Temporary Bridging Loan

The temporary bridging loan with a carrying amount of $138,000 (2024: $666,000) was provided among other matters for the following:

1. Repayable by monthly instalment and due on 4 June 2025;
2. Interest rate at 4.75% per annum; and
3. Corporate guarantee from the Company.

The Company's subsidiary was required by a bank to maintain a minimum tangible net worth of $6,000,000 throughout of the facility. Tangible net worth is defined as total assets less total liabilities and intangibles. As at 31 March 2025 and 2024, the adjusted tangible net worth of the Company's subsidiary was below $6,000,000. As at the date of this report, management is of the opinion that the said bank will continue to support the subsidiary. The bank had not requested for immediate repayment of the outstanding bank loans as at the date when these financial statements were authorised for issue.

(c) Floating rate other loan (secured)

The other loan from a finance company with a carrying amount of $1,194,000 (2024: $1,451,000) was provided among other matters for the following:

1. Repayable by monthly instalment and due on 26 February 2028;
2. Corporate guarantee from the Company;
3. Interest rate at 6.90% per annum; and
4. Secured by a first mortgage over the Group's leasehold property and improvements (Note 12) and leasehold land [Note 24(a)].

21. LOANS AND BORROWINGS (CONTINUED)

The Group's and the Company's loans and borrowings consist of the followings (Continued):

(d) Redeemable convertible bond

	Group and Company	
	2025	2024
	$'000	$'000
Host debt	1,330	1,229
Derivative financial instrument	319	304
	1,649	1,533

The Company had on 31 October 2023 entered into a joint venture agreement ("JVA") with Interra Resources Ltd ("the Lender") to cooperate and join efforts to construct a Solar Farm in Malaysia. Pursuant to the terms of the JVA, the Lender agreed to participate in the Joint Venture by purchasing a redeemable convertible bond to be issued by the Company in the principal amount of $1,500,000.

In accordance to the agreement, the option to convert into ordinary shares may only be exercised by lender when (a) if the Company fails to pay the principal amount by the maturity date or (b) if the Company is unable to fulfil the interest payment obligations or default interest charges. The maturity period is 36 months commencing from 1 December 2023. The convertible bond bears an interest rate of 8.5% (2024: 8.5%) per annum, which is payable every month. The conversion price is at a 10% discount to the 30-day weighted average price at the conversion date.

The instrument is classified as a hybrid instrument, consisting of a liability component and embedded derivative. The embedded derivative is separated from the host and measured the derivatives at fair value at initial recognition and subsequently at fair value through profit or loss. For the liability component, at initial recognition, it is measured at the residual amount after separating the embedded derivative. For subsequent measurement, it is measured at amortised cost using the effective interest method.

The Group has engaged external valuer to estimate the fair value of the derivative financial instrument which were determined by applying the binomial tree model. The key inputs to the binomial tree model are the market value of share, risk-free rate and volatility of share price. Management considered the appropriateness of the valuation technique and assumptions applied by external valuer. The fair value measurement is categorised in Level 2 of the fair value hierarchy. Accordingly, a fair value loss of $15,000 (2024: $2,000) has been recognised during the financial year ended 31 March 2025.

The movements of redeemable convertible bond are as follows:

	Group and Company	
	2025	2024
	$'000	$'000
Host debt		
At 1 April	1,229	–
Proceeds from loan entered during the financial year	–	1,500
Fair value of derivative financial instrument at inception date	–	(302)
Accretion of interest	229	74
Interest expenses paid	(128)	(43)
At 31 March	1,330	1,229

The effective interest rate of host debt is 18.5% (2024: 18.5%) per annum.

21. LOANS AND BORROWINGS (CONTINUED)

The Group's and the Company's loans and borrowings consist of the followings (Continued):

(d) Redeemable convertible bond (Continued)

	Group and Company	
	2025 $'000	2024 $'000
Derivative financial instrument		
Financial liability at fair value through profit or loss		
At 1 April	304	–
Fair value as at inception date	–	302
Fair value adjustment through profit or loss (Note 5)	15	2
At 31 March	319	304

22. PAYABLES AND ACCRUALS

	Group		Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Trade payables and accruals				
– External parties	1,662	3,008	838	582
– Provision for potential back charges from a customer	2,027	600	–	–
– Provision for liquidated damages from a customer	672	672	–	–
– Accruals	1,170	2,555	313	406
– Due to related parties	66	323	66	–
	5,597	7,158	1,217	988
Other payables				
– Due to an associate	32	–	–	–
– Due to subsidiaries	–	–	1,704	1,205
– Due to a related party	22	–	–	–
– Deposit received	124	124	–	–
– Others	11	38	–	–
	189	162	1,704	1,205
Payables and accruals	5,786	7,320	2,921	2,193

Trade payables are non-interest bearing and are generally settled within 30 to 90 days (2024: 30 to 90 days) credit terms.

Amounts due to an associate, subsidiaries and related party are unsecured, non-interest bearing, repayable on demand and denominated in Singapore Dollar.

During the financial year, the Group recognised an addition of a potential back charge from a customer amounting to $1,427,000 (Note 27). In previous financial year, the Group recognised a potential back charge and liquidated damages from a customer, amounting to $600,000 and $672,000, respectively.

22. PAYABLES AND ACCRUALS (CONTINUED)

Accruals principally comprise operation costs, salary and wages, a performance bond cost of $260,000 (2024: $780,000) and other accrued expenses.

The Group's and the Company's payables and accruals that are not denominated in functional currency of the Group are as follows:

	Group		Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
United States Dollar	35	26	–	–
Euro	6	6	–	–
Chinese Renminbi	31	22	–	–
Malaysian Ringgit	258	–	5	–

23. PROVISION

	Group	
	2025 $'000	2024 $'000
At 1 April	18	10
(Credited)/Charged to profit or loss included in other (credits)/charges (Note 5)	(10)	8
At 31 March	8	18

Goods are sold with a warranty under which customers are covered for the cost of repairs of any manufacturing defects that become apparent within the first twelve months after installation. A warranty provision is made based on past experience and future expectations and an assessment of probability of an outflow for the warranty obligations as a whole. It is expected that most of these costs will be incurred within the next 12 months from the end of the financial year.

24. LEASES

The Group has lease contracts for motor vehicle, land and leasehold property used in its operations. Land and leasehold property generally have lease terms between 10 to 16 years (2024: 10 and 16 years), while motor vehicle has a lease term of 7 years (2024: 7 years). The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios.

The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. For such lease, the Group elected not to recognise right-of-use assets and lease liabilities.

24. LEASES (CONTINUED)

(a) Right-of-use assets

The carrying amount of right-of-use assets as follows:

Group	Leasehold land $'000	Leasehold property $'000	Plant and equipment $'000	Motor vehicle $'000	Total $'000
At 1 April 2023	373	238	155	46	812
Depreciation charge	(32)	(36)	–	(7)	(75)
Modification	13	–	–	–	13
Reclassification to "property, plant and equipment" upon full repayment of lease liabilities (Note 12)	–	–	(155)	–	(155)
Exchange differences	–	(10)	–	–	(10)
At 31 March 2024	354	192	–	39	585
Depreciation charge	(31)	(19)	–	(7)	(57)
Deconsolidation upon disposal of a subsidiary (Note 14)	–	(170)	–	–	(170)
Exchange differences	–	(3)	–	–	(3)
At 31 March 2025	323	–	–	32	355

(b) Lease liabilities

	Group 2025 $'000	Group 2024 $'000
Current	36	36
Non-current	406	439
	442	475

The maturity analysis of lease liabilities is disclosed in Note 30.

(c) Amounts recognised in profit or loss

	Note	2025 $'000	2024 $'000
Interest expense on lease liabilities	7	35	37
Depreciation of right-of-use assets	9	57	75
Expense relating to short-term leases	9	339	332
		431	444

25. SHARE CAPITAL AND TREASURY SHARES

	Group and Company			
	2025		2024	
	Number of shares	$'000	Number of shares	$'000
Share capital				
Issued and fully paid ordinary shares with no par value				
At beginning and end of the financial year	73,696	19,084	73,696	19,084
Treasury shares				
At beginning and end of the financial year	1,077	(388)	1,077	(388)

In 2020, the Company had issued 17,975,428 free detachable warrants to its shareholders, each carrying the right to subscribe for 1 new ordinary share at an exercise price of $0.10 per share. Each warrant may be exercised at any time during the period commencing on and including the date of issue of the Warrants and expiring on the date immediately preceding five (5) years from the date of issue of the Warrants. The exercise price of the warrants and the number of warrants are fixed except for certain events pursuant to the terms and conditions of the Warrants set out in the Deed Poll. The warrants have expired on 16 January 2025, a total of 7,705,598 unexercised warrants had lapsed and ceased to be valid.

Treasury shares relate to ordinary shares of the Company that is held by the Company.

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share without restrictions at meetings of the Company.

26. RESERVE

	Group	
	2025 $'000	2024 $'000
Foreign currency translation reserve	(328)	(1,397)

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of the Group entities whose functional currencies are different from that of the Group's presentation currency.

27. CONTINGENT LIABILITIES

	Company	
	2025 $'000	2024 $'000
Corporate guarantee given for subsidiaries' credit facilities	1,332	2,410

As at 31 March 2025, the Company has given corporate guarantee amounting to $1,332,000 (2024: $2,410,000) to the bank and financing companies in respect of loan facilities granted to the subsidiaries.

The Company has evaluated the fair value of the corporate guarantee. Consequently, the Company is of the view that the fair value of the guarantee to the financial institution with regard to the subsidiaries is not significant. The Company has not recognised any liability in respect of the guarantees given to the bank and financing companies for the loan facilities granted to the subsidiaries as the management has assessed that the likelihood of the subsidiaries defaulting on repayment of its banking facilities are remote. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

27. CONTINGENT LIABILITIES (CONTINUED)

As at end of the financial year, the Company has also given undertakings to certain subsidiaries to provide continued financial support to these subsidiaries to enable them to meet their obligations as and when they fall due so that they will continue to operate as going concerns in the foreseeable future.

Arbitration with a project customer

On 6 January 2025, the subsidiary of the Group received a statement of claim from a project customer. The claim comprises the recovery of overpayments and the cost of undertaking works that the subsidiary of the Group should have done amounting to $1,427,000 and the liquidated damages for alleged delay in project completion of $244,000.

Management has assessed that it is not probable that an outflow of resources embodying economic benefits will be required in respect of the liquidated damages of $244,000, as the project completion date stated in the letter of award is 30 June 2026 and has not lapsed as of reporting date. Given that the outcome of the claim of liquidated damages cannot be determined with certainty at this stage, and no provision has been made in the financial statements, the matter has been disclosed as a contingent liability.

For the remaining components of the claim, management has recognised a provision of $1,427,000 as it is probable that an outflow of resources will be required to settle the obligation (Note 22). The timing of the outflows related to these provisions is uncertain, as they are subject to the outcome of ongoing arbitration proceedings.

28. SIGNIFICANT RELATED PARTY TRANSACTIONS

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Company if that person:

- (i) Has control or joint control over the Company;
- (ii) Has significant influence over the Company; or
- (iii) Is a member of the key management personnel of the Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
- (vi) The entity is controlled or jointly controlled by a person identified in (a);
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

28. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

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

In addition to the related party information disclosed elsewhere in the financial statements, the Group has the following significant transaction with related parties on terms agreed between the parties as follows:

	Group	
	2025 $'000	2024 $'000
Sales to an associate	–	7
Rental expense charged from a related party	240	305
Professional service from a director	81	12
Purchased of goods and services from a related party	643	330
Subcontractor costs paid to related parties	933	789
Reimbursement of expenses to a related party	165	358
Loans from related parties	–	1,676
Interest on loans from related parties	–	23
Expenses on loans from related parties	–	81
Loan from a substantial shareholder and director	2,000	2,951
Interest on loan from a substantial shareholder and director	–	48
Expenses on loan from a substantial shareholder and director	–	114

The above related parties refer to entities where the Company's director has beneficial interests or the close family members of a director who have significant influence over transactions with the Company.

Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the financial years were as follows:

	Group	
	2025 $'000	2024 $'000
Salaries and other short-term employee benefits	752	766
Contributions to defined contribution plan	24	21
	776	787

The above amounts are included under employee benefits expense. Included in the above amounts are the following items:

	Group	
	2025 $'000	2024 $'000
Directors' remuneration of the Company	506	505
Directors' fees of the Company	126	140
Key management personnel's remuneration	144	142
	776	787

29. FINANCIAL INFORMATION BY OPERATION SEGMENT

Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by SFRS(I) 8 *Operating Segments*. This disclosure standard has no impact on the reported results or financial position of the Group.

The Group mainly has two principal activities, one is supplying, designing, manufacturing, installing, commissioning and servicing of power generators used mainly in commercial and industrial projects and housing projects, the other is supplying electricity to power grid.

Analysis by Business Segments

The Group is organised into three business segments – Projects (supplying power generators), Power plant (supplying electricity) (Discontinued operation) and Others.

The Group is organised into two major geographical areas – Singapore and Asia (excluding Singapore).

In presenting information on the basis of geographical segments, segment is based on the geographical location of assets (same as the location of the customers).

Analysis by Geographical Segments

Segment revenue, expenses, assets and liabilities comprise amounts that are either directly attributable to, or can be allocated on a reasonable basis to a segment. Addition of non-current assets is the total cost incurred during the year to acquire property, plant and equipment.

29. FINANCIAL INFORMATION BY OPERATION SEGMENT (CONTINUED)

Profit or loss from operations and reconciliations

Segment information by business described above is presented below:

Group		Continuing operations				Discontinued operation	
31 March 2025	Note	Projects $'000	Others $'000	Adjustment and elimination $'000	Total $'000	Power plant $'000	Total $'000
Revenue							
External customers		4,665	393	–	5,058	609	5,667
Inter-segment		861	–	(861)	–	–	–
	A	5,526	393	(861)	5,058	609	5,667
Results:							
Interest income		–	178	(178)	–	–	–
Finance costs		(373)	(338)	144	(567)	–	(567)
Depreciation		(331)	–	–	(331)	(261)	(592)
Provision for impairment loss on financial assets and contract assets, net		(803)	–	–	(803)	–	(803)
Share of results of an associate		–	134	–	134	–	134
Segment (loss)/profit before income tax		(3,715)	(786)	(66)	(4,567)	563	(4,004)
Addition of non-current assets		8	–	–	8	–	8
Non-current assets		2,084	3,691	–	5,775	–	5,775
Segment assets	B	20,636	14,034	(18,186)	16,484	–	16,484
Segment liabilities	C	27,094	5,023	(21,109)	11,008	–	11,008

29. FINANCIAL INFORMATION BY OPERATION SEGMENT (CONTINUED)

Profit or loss from operations and reconciliations (Continued)

Segment information by business described above is presented below: (Continued)

Group		Continuing operations				Discontinued operation	
31 March 2024	Note	Projects $'000	Others $'000	Adjustment and elimination $'000	Total $'000	Power plant $'000	Total $'000
Revenue							
External customers		13,199	428	–	13,627	1,218	14,845
Inter-segment		11,815	–	(11,815)	–	–	–
	A	25,014	428	(11,815)	13,627	1,218	14,845
Results:							
Interest income		–	110	(110)	–	–	–
Finance costs		(582)	(74)	59	(597)	(29)	(626)
Depreciation		(345)	–	–	(345)	(171)	(516)
Reversal of impairment loss on financial assets and contract assets, net		1,199	–	–	1,199	–	1,199
Share of results of an associate		–	42	–	42	–	42
Segment profit/(loss) before income tax		878	(724)	(50)	104	83	187
Addition of non-current assets		15	–	–	15	79	94
Non-current assets		2,318	2,670	–	4,988	3,639	8,627
Segment assets	B	53,948	13,775	(52,847)	14,876	7,210	22,086
Segment liabilities	C	53,592	4,019	(47,691)	9,920	3,978	13,898

29. FINANCIAL INFORMATION BY OPERATION SEGMENT (CONTINUED)

Profit or loss from operations and reconciliations (Continued)

Segment information of these geographical areas described above is presented below: (Continued)

	Note	Group 2025 $'000	Group 2024 $'000
Revenue			
Continuing operations			
Singapore		4,556	12,761
Asia (excluding Singapore)		502	866
		5,058	13,627
Discontinued operation			
Asia (excluding Singapore)		609	1,218
		5,667	14,845
Non-current assets			
Singapore		1,134	1,421
Asia (excluding Singapore)		2,867	6,116
	D	4,001	7,537

Notes Nature of adjustment and eliminations to arrive at amounts reported in the consolidated financial statements

A Inter-segment revenues are eliminated on consolidation.

B Inter-segments assets are deducted from segment assets to arrive at total assets reported in the statement of financial position.

C Inter-segments liabilities are deducted from segment liabilities to arrive at total liabilities reported in the statement of financial position.

D Non-current assets only include property, plant and equipment and investment property.

Information about a major customer

Revenue from a major customer amounted to $647,000 (2024: $2,625,000), arising from sales of power generators in Singapore.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

The Group's activities expose it to credit risk, market risk (including foreign currency risk and interest rate risks) 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 and exposure limits, in accordance with the objectives and underlying principles approved by the Board of Directors.

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 exposures are measured using sensitivity analysis indicated below.

Credit risk

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

The Group's credit risk arises from bank balances, trade and other receivables, contract assets, 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 risks, 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 30 days past due as per SFRS(I) 9's presumption.

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

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

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

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Credit risk (Continued)

Note 1. Low credit risk

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

Note 2. Significant increase in credit risk

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

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

Forward looking information includes the assessment of the latest performance and financial position of the debtor, adjusted for the Group's future outlook of the industry in which the debtor operates 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 more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Note 3: Credit impaired

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

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

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Credit risk (Continued)

Note 4: Write off

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

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

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

With reference to Note 27, the Company provides financial guarantees to certain banks and financing companies in respect of bank and loan facilities granted to certain subsidiaries. The date when the Group becomes a committed party to the guarantee is considered to be the date of initial recognition for the purpose of assessing the financial asset for impairment. In determining whether there has been a significant risk of a default occurring on the drawn-down facilities, the Group considered the change in the risk that the specified debtor (i.e. the applicable subsidiaries) will default on the contract. The Company assessed that the credit risk relating to the financial guarantees is insignificant to the Company.

As at the end of the financial year, there was no significant concentration of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position.

Trade receivables (Note 18) and contract assets (Note 16)

The Group uses the practical expedient under SFRS(I) 9 in the form of allowance matrix to measure the ECL for trade receivables and contract assets, where the loss allowance is equal to lifetime ECL.

The contract assets relate mainly to unbilled revenue and have substantially the same risk characteristics as trade receivables for the same type of contract. Therefore, the Group concluded that the expected credit loss rates for trade receivables are a reasonable approximation of the credit loss rates of the contract assets.

The ECL for trade receivables and contract assets are estimated using an allowance matrix by reference to the Group's historical credit loss experience of the customer in accordance to 90 days past due and adjusted for forward looking factors specific to the debtors and the economic environment which could affect the ability of the debtors to settle the financial assets. In considering the impact of the economic environment on the ECL rates, the Group assesses, for example, the gross domestic product will improve over the next year, leading to a decreased number of defaults.

Trade receivables and contract assets are written off when there is evidence to indicate that the customer is in severe financial difficulty such as being under liquidation or bankruptcy and there is no reasonable expectations for recovering the outstanding balances.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Credit risk (Continued)

The loss allowance for trade receivables and contract assets are determined as follows:

Group	Expected credit loss rate	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
31 March 2025				
Other that credit impaired customers				
Current	1%	1,918	(22)	1,896
Past due less than 30 days	–	65	–	65
Past due 31 to 60 days	–	57	–	57
Past due 61 to 90 days	–	2	–	2
Past due over 90 days	91%	15	(14)	1
		2,057	(36)	2,021
Credit impaired customers		5,337	(5,337)	–
		7,394	(5,373)	2,021
31 March 2024				
Other that credit impaired customers				
Current	**	5,506	(4)	5,502
Past due less than 30 days	1%	966	(5)	961
Past due 31 to 60 days	0%	67	*	67
Past due 61 to 90 days	0%	30	*	30
Past due over 90 days	4%	709	(27)	682
		7,278	(36)	7,242
Credit impaired customers		4,580	(4,580)	–
		11,858	(4,616)	7,242

* *Less than $1,000*
** *Less than 1%*

Other receivables (Note 18) and other assets (excluding prepayments) (Note 19)

The Group assessed the loss allowance of these amounts and conclusion that there has been no significant increase in the credit risk since the initial recognition of the financial assets. In its assessment of the credit risk of the other receivables, the Group considered amongst other factors, the financial position of the respective debtors as of 31 March 2025, the past financial performance and cashflow trends, adjusted for the outlook of the industry and economy in which the debtors operate in. Accordingly, the Group determined that the ECL for the other receivables are insignificant.

Amount due from subsidiaries (Note 14 and Note 18)

The Company used the general approach and estimated the 12-months expected credit losses 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 March 2025, the Company has made a loss allowance of $3,913,000 (2024: $3,930,000) for the amount due from subsidiaries based on lifetime ECL.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

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 and contract assets is as follows:

Group	Trade receivables			Contract assets			Other receivables		
Internal credit risk grading	Note (i) $'000	Category 4 $'000	Total $'000	Note (i) $'000	Category 4 $'000	Total $'000	Category 1 $'000	Category 4 $'000	Total $'000
Loss allowance									
Balance at 1 April 2023	19	2,425	2,444	–	2,718	2,718	–	689	689
Allowance made	17	107	124	–	–	–	–	–	–
Written back	–	(655)	(655)	–	–	–	–	(689)	(689)
Written off	–	(34)	(34)	–	–	–	–	–	–
Exchange differences	–	19	19	–	–	–	–	–	–
Balance at 31 March 2024	36	1,862	1,898	–	2,718	2,718	–	–	–
Allowance made	–	100	100	–	675	675	–	–	–
Written off	–	(53)	(53)	–	–	–	–	–	–
Exchange differences	–	35	35	–	–	–	–	–	–
Balance at 31 March 2025	36	1,944	1,980	–	3,393	3,393	–	–	–
Gross carrying amount									
At 31 March 2024	4,964	1,862	6,826	2,314	2,718	5,032	4,416	–	4,416
At 31 March 2025	1,133	1,944	3,077	924	3,393	4,317	5,784	–	5,784
Net carrying amount									
At 31 March 2024	4,928	–	4,928	2,314	–	2,314	4,416	–	4,416
At 31 March 2025	1,097	–	1,097	924	–	924	5,784	–	5,784

Note (i): For trade receivables and contract assets, the Group uses the 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.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Credit risk (Continued)

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

Company	**Trade receivables**		**Other receivables**		
Internal credit risk grading	**Category 4 $'000**	**Total $'000**	**Category 1 $'000**	**Category 4 $'000**	**Total $'000**
Loss allowance					
Balance at 1 April 2023	79	79	–	34	34
Allowance made	–	–	–	3,817	3,817
Balance at 31 March 2024	79	79	–	3,851	3,851
Written off	–	–	–	(17)	(17)
Balance at 31 March 2025	79	79	–	3,834	3,834
Gross carrying amount					
At 31 March 2024	79	79	2,100	3,851	5,951
At 31 March 2025	79	79	2,093	3,834	5,927
Net carrying amount					
At 31 March 2024	–	–	2,100	–	2,100
At 31 March 2025	–	–	2,093	–	2,093

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in the currencies other than the respective functional currencies of the Group entities. The foreign currencies in which these transactions are denominated are mainly SGD. The Group's trade receivable and trade payable balances at the end of the financial year have similar exposures.

The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes.

The Company itself does not have significant exposure to the foreign currency risk. The non-functional currencies balance as at end of the financial year are not significant.

The Group has certain practices for the management of financial risks. The following guidelines are followed:

- All financial risk management activities are carried out and monitored by senior management staff.
- All financial risk management activities are carried out following good market practices.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Market risk (Continued)

Foreign currency risk (Continued)

Foreign currency sensitivity analysis

The following table demonstrates the sensitivity to the Group's profit or loss to a reasonably possible change in the exchange rates against the respective functional currency of the Group entities, with all other variables held constant.

	Increase/(Decrease) Loss net of tax	
	2025 $'000	**2024 $'000**
SGD/USD		
– strengthened 2% (2024: 2%)	1	–
– weakened 2% (2024: 2%)	(1)	–
SGD/RMB		
– strengthened 2% (2024: 2%)	37	6
– weakened 2% (2024: 2%)	(37)	(6)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in market interest rates. The Group's interest rate risk relates to interest bearing liabilities.

The Group's policy is to manage an affective and optimal interest cost using a combination of fixed and variable rate debts, and long and short-term borrowings.

The floating rate debt obligations are with interest rates that are re-set as and when market rates change. The interest rates and terms of repayment of the Group's floating rate loans and borrowings are disclosed as follows:

	Principal $'000	**Interest rate % per annum**
Floating rate		
2025		
Loans and borrowings	1,194	6.9
2024		
Loans and borrowings	1,451	6.9

Interest rate sensitivity analysis

At the end of the reporting period, if interest rates had been 100 (2024: 100) basis points lower or higher with all other variables held constant, the Group's loss/profit before income tax would have been $12,000 lower or higher (2024: $15,000), arising mainly as a result of lower or higher interest expense on floating rate loans and borrowings.

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Liquidity risk

Liquidity risk refers to the risk in which the Group and the Company encounter difficulties in meeting its short-term obligations. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain sufficient level of cash and cash equivalents to meet its working capital requirements. The Group maintains a balance between continuity of funding and flexibility through the use of stand-by financial and credit facilities.

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations of the Group and to mitigate the effects of fluctuations in cash flows.

Short-term funding may be obtained from short-term loans where necessary without incurring unacceptable losses or risking damage to the Group's reputation.

The following tables details the Group's and the Company's remaining contractual maturity for its non-derivative financial instruments. The tables have 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.

Group	Effective interest rate %	Less than 1 year $'000	1 to 5 years $'000	More than 5 years $'000	Total $'000
31 March 2025					
Undiscounted financial assets					
Trade and other receivables (excluding GST receivables)	–	6,034	913	–	6,947
Other assets (excluding prepayments)	–	165	–	–	165
Cash and cash equivalents	–	2,221	–	–	2,221
		8,420	913	–	9,333
Undiscounted financial liabilities					
Loans and borrowings	1.0 – 8.5	627	2,564	–	3,191
Lease liabilities	2.9 – 6.8	67	233	304	604
Payables and accruals (excluding GST payables)	–	5,460	–	–	5,460
		6,154	2,797	304	9,255
Total undiscounted net financial assets/(liabilities)		2,266	(1,884)	(304)	78

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Liquidity risk (Continued)

Group	Effective interest rate %	Less than 1 year $'000	1 to 5 years $'000	More than 5 years $'000	Total $'000
31 March 2024					
Undiscounted financial assets					
Trade and other receivables	–	9,344	–	–	9,344
Other assets (excluding prepayments)	–	311	–	–	311
Cash and cash equivalents	–	385	–	–	385
		10,040	–	–	10,040
Undiscounted financial liabilities					
Loans and borrowings	1.0 – 8.5	2,496	2,993	–	5,489
Lease liabilities	2.9 – 6.8	67	245	359	671
Payables and accruals (excluding GST payables)	–	7,115	–	–	7,115
		9,678	3,238	359	13,275
Total undiscounted net financial assets/(liabilities)		362	(3,238)	(359)	(3,235)

Company	Effective interest rate %	Less than 1 year $'000	1 to 5 years $'000	Total $'000
31 March 2025				
Undiscounted financial assets				
Trade and other receivables	–	2,093	–	2,093
Cash and cash equivalents	–	30	–	30
		2,123	–	2,123
Undiscounted financial liabilities				
Payables and accruals (excluding GST payables)	–	2,594	–	2,594
Loans and borrowings	8.5	128	1,585	1,713
		2,722	1,585	4,307
Total undiscounted net financial liabilities		(599)	(1,585)	(2,184)

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

Liquidity risk (Continued)

Company	Effective interest rate %	Less than 1 year $'000	1 to 5 years $'000	Total $'000
31 March 2024				
Undiscounted financial assets				
Trade and other receivables	–	2,100	–	2,100
Cash and cash equivalents	–	33	–	33
		2,133	–	2,133
Undiscounted financial liabilities				
Payables and accruals (excluding GST payables)	–	1,963	–	1,963
Loans and borrowings	8.5	128	1,713	1,841
		2,091	1,713	3,804
Total undiscounted net financial assets/(liabilities)		42	(1,713)	(1,671)

For financial guarantee contracts, the maximum amount that could be payable under the guarantee is allocated to the earliest period in which the guarantee could be called. At the end of the financial year, no claims on the financial guarantees are expected. The following table shows the maturity analysis of the contingent liabilities:

Company	Less than 1 year $'000	1 to 5 years $'000	Total $'000
31 March 2025			
Corporate guarantee in favour of a subsidiary	399	933	1,332
31 March 2024			
Corporate guarantee in favour of subsidiaries	1,277	1,133	2,410

30. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

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	**Note**	**2025 $'000**	**2024 $'000**
Financial assets at amortised cost			
Cash and cash equivalents	17	2,221	385
Trade and other receivables (excluding GST receivables)		6,837	9,344
Other assets (excluding prepayment)	19	165	311
		9,223	10,040
Financial liabilities at amortised cost			
Loans and borrowings	22	2,981	4,867
Payables and accruals (excluding GST payables)		5,460	7,115
Lease liabilities	24(b)	442	475
		8,883	12,457
Company			
Financial assets at amortised cost			
Cash and cash equivalents	17	30	33
Trade and other receivables	18	2,093	2,100
		2,123	2,133
Financial liabilities at amortised cost			
Loans and borrowings	22	1,649	1,533
Payables and accruals (excluding GST payables)		2,594	1,963
		4,243	3,496

31. FAIR VALUES OF ASSETS AND LIABILITIES

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

(a) Level 1 – the fair values of assets and 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 assets and liabilities are determined using the other observable, either directly or indirectly, inputs such as quoted prices for similar assets/liabilities in active markets or included within Level 1, quoted prices for identical or similar assets/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 assets and 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 liability that are measured at fair value on a recurring basis in the statement of financial position after initial recognition.

Group and Company	**Fair value measurements using**			
	Level 1 $'000	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
2025				
Financial liability				
Redeemable convertible bond	–	319	–	319
2024				
Financial liability				
Redeemable convertible bond	–	304	–	304

Except as disclosed in the respective notes, the carrying amounts of the current financial assets and financial liabilities, including cash and cash equivalents, trade and other receivables, other assets, loans and borrowings, lease liabilities and payables and accruals, approximate their respective fair values due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

Level 2

Redeemable convertible bond

The debt component of the convertible bond was valued using the discounted cash flow method while the derivative component of the convertible bond was valued using the binomial tree model based on the market value of share, risk-free rate and volatility of share price.

32. CAPITAL MANAGEMENT POLICIES AND OBJECTIVES

The objectives when managing capital are to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the financial year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt.

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital (as shown below). Net debt is calculated as loans and borrowings and lease liabilities less cash and cash equivalents. Adjusted capital comprises all components of equity attributable to owners of the Company.

	Group	
	2025 $'000	2024 $'000
Net debt		
Loans and borrowings (Note 21)	2,981	4,867
Lease liabilities (Note 24)	442	475
Less: cash and cash equivalents (Note 17)	(2,221)	(385)
	1,202	4,957
Adjusted capital		
Total equity attributable to owners of the Company	4,033	6,815
	4,033	6,815
Debt-to-adjusted capital ratio	30%	73%

The review of the Group's capital risk management policies and objectives is conducted by the Audit Committee and the Board of Directors.

33. EVENT SUBSEQUENT TO THE REPORTING DATE

On 9 July 2025 and 10 July 2025, the Group received loans of $500,000 and $2,500,000, respectively, from a substantial shareholder and director of the Group, both loans are repayable in July 2026.

STATISTICS OF SHAREHOLDINGS

AS AT 30 JUNE 2025

Issued and fully paid-up capital	:	$19,753,430.662
Number of issued share	:	74,772,914
Number of issued shares (excluding treasury shares)	:	73,696,114
Number / Percentage of Treasury Shares	:	1,076,800 (1.44%)
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	71	8.20	1,373	0.00
100 - 1,000	362	41.80	137,806	0.19
1,001 - 10,000	237	27.37	1,133,089	1.54
10,001 - 1,000,000	186	21.48	17,159,179	23.28
1,000,001 AND ABOVE	10	1.15	55,264,667	74.99
TOTAL	**866**	**100.00**	**73,696,114**	**100.00**

SHAREHOLDING HELD IN HANDS OF PUBLIC

Based on the information available to the Company as at 30 June 2025 approximately 41.15% of the issued ordinary shares of the Company is held by the public and therefore, the Company is in compliance with Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited.

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	BENEDICT CHEN ONN MENG	35,521,569	48.20
2	CHEN SIEW MENG	4,912,800	6.67
3	OCBC SECURITIES PRIVATE LIMITED	3,225,678	4.38
4	LIM SIM BENG	2,749,000	3.73
5	MAYBANK SECURITIES PTE. LTD.	2,097,000	2.85
6	CITIBANK NOMINEES SINGAPORE PTE LTD	1,767,755	2.40
7	KANG BENG CHIANG	1,513,875	2.05
8	CHNG BENG GUAN	1,200,000	1.63
9	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,167,400	1.58
10	TOH GUAN HENG	1,109,590	1.51
11	CHNG BENG HUA	865,880	1.17
12	FREDDIE FONG CHEE ENG	861,375	1.17
13	NG SOON HOCK (HUANG SHUNFU)	612,200	0.83
14	TAN ENG HONG	598,600	0.81
15	SEOW YIN KHOI	591,700	0.80
16	JENNY KANG	500,000	0.68
17	YAP HOCK BENG	483,000	0.66
18	KUAH ANN SOON	451,300	0.61
19	MORPH INVESTMENTS LTD	391,200	0.53
20	LIU YANG	370,000	0.50
	TOTAL	**60,989,922**	**82.76**

STATISTICS OF SHAREHOLDINGS

AS AT 30 JUNE 2025

NO.	NAME	DIRECT INTEREST NO. OF SHARES	%	DEEMED INTEREST NO. OF SHARES	%
1	BENEDICT CHEN ONN MENG (1)	35,747,569	48.50	175,200	0.24
2	ONG AI LING	6,160,100	8.36	–	–
3	WONG KIM SIONG	7,000,000	9.50	–	–
4	CHEN SIEW MENG (2)	4,912,800	6.67	2,537,720	3.44

(1) Benedict Chen Onn Meng's deemed interest arises from shares held through his CPF investment account, UOB Kay Hian Private Limited.

(2) Chen Siew Meng has 12,900 ordinary shares held under the name of OCBC Nominees Singapore Pte Ltd & 2,524,820 ordinary shares held under OCBC Securities Pte Ltd.

NOTICE OF ANNUAL GENERAL MEETING

To: All Shareholders

Dear Sirs

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of the Company will be held at 38 Tuas Crescent Singapore 638725 on 31 July 2025 at 1.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY BUSINESS

1. To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 March 2025 together with the Auditors' Report thereon. **Resolution 1**

2. To re-elect the following director retiring pursuant to the Company's Constitution and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"): **Resolution 2**

   Mr Benedict Chen Onn Meng (Article 104)

3. To re-elect the following director retiring pursuant to the Company's Constitution: **Resolution 3**

   Ms Lok Pei San (Lu Peishan) (Article 114)

   Ms Lok Pei San (Lu Peishan) shall, upon re-election as Independent Non-Executive Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee. Ms Lok Pei San (Lu Peishan) shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To note the retirement of Mr Hew Koon Chan as a director of the Company.

5. To approve the additional Directors' fees of $26,171 for the year ended 31 March 2025, payable half-yearly in arrears. **Resolution 4**

   [See Explanatory Note (i)]

6. To approve the Directors' fees of $125,000 for the year ending 31 March 2026, payable half-yearly in arrears. **Resolution 5**

7. To note that Forvis Mazars LLP has expressed that they will not seek re-appointment as auditors of the Company.

AS SPECIAL BUSINESS

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

8. **Proposed Appointment of Auditor – Foo Kon Tan LLP** **Resolution 6**

   "That:

   (a) Foo Kon Tan LLP, having consented to act, be and are hereby appointed as statutory auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company for such fee and on such terms as may be agreed between the Directors and Foo Kon Tan LLP; and

   (b) the Directors and any one of them be and are hereby authorised to approve and complete and do all such acts and things (including, without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this ordinary resolution."

9. **Proposed Share Issue Mandate** **Resolution 7**

That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

(a) (i) allot and issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued pursuant to sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of this Resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) 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 this Resolution is passed.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held whichever is earlier."

[See Explanatory Note (ii)]

10. And to transact any other business which may be properly transacted at an Annual General Meeting.

EXPLANATORY NOTES:

(i) The proposed Resolution 4 above is to seek shareholders' approval for additional directors' fees for the financial year ended 31 March 2025, due to a shortfall in the amount approved at the last AGM.

(ii) The proposed Resolution 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting 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 earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

BY ORDER OF THE BOARD

SIA HUAI PENG
Company Secretary
Singapore

Date: 15 July 2025

Notes:

A member of the Company (not being a relevant intermediary) is invited to attend physically, speak and vote at the Annual General Meeting ("AGM or Meeting"). There will be no option for shareholders to participate virtually. Printed copies of this notice of AGM ("Notice") and the proxy form will be sent to Shareholders and be made available on SGXNET at: https://www.sgx.com/securities/company-announcements and the Company's website at: https://www.vibropower.com in accordance with the Listing Rules of the SGX-ST. The Annual Report for the financial year ended 31 March 2025 and other documents accompanying the Notice will also be made available on SGXNET and the Company's website. Physical copies of the Annual Report will not be posted to Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

1. Arrangements for participation in the AGM physically

a) Members (including CPF Investment Scheme ("CPFIS") and Supplementary Retirement Scheme ("SRS") investors) may participate in the AGM by:

(a) attending the AGM in person;

(b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or

(c) voting at the AGM

(i) themselves personally; or

(ii) through their duly appointed proxy(ies).

b) CPFIS and SRS investors who wish to appoint the Chairman of the AGM (and not third party proxy(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see notes under PROXY VOTING below for details.

2. Proxy Voting

a) A member entitled to attend and vote at a general meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.

b) Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at a general meeting. Relevant intermediary is either:

(i) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;

(ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds in that capacity; or

(iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF investors.

c) In relation to a relevant intermediary who wishes to appoint more than two proxies, it should annex to the instrument appointing a proxy or proxies the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF investors as its proxies shall comply with this Note.

d) If a proxy is to be appointed, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

(i) if by post, to the Company, at **11 Tuas Avenue 16 Singapore 638929** (Opening Hours is 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(ii) if sent by email, to the Company at vote@vibropower.com.

in either case, not less than 48 hours before the time for holding the AGM and at any adjournment thereof.

e) A proxy need not be a member of the Company.

f) A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. If the Chairman of the AGM is appointed, the proxy form must indicate how the Chairman is to vote, i.e., for, against or abstain for each resolution to be passed. If no such indication is made for a resolution or resolutions, the proxy of the Chairman for that resolution or resolutions to vote will not be valid.

g) CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators:

(i) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or

(ii) may appoint Chairman of the AGM as proxy, should approach their respective agents, including CPF Agent Banks and SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 1:30 p.m. on 22 July 2025) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

h) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument of proxy) and received after the cut-off at 1:30 p.m. on 29 July 2025. In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy or proxies.

3. Shareholders' Queries

a) Shareholders may submit their questions in advance of the AGM.

b) All questions must be submitted no later than 1:30 p.m. on 24 July 2025 to the Company:

(i) via post, at **11 Tuas Avenue 16 Singapore 638929** (Opening Hours is 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(ii) via email to vote@vibropower.com.

c) For verification purpose, when submitting any questions by post or via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, contact number, NRIC / passport number / company registration number, shareholding type and number of shares held).

d) The Company will endeavour to address the substantial and relevant queries from Shareholders no later than **48 hours prior to the closing date and time for the lodgment of the proxy forms**. The minutes of the AGM, which will also include the responses to substantial and relevant queries from Shareholders referred to above and/or which are addressed during the AGM, will also be published on the SGX website, within one (1) month from the conclusion of the AGM.

Important reminder. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNet. Members are advised to check SGXNet regularly for any further updates.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) 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.

VIBROPOWER CORPORATION LIMITED
Registration No. 200004436E

ANNUAL GENERAL MEETING
PROXY FORM

IMPORTANT:
1. The Annual General Meeting (the "Meeting") will be held physically at 38 Tuas Crescent Singapore 638725 There will be no option for shareholders to participate virtually.
2. For investors who have used their CPF monies and/or SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF and/or SRS investors who wish to vote should contact their CPF and/or SRS Approved Nominees to submit their voting instructions by 1:30 p.m. on 22 July 2025.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in this proxy form and the Notice of Annual General Meeting dated 15 July 2025.

I/We, ____ (Name)
______________________________________ (NRIC/Passport No./Company Registration No.) of
____ (Address)
being a member(s) of VibroPower Corporation Limited (the "Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or*

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing *him/her/them, the Chairman of the Annual General Meeting as my/our proxy to attend, speak and to vote for me/us on my/our behalf at the 2025 Annual General Meeting of the Company ("AGM") to be held at 38 Tuas Crescent Singapore 638725 on 31 July 2025 at 1:30 p.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against or abstain from voting the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specified directions as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the Annual General Meeting and at any adjournment thereof.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

No.	Resolutions	For**	Against**	Abstain**
1	Directors' Statement and Audited Accounts for the year ended 31 March 2025			
2	Re-election of Mr Benedict Chen Onn Meng as Director			
3	Re-election of Ms Lok Pei San (Lu Peishan) as Director			
4	Approval of Directors' fees for the year ended 31 March 2025, payable half-yearly in arrears			
5	Approval of Directors' fees for the year ending 31 March 2026, payable half-yearly in arrears			
6	Appointment of Foo Kon Tan LLP as Auditors			
7	Proposed Share Issue Mandate			

Notes:
* Delete accordingly
** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick "X" in the relevant box provided. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this ____________ day of ____________ 2025

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

____
Signature(s) of Shareholder(s)/or Common Seal of Corporate Shareholders

IMPORANT: PLEASE READ NOTES OVERLEAF

NOTES:

1. Please insert the total number of shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.

2. A member entitled to attend and vote at a general meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.

   Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at a general meeting. Relevant intermediary is either:

   (i) a banking corporation licensed under the Banking Act 1970 of Singapore or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;

   (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act 2001 of Singapore and holds in that capacity; or

   (iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased on behalf of CPF investors.

4. A proxy need not be a member of the Company.

5. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.

6. The instrument appointing the proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

   (a) if by post, to the Company, at **11 Tuas Avenue 16, Singapore 638929** (Opening Hours is 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

   (b) if sent by email, to the Company, at vote@vibropower.com

   in either case, not less than 48 hours before the time for holding the AGM and at any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing the proxy is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.

8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

9. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM.

10. The Company shall be entitled to reject the instrument appointing a proxy or proxies or the Chairman of the AGM as proxy 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 the Chairman of the AGM as proxy. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register at seventy-two (72) hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.

11. For investors who have used their CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) to buy Shares, 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 Investors and/or SRS Investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 1.30 p.m. on 22 July 2025).

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s), as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 15 July 2025.

VIBROPOWER

THE CUSTOM POWER SPECIALIST

VibroPower Corporation Limited
11 Tuas Avenue 16
Singapore 638929
Company Registration No.: 200004436E

www.vibropower.com