BEVERLY JCG LTD.

BEVERLY WILSHIRE
MEDICAL CENTRE
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READY TO TAKE-OFF WITH

INNOVATION

ANNUAL REPORT 2024

CONTENTS

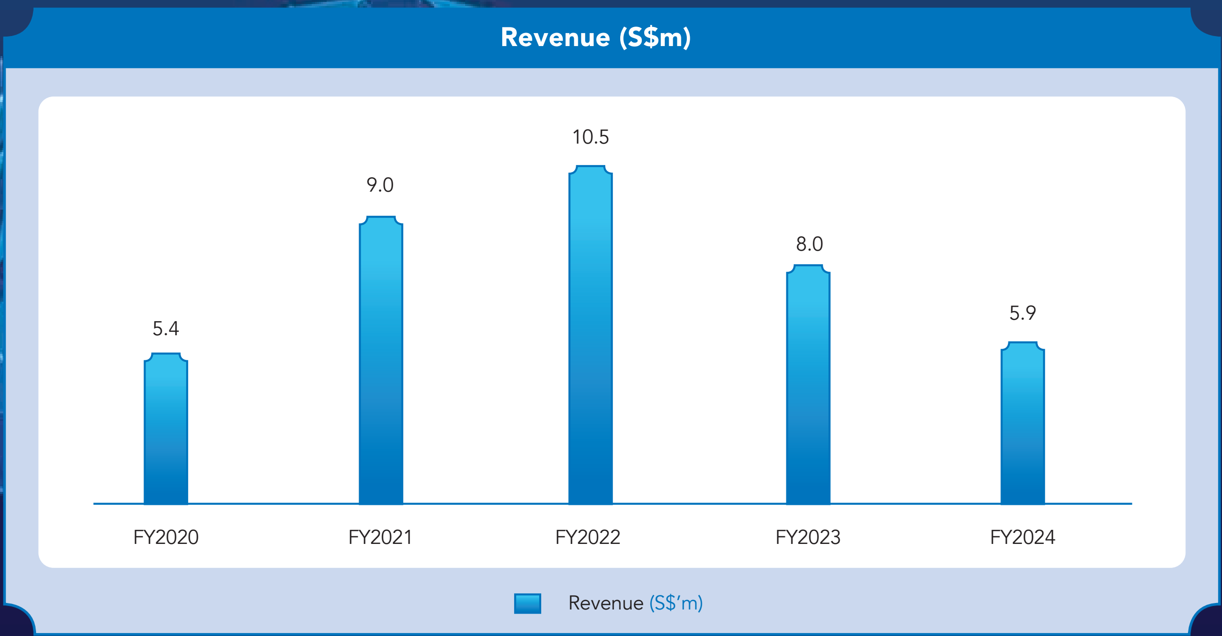
This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or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

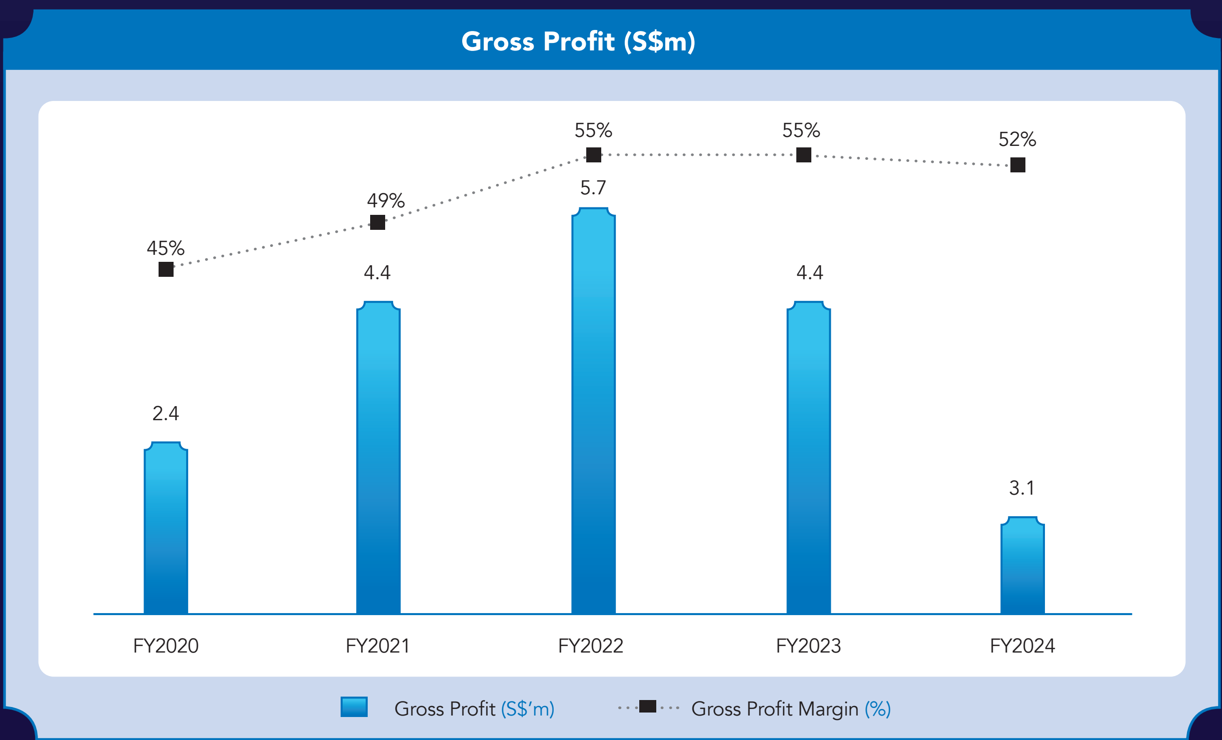
The contact person for the Sponsor is Mr. Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.

KEY MILESTONES ACHIEVED IN FY2024

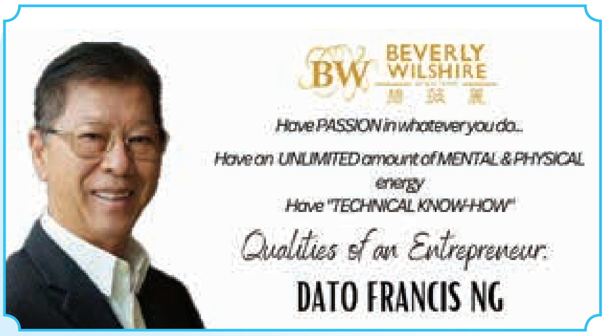
- BWMCKL paid off RM7 million term loan and IF facilities from UOB Malaysia in October 2024.
- Re-structured operations and commenced renting out Excess Capacity Operating Theatres to generate additional revenue stream of approximately RM1.6 million p.a. in improved cash flow from Q4 2024.
- Extensive Cost and Expense reduction to save approximately RM1.5 million p.a. from Q4 2024 onwards.
- Conservative provisions for loss allowances on trade and other receivables and impairment losses on goodwill, intangible assets and property, plant and equipment of approximately S$3.5 million in FY2024.

FINANCIAL HIGHLIGHTS





CEO'S STATEMENT



DEAR SHAREHOLDERS,

It is my privilege to present Beverly JCG's annual report for the financial year ended 31 December 2024 ("**FY2024**"). This year marked several significant achievements in our journey, particularly in strengthening our financial position and operational efficiency.

A key milestone was the full repayment of our RM7 million UOB loan in October 2024. This achievement has yielded substantial benefits, contributing to annual cash flow savings of RM2.1 million. The loan settlement, combined with strategic operational restructuring, has led to significant cost reductions at Beverly Wilshire Medical Centre Sdn Bhd ("**BWMCKL**"). These include streamlining our operating theatres from three shifts to one, outsourcing our marketing and human resource functions to external providers, as well as savings from interest expenses. Together, these measures have generated an additional RM1.5 million in annual cost savings.

Our joint venture with GY Beauty Aesthetic International Sdn. Bhd. ("**GY**") has proven particularly fruitful, contributing an additional RM1.6 million to our annual revenue. We are also actively pursuing opportunities to monetise excess capacity in our operating theatres, an initiative expected to generate additional revenue. As part of our ongoing efficiency drive, we will implement further cost optimisation measures in 2025. These initiatives align with our ongoing commitment to maximising shareholder value whilst maintaining the highest standards of service quality.

I am also pleased to report the successful completion of the Company's S$900,000 private placement exercise. This strategic capital raising exercise has strengthened our financial foundation and demonstrates strong investors confidence in our growth trajectory.

The Group recorded a total revenue of S$5.9 million in FY2024, a 27% decrease from the previous year, mainly due to refurbishment work carried out on the 9th floor to accommodate GY's entry into BWMCKL. Gross profit decreased to S$3.1 million from S$4.4 million in FY2023, reflecting the reduced revenue. Full-year net loss attributable to equity holders of the company widened to S$4.9 million (FY2023: S$2.2 million), driven by provisions of S$3.5 million in impairment losses on goodwill, intangible assets, property, plant and equipment, and loss allowances on trade and other receivables.

[1] https://www.grandviewresearch.com/press-release/global-aesthetic-medicine-market
[2] https://www.astuteanalytica.com/industry-report/asia-pacific-aesthetic-medicine-market
[3] https://www.astuteanalytica.com/industry-report/asia-pacific-aesthetic-medicine-market

CEO'S STATEMENT

Moving forward, we remain focused on broadening our market presence and elevating our service offerings through innovation. With our strengthened financial position and clear strategic direction, we are well-positioned to capitalise on the growing opportunities in the aesthetic medicine market across the Asia-Pacific region.

Thank you for your continued support as we work towards achieving new heights in 2025 and beyond.

Dato' Ng Tian Sang @ Ng Kek Chuan
Deputy Chairman and Chief Executive Officer

Looking back, our achievements this year would not have been possible without the steadfast support of our stakeholders. I extend my heartfelt appreciation to our shareholders, clients, and business partners for their continued trust. Special recognition goes to our dedicated team of doctors and staff, whose commitment to excellence remains the cornerstone of our success.

BUSINESS SEGMENTS

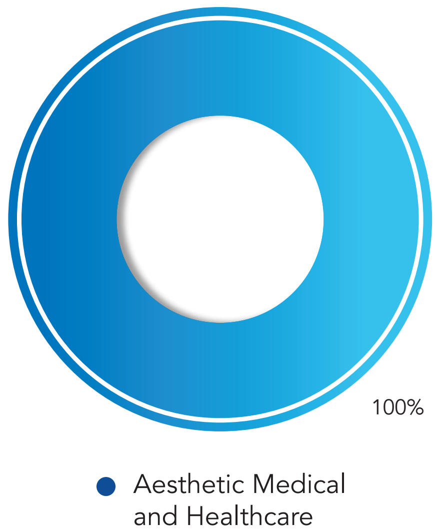
Aesthetic Medical and Healthcare

The provision of aesthetic medical services comprise aesthetic medical, beauty and wellness services.

Trading and Distribution

Trading and distributing steel raw materials, consumables, instruments, and semi-finished products to steel mills, iron and steel foundries, and aluminum smelters in the Asia-Pacific region. Additionally, the Group provides ancillary services to support our clients' needs.

Business Segment by FY2024 Revenue

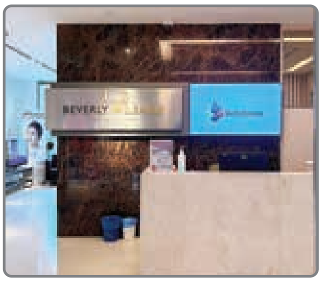


Aesthetic Medical and Healthcare

24 Professional Doctors

Professional doctors across diversified medical specialisations such as cosmetic surgery, anaesthesiology, aesthetic medicine, dentistry, dermatology, orthopedic surgery, immunology, oral and maxillofacial surgery and cardiology.

2 Medical Centres



Medical centres are fully equipped with operating theatres for invasive cosmetic surgery and aesthetic medical treatments and wards for patients post surgery. Each medical centre is also equipped with treatment rooms for minimal invasive and non-invasive treatments.

6 Clinics

BW Aesthetics Clinic caters for a full range of services such as injectables, lasers, body contouring and health management.

BW Dental clinic provides general and specialist dentistry such as Orthodontics (braces, clear aligners), Prosthodontics (veneers, implants, crowns), Periodontics (gum health) and Restorative Dental (Oral Health and Aesthetics).

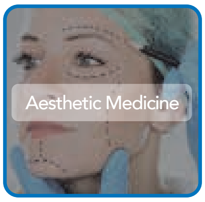
BUSINESS SEGMENTS

Product And Services

Experienced & Board-certified

All surgeons and anaesthetists are registered under the National Specialist Register (NSR) Malaysia with a combined experience of over 75 years in the field of cosmetic surgery.

List of top procedures include:
- Facelift
- Blepharoplasty
- Rhinoplasty
- Breast Augmentation
- Tummy Tuck
- Liposuction
- Hair Restoration

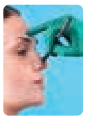


Fully Licensed & Accredited

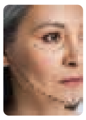
Beverly Wilshire Medical Centre is a fully-integrated medical centre licensed by the Ministry of Health (MOH) Malaysia providing high-quality treatment accessible to as many people as possible.

Top Procedures:
1. Pico Laser
2. CO2 Lasers
3. Thermage
4. Botulinum Toxin (Botox)
5. Fillers
6. Skin Boosters
7. Lasers
8. Thread Lift
9. Fat Reduction
10. Hair Loss Treatment

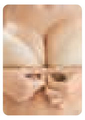
Types of Procedures



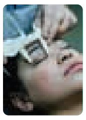
Rhinoplasty
Enhance and alter the size, shape and angle of your nose or correct structural problems with the nose that cause chronic congestion and breathing problems.



Face Lift
Removes or reduces the appearance of wrinkles and sagging of the face caused by age.



Breast Augmentation
Enhance and to correct various facets of body contours. FDA-approved (U.S. Food and Drug Administration) silicone gel-filled breast implants.



Blepharoplasty (Eyelid Surgery)
Cosmetic eye surgery for double eyelids, drooping eyelids, elongating eyes, etc.

Aesthetic Medicine

Injectables | Fillers | Skin Boosters | Platelet Rich Plasma (PRP) | Laser

Skin Tightening Therapy

Thermage | Ultherapy | Thread Lift | Exilis

Weight & Fat Reduction

Fat Reduction Therapy | Weight Management

Hair Treatment

Hair Loss Treatment

OPERATIONS AND FINANCIAL REVIEW

In the financial year ended 31 December 2024, Beverly JCG Ltd. (the "**Company**") faced significant challenges and transformations amidst an evolving market landscape. The financial results reflect both sector-wide pressures and company-specific restructuring efforts. Despite these hurdles, the Company maintained its focus on strategic initiatives aimed at long-term growth and stability.

Revenue Performance

The Group recorded a total revenue of S$5.9 million, marking a 27% decrease from the previous year. This decline was predominantly driven by lower contributions from the aesthetic medical and healthcare segment, a result of renovation activities at BWMCKL and the impact of key personnel changes at Beverly Bangsar Sdn Bhd ("**BBSB**"). Additionally, the trading and distribution segment did not generate any revenue during the year.

Profitability and Costs

The Company's gross profit decreased to S$3.1 million in FY2024 from S$4.4 million in FY2023, reflecting the reduced revenue. Full-year net loss attributable to equity holders of the Company widened to S$4.9 million (FY2023: S$2.2 million), driven by provisions of S$3.5 million in impairment losses on goodwill, intangible assets, property, plant and equipment, and loss allowances on trade and other receivables.

Operational Restructuring

The Company executed several strategic adjustments to address the challenges faced in FY2024. These included a significant cost rationalisation, where administrative expenses were reduced by 14% to S$5.6 million and distribution costs were cut by 39% to S$147,000. Additionally, the company focused on asset rationalising, recognising provisions of S$1.9 million in impairment on underutilised property, plant and equipment, and writing off S$1.3 million in goodwill and intangible assets. Excluding these provisions and write-offs, the Group's loss before income tax would have been S$2.6 million.

Cash Flow and Financial Position

Despite operational challenges, the company sustained liquidity through a positive operating cash flow of S$1.7 million. This was partially offset by capital expenditure of S$0.05 million and net cash used in financing activities of S$0.7 million. Total borrowings decreased by 38% to S$664,000 in FY2024. By year-end, cash reserves had increased to S$858,000.

OPERATIONS AND FINANCIAL REVIEW

Strategic Initiatives and Outlook

The Group's collaboration with third parties has been especially beneficial in generating additional revenue, and the Group continues to actively explore ways to monetise surplus capacity in its operating theatres. In line with the continuous efficiency efforts, the Group plans to introduce further cost-saving measures in 2025. These initiatives support the Company's ongoing dedication to maximising shareholder value while upholding the highest standards of service quality.

Looking ahead, the Company is committed to expanding its market presence in the rapidly growing Asia-Pacific aesthetic medicine sector. The successful completion of a S$900,000 private placement has bolstered the company's capital base, setting the stage for future growth.

In conclusion, while 2024 posed several challenges, the Company remains resilient and focused on strategic growth, supported by a strengthened financial foundation and clear operational goals.

BOARD OF DIRECTORS

Mr. Yap Siean Sin

Independent Non-Executive Chairman

Mr. Yap Siean Sin was appointed as an Independent Director of the Company on 27 June 2017. He was subsequently re-designated as an Independent Non-Executive Chairman of the Company on 1 January 2023. Mr. Yap holds post-graduate qualifications in architecture as well as in town planning. Mr. Yap has extensive experience as a consultant architect and town planner, and also in the business management of numerous construction and property development projects in Malaysia, Singapore and the People's Republic of China. He is a corporate member of the Royal Institute of British Architects, the Malaysian Institute of Town Planners, the Malaysian Institute of Architects, and the British Institute of Interior Design, and is also an Associate Member of the British Institute of Building Engineers. He holds a Bachelor of Science (Hons) degree in Architecture, a Post Graduate Diploma in Architecture from Robert Gordon University in Aberdeen, UK and a Post Graduate Diploma in Town Planning from the University of Westminster in London, UK.

Dato' Ng Tian Sang @ Ng Kek Chuan

Deputy Chairman and Chief Executive Officer

Dato' Ng Tian Sang @ Ng Kek Chuan was appointed as Non-Executive Chairman of the Company on 29 November 2019. He was subsequently appointed as Executive Chairman and Chief Executive Officer of the Company on 1 June 2020. On 1 January 2023, he was re-designated to Deputy Chairman and Chief Executive Officer of the Company. Dato' Ng oversees the overall management of the Group's business. He also leads the strategic review of the Group's business as well as the implementation of the future plans of the Group as approved by the Board. Dato' Ng is a member of the Malaysian Institute of Accountants (MIA), a member of the Certified Public Accountants (CPA Australia), and a member of the Australian Institute of Company Directors (AICD). He is also the International Honorary President of the Western Australian Chinese Chamber of Commerce (WACCC). Dato' Ng launched his career after acquiring his Bachelor of Commerce degree from the University of Western Australia in 1971. Dato' Ng previously held positions as Business Controller with IBM World Trade Corporation, Malaysia (1973-1979), Executive Chairman of Econstate Bhd., Chairman of PanGlobal Insurance Bhd., and Executive Deputy Chairman of PanGlobal Bhd. (1995-1999), and Deputy President of the Real Estate and Housing Developers Association (REHDA) (1997-1999). Dato' Ng also served as Executive Deputy Chairman of Midwest Corporation Ltd. (2006-2010) and Senior Independent Non-Executive Director of Tropicana Corporation Bhd. (2011-2015). Dato' Ng currently serves as independent director of Lien Hoe Corporation Berhad listed in the main board of Bursa Malaysia.

BOARD OF DIRECTORS

Mr. Howard Ng How Er

Executive Director and Deputy Chief Executive Officer

Mr. Howard Ng How Er was appointed as Executive Director of the Company on 29 November 2019. He was subsequently appointed as Deputy Chief Executive Officer of the Company on 23 December 2019. Mr. Ng has been leading the Beverly Wilshire Medical Group of Companies since 2017, managing day-to-day operations and implementing strategic business plans. He has introduced new service offerings such as Orthopaedics and Men's Health to expand the Beverly Wilshire Medical Group's market reach. Prior to Beverly Wilshire Medical Group of Companies, Mr. Ng was attached to Tropicana Danga Cove Sdn Bhd, a joint venture between two large property development companies in Malaysia with over 180 acres of development land within Iskandar Malaysia. Mr. Ng has accumulated over 15 years of experience in various industries, including Property Development, Fast-Moving Consumer Products (FMCG) and Information Technology. He holds a Bachelor's degree in Economics from the University of Western Australia.

Mr. Ng Jwee Phuan @ Frederick (Eric)

Independent Director

Mr. Ng was appointed as an Independent Director of Beverly JCG Ltd with effect from 1 July 2024.

He has been the Principal Consultant of Chadway Management Service Pte Ltd since 1982. He is responsible for providing operational management, planning and executing growth strategies, merger and acquisition activities and corporate finance services to companies in Singapore and the region, including the PRC. He also advises on business growth and globalisation strategies, capital market and corporate governance issues and is an active capital market intermediary matching capital with business.

Mr. Ng has chaired Shareholders' and Board meetings, Audit and Remuneration Committees of public companies listed on the Singapore Exchange (SGX) and the Australian Securities Exchange (ASX) since 2000. He has also been a member of various Nomination, Audit and Remuneration Committees.

He was the Lead Independent Director at SGX Mainboard-listed Chasen Holdings Ltd since 2008 and became its Non-Executive Chairman from 2014 through 2020. Mr Ng also served as a Non-Executive Director of ASX-listed GBM Gold Ltd since 2009 and was appointed its Non-Executive Chairman on 1 Jan 2014. He also served as a Non-Executive Director of Richfield International Ltd and Ephraim Resources Ltd. These ASX-listed companies have since been privatized.

Mr. Ng is also active in various societies and institutions, being a member of the Singapore Institute of Directors and a Fellow of the Singapore Human Resource Institute. He also served as District Governor for Singapore of Lions Clubs International from 2002 to 2003.

EXECUTIVE OFFICER

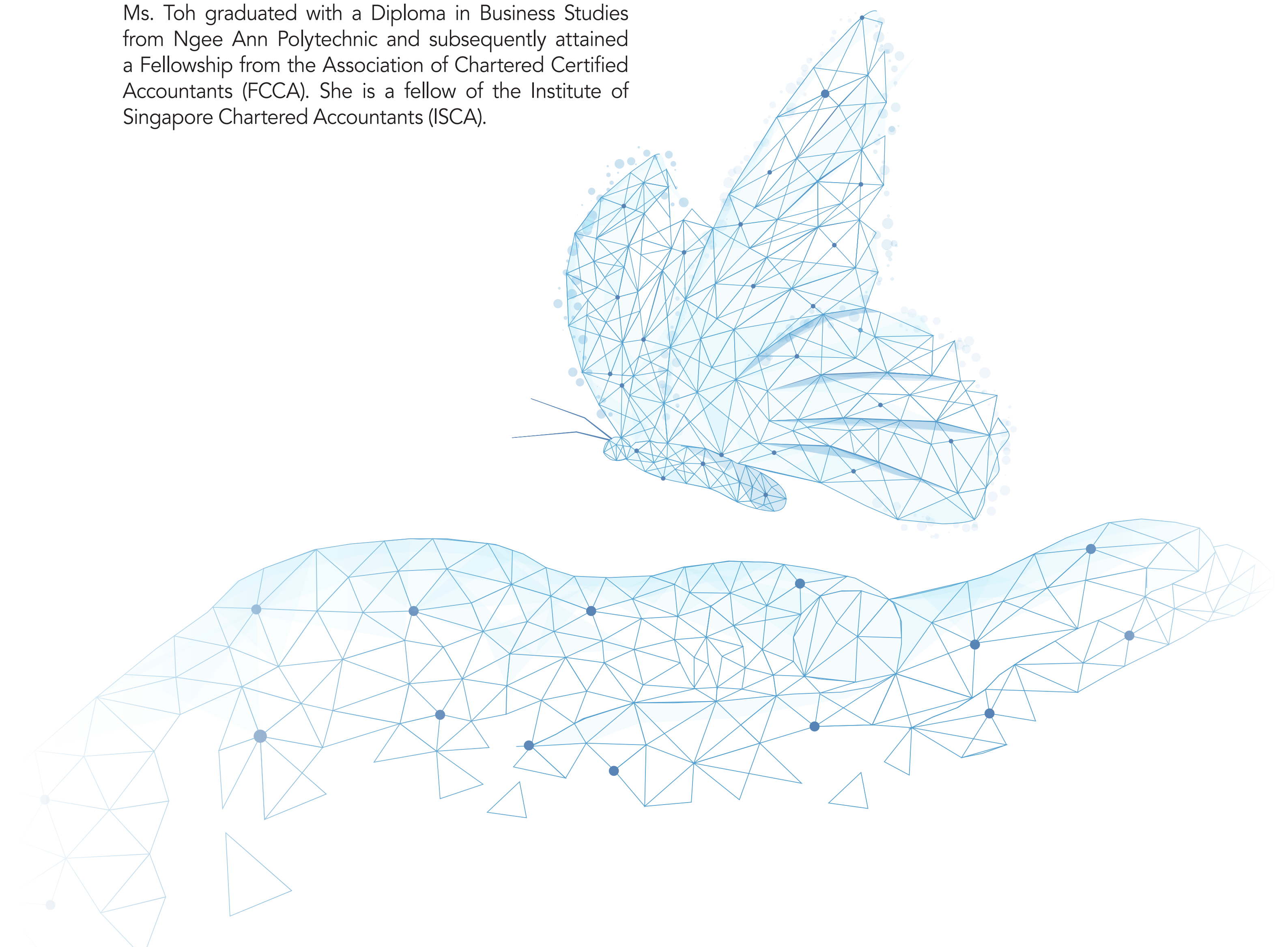
Ms. Toh Chiew Khim, Phyllyst

Chief Financial Officer

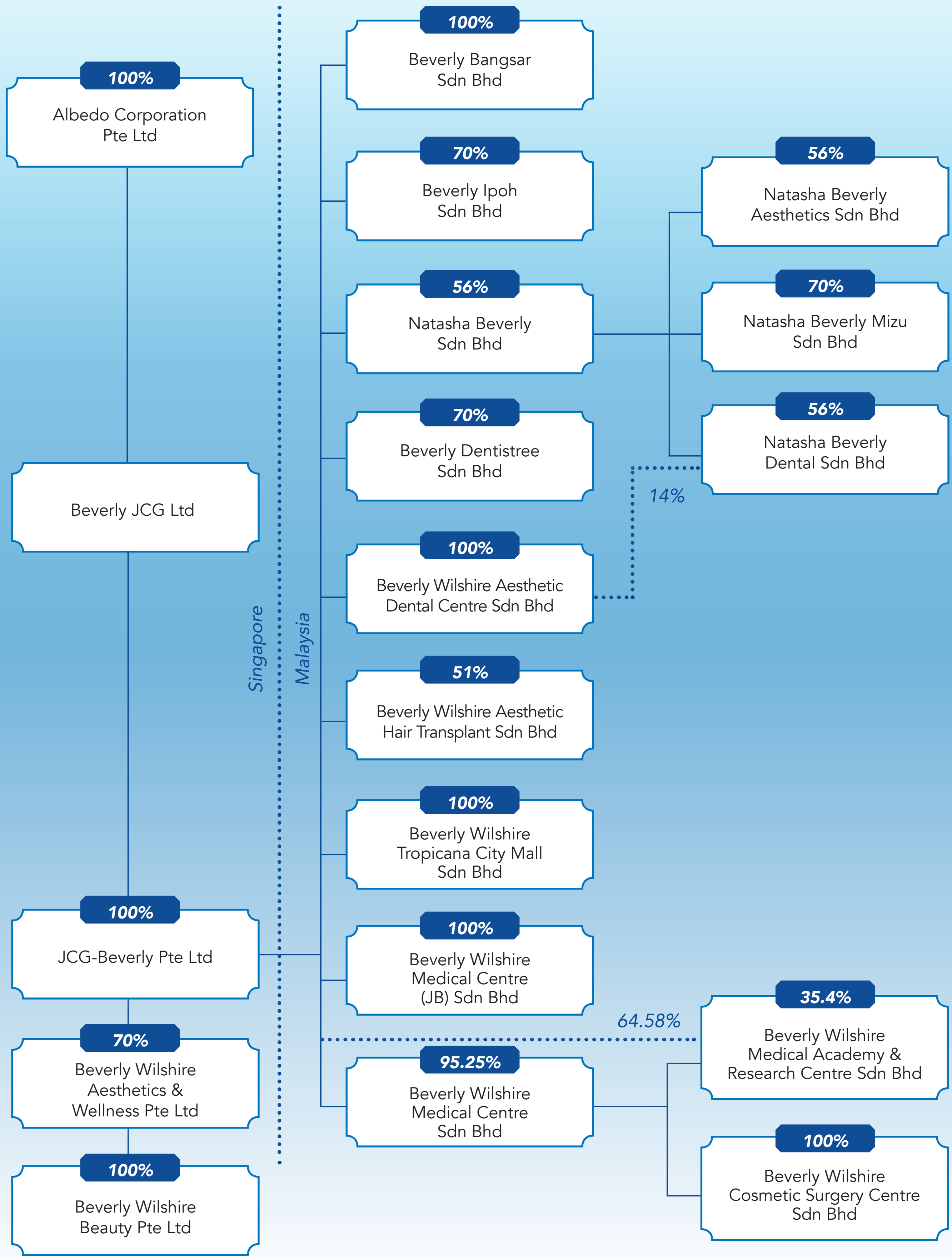
Ms. Toh Chiew Khim, Phyllyst joined our group on 24 June 2022 and is our Chief Financial Officer. She is responsible for the Group's financial and management accounting, treasury, taxation and other corporate and regulatory compliance matters.

Before joining the Group, Ms. Toh was the Chief Financial Officer of Sanli Environmental Limited from 2016 to 2020, an environmental engineering company in the field of water and waste management listed on the Catalist board of the SGX-ST. Prior to that, she served for 13 years as Group Financial Controller and Chief Financial Officer at Tiong Woon Corporation Holding Ltd., a leading integrated heavy lift specialist and services provider listed on the mainboard of the SGX-ST.

Ms. Toh graduated with a Diploma in Business Studies from Ngee Ann Polytechnic and subsequently attained a Fellowship from the Association of Chartered Certified Accountants (FCCA). She is a fellow of the Institute of Singapore Chartered Accountants (ISCA).



CORPORATE STRUCTURE



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr Yap Siean Sin
Independent Non-Executive Chairman

Dato' Ng Tian Sang @ Ng Kek Chuan
Deputy Chairman and Chief Executive Officer

Mr Howard Ng How Er
Executive Director and Deputy Chief Executive Officer

Mr Ng Jwee Phuan @ Frederick (Eric)
Independent Director

AUDIT COMMITTEE

Mr Yap Siean Sin
Mr Ng Jwee Phuan @ Frederick (Eric)

REMUNERATION COMMITTEE

Mr Yap Siean Sin (Chairman)
Mr Ng Jwee Phuan @ Frederick (Eric)

NOMINATING COMMITTEE

Mr Yap Siean Sin (Chairman)
Mr Ng Jwee Phuan @ Frederick (Eric)

RISK MANAGEMENT COMMITTEE

Mr Ng Jwee Phuan @ Frederick (Eric) (Chairman)
Dato' Ng Tian Sang @ Ng Kek Chuan
Mr Howard Ng How Er
Mr Yap Siean Sin

REGISTERED OFFICE

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Ms Ong Beng Hong
Ms Tan Swee Gek

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INDEPENDENT AUDITOR

UHY Lee Seng Chan & Co
Public Accountants and Chartered Accountants
6001 Beach Road, #14-01
Golden Mile Tower
Singapore 199589

Partner-in-charge: Mr Lee Sen Choon
Year of appointment: Financial Year ended 31 December 2024

SPONSOR

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Singapore 068914

SUSTAINABILITY REPORT

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

PREFACE

BALANCED REPORTING APPROACH

BEVERLY JCG LTD. (the "**Company**", and together with its subsidiaries, the "**Group**" or "**BJCG**") is a Singapore-based investment holding company that provides management services and is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited ("**SGX**").

BJCG continues demonstrating its commitment to delivering high-quality medical and healthcare products locally and internationally. Through a balanced reporting approach, the Group aims to provide a transparent and objective account of its economic, environmental, social, and governance ("**EESG**") performance in its sustainability report.

KEY FRAMEWORKS APPLIED AND SCOPE OF THE REPORT

This report is prepared following SGX-ST Listing Rules 711A and 711B, 2021 Global Reporting Initiative ("**GRI**") Sustainability Reporting Standards and the relevant SGX Practice Notes on Sustainability Reporting Guide.

This report presents the sustainability performance and practices of the Group's operating segments, the medical aesthetic segment and trading and distribution segment for the financial year ended 31 December 2024 ("**FY2024**"), unless stated otherwise. The Group complies with the Singapore Financial Reporting Standards and the Companies Act 1967 of Singapore. The objective is to present a comprehensive summary of the Group's sustainability initiatives across all its operations.

ASSURANCE

Management has implemented internal controls and verification processes to ensure the accuracy and reliability of both qualitative and quantitative data. Furthermore, we have considered the recommendations of an ESG consultant when determining material topics and ensuring compliance with SGX-ST Listing Rules.

Our sustainability reporting consultant has reviewed the reporting process to enhance further the credibility of the Group's sustainability reporting following SGX-ST Listing Rules 711B(3).

FEEDBACK

This report is accessible online through SGXNet and https://www.beverlyjcg.com/. The SGX's Core Metrics Index section includes a detailed reference that aligns with the Core ESG Metrics. The Group actively invites feedback from our stakeholders to help improve our sustainability practices. If you have any questions or comments about this report, please email ir@jcg-investment.com.

MATERIALITY

This report highlights the key issues most critical to our business and stakeholders. The Group employs a four-step materiality assessment process to identify, prioritize, and validate these crucial matters. The report also outlines our approach to addressing five (5) material topics that substantially impact business and stakeholder value. We are committed to continually improving the quality of our reporting and actively seek feedback from stakeholders to drive ongoing enhancement in this area.

PREFACE

DISCLAIMER

This report contains forward-looking statements incorporating assumptions, risks, and uncertainties. Due to various risks, uncertainties, and assumptions, future performance, outcomes, and results may vary significantly from those expressed in these forward-looking statements. These statements are based on management's current views of future events, which are subject to change. Several factors may lead to outcomes that substantially differ from the implications or suggestions of these forward-looking statements.

BOARD RESPONSIBILITY STATEMENT

We are pleased to present the annual Sustainability Report of BJCG for FY2024. This report highlights our commitment to sustainable growth in the medical aesthetic sector segment. Sustainability is a fundamental part of our long-term strategy that contributes to creating value for our stakeholders. We have diligently identified and reviewed key EESG factors and ensured internal data was monitored for accuracy.

Looking ahead, we are also exploring the potential implementation of external assurance. The Board actively oversees these initiatives and ensures that sustainability is integrated into our strategic direction and business decision-making processes.

The report also emphasizes BJCG's commitment to the 17 United Nations Sustainable Development Goals ("**UN SDGs**"), aligning these goals with the Group's sustainability efforts. By incorporating these global objectives into our strategy, the Group aims to generate long-term value for stakeholders and positively impact the environment.

We welcome feedback from stakeholders, including customers, business partners, and the public. Their input is crucial in refining our sustainability strategy and strengthening our commitment to best practices in EESG reporting. The Board has reviewed and approved all the topics this EESG report covers.

Dato' Ng Tian Sang @ Ng Kek Chuan
Deputy Chairman and Chief Executive Officer
14 April 2025

WHO WE ARE

BJCG is a Singapore-based investment holding company that provides management services and is listed on SGX. Its subsidiaries primarily focus on the aesthetic medical and healthcare industries. The subsidiaries specialize in aesthetic medical services, including beauty and wellness.

Furthermore, the Group is engaged in investment holding, management services, marketing, distribution, and related services.

VISION, MISSION AND CORPORATE VALUES

Vision

To be a Leading Regional and Household Brand in the Medical Aesthetics and Healthcare.

Mission

Enable everyone to attain and maintain individual perfection in Beauty, Health and Wellness from inside out.

Corporate Values

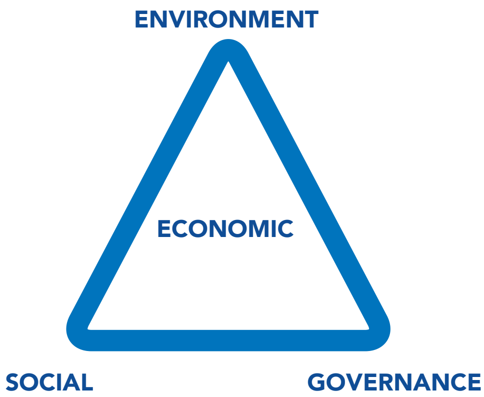
Delivering on this state of balance between one's Health and Wealth is the corporate motivation for BJCG as we enter a fresh chapter to Rebrand, Rebuild and Rejuvenate ourselves.

SUSTAINABILITY

SUSTAINABILITY STRATEGY

Our business management and operations are primarily driven by a commitment to sustainability and creating value for people and the planet. At the core of this commitment is our dedication to advancing the transition to a low-carbon economy, as outlined in the Net Zero Carbon Emissions ("**NZCE**") 2050 Roadmap established by the United Nations.

Sustainability is a core element of our business strategy, embedded across the Group through a comprehensive framework built around four (4) key pillars: ESG. This framework encompasses various focus areas and aligns with seven selected UN SDGs, comprehensively addressing all three ESG pillars.



ENVIRONMENT

The Group has implemented efficient energy management practices to enhance our Sustainability Strategy as part of our Environmental Stewardship. In response to growing stakeholder expectations, the Group will focus on reducing Scope 1 and 2 emissions, advancing our goal of NZCE by 2050. This initiative aligns with two selected UN SDGs.

SOCIAL

The Group is focused on cultivating an inclusive workplace where respect, fairness, and equality are at the forefront. The Group recognizes employees' vital role in its success and is dedicated to offering continuous training and development opportunities. The Group strives to empower employees to improve their skills and achieve their full capabilities. This initiative supports three selected UN SDGs.

GOVERNANCE

The Group ensures adherence to various laws and regulations, including the Code of Corporate Governance 2018, SGX-ST Listing Rules, and the Securities and Futures Act. The management frequently evaluates regulatory updates, informs staff of relevant changes, and tracks activities and performance through established procedures. The Board is informed of legal, accounting, and regulatory updates, and the Company Secretary disseminates articles and reports through SGXNet. This commitment underscores our dedication to best practices and proactive sustainability, which are in line with two chosen UN Sustainable Development Goals (UN SDGs).

SUSTAINABILITY

ECONOMIC

The Group recognizes the critical importance of operating sustainably and responsibly across our medical aesthetic, trading, and distribution segments. Our commitment to economic performance is vital to our long-term success and fundamental to delivering value to all stakeholders. We firmly believe that financial sustainability is the cornerstone of our operations, and we are dedicated to upholding the highest standards of corporate governance.

Our guiding principle is that long-term profitability and shareholder value are achieved by balancing the interests of all stakeholders, including shareholders, employees, suppliers, and society as a whole. We prioritize innovation and quality in the medical aesthetic segment while ensuring ethical practices and environmental responsibility. To minimize our footprint, we focus on efficient supply chain management and sustainable sourcing in the trading and distribution segment.

We are committed to pursuing sustainable growth, managing risks, and creating value for all stakeholders. Through continuous improvement in our economic performance and ESG practices, we aim to build a resilient and sustainable business that delivers lasting value. By integrating sustainability into our core operations, we are confident in our ability to contribute positively to the industries we serve and our communities.

METHODOLOGY

The materiality assessment for FY2024 comprised four main steps: identifying pertinent sustainability topics, gathering input from stakeholders, assessing their impact on the business, and prioritizing them to inform our strategic focus.

STEP 1

We conducted a comprehensive analysis of the factors shaping our strategic direction, examining current trends, potential risks, and promising opportunities.

Identify

STEP 2

We categorized the identified subjects into a matrix to prioritize the most significant concerns that impact both business expansion and stakeholder decision-making.

Prioritise

STEP 3

We presented the identified material matters to both the Sustainability Task Force (STF) and the Board for in-depth discussion and validation.

Verify

STEP 4

By analyzing feedback obtained from stakeholder engagement, we assessed and pinpointed the most notable concerns expressed by stakeholders.

Engage

SUSTAINABILITY

IDENTIFICATION: MATERIALITY ASSESSMENT

The Group emphasized the importance of conducting regular materiality assessments to align our sustainability initiatives with Business Continuity Planning. Our most recent evaluation in FY2024, performed annually, identified nine (9) key material matters. The materiality matrix below illustrates the significance and impact of these matters on our sustainability strategy, ensuring that our initiatives effectively address stakeholder needs and expectations.

Identified Material Matters		
Economic	Economic Performance GRI 201: Economic Performance	
Environmental	Climate Change GRI 302: Energy	
Social	Employee Relationship GRI 401: Employment	
Social	Training & Education GRI 404: Training and Education	
Social	Local Communities GRI 413: Local Communities 2016	
Social	Vendor Assessment GRI 308: Supplier Environmental Assessment	
Social	Diversity & Equality GRI 405: Diversity and Equal Opportunity	
Governance	Corporate Governance GRI 205: Anti-corruption	
Governance	Compliance with Law GRI 2-27: Compliance with Laws and Regulations	

SUSTAINABILITY

PRIORITIZATION: MAPPING OF MATERIAL MATTERS

Key sustainability issues within the EESG pillars are crucial for both our business and stakeholders, as they play an essential role in understanding industry trends and evaluating the associated risks and opportunities. During FY2024, the Group conducted a comprehensive review of nine (9) material matters to ensure alignment with industry standards, guiding principles, and stakeholder expectations while prioritizing BJCG's strategic objectives. This review formed the basis for our four (4) sustainability pillars and incorporated relevant UN SDGs to ensure our priorities align with global sustainability goals. The matrix below maps these nine (9) material matters, with five (5) prioritized material matters in the table below.

Prioritized Material Matters		
Economic	1. Economic Performance GRI 201: Economic Performance	
Social	2. Employee Relationship GRI 401: Employment	
Social	3. Training and Education GRI 404: Training and Education	
Social	4. Vendor Assessment GRI 308: Supplier Environmental Assessment	
Governance	5. Corporate Governance GRI 205: Anti-corruption	

SUSTAINABILITY

VERIFICATION: MATERIAL MATTERS

After thorough consideration and validation, the Group retained the five (5) prioritized material matters within the three (3) pillars outlined below, highlighting their impacts on the affected stakeholders to offer a comprehensive overview of each matter. Furthermore, the prioritized material matters have been enhanced to cover actual risk, potential risk, response, and opportunity.

Pillars	Prioritized Material Matters	Risks	Opportunities & responses	Policy	Stakeholders	UN SDGs
Economic	1: Economic Performance	**Actual Risk:** Economic downturns or inadequate financial management can negatively affect Revenue, profitability, and overall business sustainability, reducing investor confidence and limited resources. **Potential Risk:** Changes in demand, increasing operational costs, or regulation shifts could impact long-term financial stability, jeopardizing BJCG's market position and growth.	**Opportunity:** To ensure BJCG's long-term growth, the Group could utilize cost-effective innovations to attract new customers and strengthen overall financial health. **Response/Strategy:** The Group enhances financial planning, diversifies revenue sources, and optimizes operational efficiency to mitigate risks while focusing on market expansion and innovation to boost economic performance.	Business Continuous Policy	Employees Vendors Customers Regulators Shareholders & Investors	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Social	2: Employee Relationship	**Actual Risk:** Retaining skilled technicians is crucial in the aesthetic medical and healthcare industry. High turnover can result in operational inefficiencies, higher recruitment costs, and a decline in the quality of service provided. **Potential Risk:** The need for continuous skill development due to evolving medical technologies, regulatory changes, and talent shortages could impact care quality, business performance, and employee roles in the aesthetic medical and healthcare industry.	**Opportunity:** The Group could strengthen employee relationships by offering career development programs and continuous learning opportunities. The Group can cultivate a motivated workforce by focusing on employee well-being and development, ultimately enhancing service quality and operational efficiency. **Response/Strategy:** To mitigate high turnover, the Group will implement retention strategies, including competitive compensation, benefits, recognition programs, and a positive work environment. Career growth opportunities and regular feedback will enhance job satisfaction, while proactive recruitment ensures a steady talent pipeline.	Human Resource Policy	Employees Vendors Customers Regulators Shareholders & Investors	3 GOOD HEALTH AND WELL-BEING 5 GENDER EQUALITY 10 REDUCED INEQUALITIES

SUSTAINABILITY

Pillars	Prioritized Material Matters	Risks	Opportunities & responses	Policy	Stakeholders	UN SDGs
	3: Training and education	**Actual Risk:** Skill gaps of rapid technological advancements are the key risk. Without continuous training, staff may struggle, affecting service quality and safety and increasing turnover. **Potential Risk:** Evolving regulations and medical standards may challenge employee training and compliance, with outdated programs leading to quality issues, readiness gaps, and regulatory non-compliance, jeopardizing the Company's reputation and market position.	**Opportunity:** The Group can enhance its competitive edge by investing in training programs that improve staff skills, service quality, patient outcomes, and retention through professional development, certifications, and new technology training. **Response/Strategy:** The Group will implement ongoing training, certifications, and mentorship to keep staff updated on industry trends, technologies, and regulations. This will ensure a skilled, compliant workforce and enhance care quality and employee satisfaction.	Human Resource Policy		
	4: Vendor Assessment	**Actual risk:** involves suppliers using environmentally harmful practices, such as excessive plastic packaging, non-biodegradable materials, or unsustainable ingredient sourcing, which could harm both the environment and the brand's reputation. **Potential Risk:** This includes vendor regulatory non-compliance, which can lead to supply chain disruptions or legal penalties if products fail to meet environmental standards.	**Opportunity:** Brands can partner with eco-conscious suppliers who prioritize sustainable materials, ethical production, and carbon footprint reduction, thereby enhancing brand value and customer trust. **Response/Strategy:** The Group implements sustainability audits for vendors, enforces strict environmental criteria in procurement policies, and collaborates with certified suppliers. These measures help mitigate risks, improve supply chain transparency, and align the brand with global sustainability expectations in the aesthetic industry.	Product Quality Policy		

SUSTAINABILITY

Pillars	Prioritized Material Matters	Risks	Opportunities & responses	Policy	Stakeholders	UN SDGs
Governance	5: Corporate Governance	**Actual Risk:** Corruption risks like bribery can compromise care quality, lead to legal issues, damage reputation, and undermine trust with patients, employees, and regulators. **Potential Risk:** Compliance with global healthcare regulations and anti-corruption laws can be challenging, and non-compliance risks reputational damage, fines, and legal issues, especially in competitive, less-regulated markets.	**Opportunity:** The Group can boost its reputation and competitiveness by implementing an anti-corruption framework, promoting transparency and ethics, building trust, and attracting ethical partnerships and investments. **Response/Strategy:** The Group will adopt a zero-tolerance anti-corruption policy, including training, reporting channels, and audits, to prevent unethical practices and promote transparency, trust, and long-term success.	Whistleblowing policy	Employees Vendors Customers Regulators Shareholders & Investors	8 DECENT WORK AND ECONOMIC GROWTH 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

ENGAGEMENT: STAKEHOLDERS

The Group recognizes that sustainable growth is driven by meeting and fulfilling stakeholder expectations. To address key issues, the Group actively engages in constructive discussions with stakeholders and participates in industry and government forums. Key stakeholders, identified as those influencing or impacted by the Group, are summarised below, along with their engagement platforms and primary concerns.

Who	Why	When	How	What issues
Employees	The Group employs a talented workforce to enhance BJCG's services while actively understanding their needs to ensure long-term sustainability for the business.	Yearly	Performance evaluation system, training courses, workshops, and Conferences.	Employee well-being and safety, compensation, benefits, ethical conduct, and compliance with local labour regulations.
Vendors	The Group collaborates with raw material and solution providers to ensure uninterrupted operations and minimize our carbon footprint.	Ad-hoc	The supplier evaluation framework uses a customized scoring method, considering information limitations across supplier types.	Health and safety, environmental regulations, and social responsibility compliance.
Communities	The Group ensures our operations have no adverse effects on the local community.	Ad-hoc	Ensure operations do not harm local communities through environmental monitoring, community engagement, and CSR initiatives.	Environmental influence and community development

SUSTAINABILITY

Who	Why	When	How	What issues
Customers	The Group collaborates with direct users to identify and comprehend their needs and desires.	Yearly	Dialogues and feedback.	Quality of products and services, and health and safety of customers
Regulators	The Group actively communicates industry challenges to formal institutions establishing rules and regulations.	Yearly	Annual reports and sustainability disclosures.	Compliance with industry standards and environmental regulations.
Shareholders and investors	The Group collaborates with investors and shareholders to promote and strengthen.	Mix	Annual reports, semi-annual reports, investor relations management, and general meetings.	Anti-corruption and compliance with regulations, profitability, and sustainability.

SUSTAINABILITY FRAMEWORK

GOVERNANCE STRUCTURE

The Group is committed to maintaining integrity and accountability, with a strong focus on sustainability. The Group has established a dedicated Sustainability Committee ("**SC**") to oversee our Sustainability and Climate Change Agenda. The Chief Executive Officer ("**CEO**") reviews and approves this agenda before it is presented to the Board. The Group maintains the highest standards of integrity and efficiency in implementing our sustainability initiatives by clearly outlining roles and responsibilities. The structure outlined below highlights the roles and responsibilities of each stakeholder in addressing sustainability and climate change issues to support BJCG's long-term sustainability.

The Board is primarily responsible for overseeing the Group's sustainability agenda, which includes managing material sustainability factors, such as climate-related risks and opportunities, and integrating sustainability considerations into the Group's strategic direction and policies.

Sustainability factors are integral to the Board's evaluation of the Group's strategy, action plans, annual budgets, and performance goals, as the Group manages substantial capital expenditures, acquisitions, and divestitures. A key focus is effectively communicating the Group's strategies, priorities, and targets to internal and external stakeholders.

SUSTAINABILITY FRAMEWORK

Recognizing the significance of EESG factors, the Board actively ensures their integration into strategic decisions. Sustainability is fundamental to the Group's broader strategy to create long-term value. In FY2024, Board meetings covered various topics, including the sustainability roadmap, key performance indicators, material matters, and governance concerns.

The Sustainability Committee (SC), chaired by the CEO and comprising C-suite executives and senior management from various operations, leads strategic sustainability efforts and oversees reporting. It ensures that sustainable development principles are integrated into operations, strategies, and decision-making processes. The SC sets goals for environmental, social, and governance improvements, tracks the Group's impact, and executes action plans to minimize its ecological footprint. The SC enhances resilience to sustainability challenges, takes responsibility for identifying risks and opportunities, and emphasizes transparent reporting in accordance with established standards.

The Sustainability Working Group, composed of Heads of Departments ("**HODs**") from various operations, is responsible for coordinating, reporting, and executing initiatives across the organization to measure, verify, and validate ESG activity data, which they compile into reports for assurance. This team, comprised of administrative, human resource, and finance personnel, is well-positioned to drive sustainable practices throughout the organization. They foster an ESG-driven culture and consistently integrate data measurement technologies to achieve sustainability goals.

RISK MANAGEMENT

The Group takes a proactive approach to identifying and managing risks, including those associated with sustainability. Recognizing the significance of ESG, the Group aims to strengthen resilience and build stakeholder trust. Our strategy comprises interconnected components, focusing on aligning risks, opportunities, sustainability pillars, and UN SDGs. All five (5) material matters are incorporated into our risk management framework, demonstrating our commitment (refer to pages 21-23).

SUSTAINABILITY POLICY

BJCG's sustainability policy outlines guiding principles encouraging environmentally, socially, and governance-responsible practices. These policies are designed to safeguard the Group's well-being now and in the future while minimizing adverse effects on the environment, society, and climate change.

SUSTAINABILITY SCOREBOARD

The sustainability scoreboard is thoughtfully designed based on three categories: **prioritized material matters, non-prioritized material matters**, and **other material matters**. This classification helps to simplify the focus areas and makes it easier for stakeholders to understand the key issues that BJCG prioritizes. Prioritized material matters emphasize the most critical areas that align with BJCG's strategic goals and sustainability objectives. Non-prioritized material matters, while not urgent, are still crucial for long-term monitoring and management. Other material matters encompass areas that may not demand immediate attention but remain relevant to reporting requirements or standards, such as SGX core ESG metrics.

By thoughtfully organizing these areas, BJCG ensures that key stakeholders, such as investors, partners, and regulatory bodies, can easily identify where the Group focuses while acknowledging less urgent yet significant topics. This approach reflects BJCG's dedication to transparency and balanced decision-making across its ESG landscape.

All material matters are grouped under the three core sustainability pillars of ESG: environmental stewardship, social responsibility, and governance excellence. This structured framework ensures that BJCG's sustainability efforts align with global best practices, offering a holistic view of its impact and initiatives across multiple areas.

Finally, the scoreboard includes a detailed climate change disclosure outlining BJCG's approach to mitigating and adapting to climate risks. This section underscores the Group's commitment to tackling one of the world's most urgent challenges and highlights specific actions to support global climate goals.

ECONOMIC SCOREBOARD

PRIORITIZED MATERIAL MATTER 1: ECONOMIC PERFORMANCE (GRI 201)

The Group's commitment to strong financial performance is closely aligned with its focus on creating wealth for stakeholders and promoting sustainability. Regular reviews by the Audit and Risk Committee and the Board ensure transparency, building stakeholder trust. Embracing corporate responsibility, the Group incorporates environmentally responsible practices, recognizing that sustainability enhances operational efficiency and provides a competitive edge. Key initiatives include reusing and recycling steel and strict adherence to environmental standards throughout its supply chain.

BJCG's sustainability approach goes beyond mere compliance, demonstrating a proactive commitment to ethical and eco-conscious business practices. The Group strategically invests in environmental stewardship and emphasizes energy-efficient technologies. These initiatives are designed to minimize BJCG's environmental impact while supporting global climate change efforts.

In FY2024, despite a decline in Revenue, BJCG's sustainability initiatives delivered tangible results, reinforcing its commitment to responsible business practices and environmental protection. By maintaining its focus on sustainability, BJCG remains resilient in the face of challenges, ensuring long-term value creation for stakeholders and the broader community while advancing its environmental goals.

SGD ('000)	FY2023	FY2024
Total Revenue	8,041	5,889

For further details of financial results, please refer to the Annual Report FY2024.

ENVIRONMENTAL SCOREBOARD

NON-PRIORITIZED MATERIAL MATTERS: EMISSIONS (GRI 305)

Greenhouse gas ("**GHG**") emissions are essential for assessing and minimizing environmental impacts, categorized into three scopes by the widely recognized GHG Protocol. This framework enables companies to develop comprehensive strategies for emissions reduction and sustainability. Scope 1 includes emissions directly under the Group's control, while Scope 2 pertains to emissions related to energy consumption. This integrated approach facilitates informed decision-making and targeted actions to combat climate change effectively.

SCOPE 1 (GRI 305-1)

In FY2024, BJCG is committed to sustainability, enhancing operational efficiency and competitiveness. These emissions stem from the combustion of backup generators or heating systems and directly contribute to the facility's carbon footprint. As a key element of our sustainability efforts, we carefully track and evaluate these emissions to uncover opportunities for reduction and optimization. By addressing Scope 1 emissions, we seek to minimize our environmental impact while promoting more sustainable practices across our operations, which align with our dedication to environmental stewardship and corporate responsibility.

The Group is committed to sustainable operations and minimizing its carbon footprint, especially in steel production, which is recognized for its high energy requirements. Energy consumption, a critical measure of operational efficiency, is carefully monitored. Primarily powered by diesel and petrol, our steel precast factories consumed the following amounts, as shown in the tables below. These emission calculations are based on emission factors from the UK and Singapore, aligning with the ISO 14064-1 standard.

Scope 1 emissions	FY2023	FY2024
Stationary equipment (kg CO2e)	16,863.33	15,448.63
Total Scope 1 emissions (tonnes CO2e)	**16.86333**	**15.44863**
Scope 2 emission intensity/Revenue (tonnes CO2e/SGD '000)	0.00210	0.00262

Petrol/Diesel Consumption (GRI 302)	FY2023	FY2024
Petrol/Diesel (litres)	6,711	6,148

SCOPE 2 (GRI 305-2)

Scope 2 emissions refer to the indirect greenhouse gas emissions from purchasing electricity in our corporate office and workers' dormitory facilities. These emissions arise from the electricity generation by external providers, which is then used to power various operations within our facilities. As part of our commitment to sustainability, we actively monitor and manage these Scope 2 emissions, recognizing their significant impact on our overall environmental footprint. We are implementing energy-efficient technologies, optimizing usage patterns, and exploring renewable energy sources to reduce our reliance on conventional electricity and minimize associated emissions. Furthermore, we are cultivating a culture of energy conservation and raising awareness among employees, all of which contribute to mitigating Scope 2 emissions. Through these efforts, we strive to enhance operational efficiency, reduce our environmental footprint, and strengthen our commitment to sustainable practices and environmental stewardship. The computation of Scope 2 emissions is based on power grid data from the Singapore Energy Market Authority for the first half of FY2023.

ENVIRONMENTAL SCOREBOARD

Scope 2 emissions	FY2023	FY2024
Electricity (kg CO2e)	230,718.31	226,711.24
Total Scope 2 emissions (tonnes CO2e)	**230.71831**	**226.71124**
Scope 2 emission intensity/Revenue (tonnes CO2e/SGD '000)	**0.02869**	**0.03850**

Electric Usage and Sources (kWh)	FY2023	FY2024
Government electricity (kWh)	559,995.90	550,270.00
Intensity: Electricity consumption/Revenue (kWh/SGD'000)	**69.64**	**93.44**

GHG INTENSITY (GRI 305-4)

GHG emissions, or carbon intensity, represent the amount of greenhouse gases produced per unit of output or activity, serving as a vital indicator of environmental impact. BJCG utilizes this metric to identify opportunities to reduce its carbon footprint and advance sustainability. Given the urgent global challenge of climate change, lowering emissions intensity is essential for limiting global warming. BJCG is dedicated to a low-carbon future by promoting efficient energy use and setting ambitious emission reduction targets. BJCG's emission intensity/Revenue ('000) was recorded in the tables below.

Total emissions	FY2023	FY2024
Scope 1 emissions (tonnes CO2e)	16.86333	15.44863
Scope 2 emissions (tonnes CO2e)	230.71831	226.71124
Total emissions (tonnes CO2e)	247.58164	242.15987
Total emission intensity/Revenue (tonnes CO2e/SGD'000)	0.03079	0.04112

NON-PRIORITIZED MATERIAL MATTERS: WATER USAGE AND SOURCES (GRI 303)

The Group acknowledges the significance of responsible water management, particularly in water-scarce Singapore. The building landlord supplies water for our corporate office through PUB's utility network, mainly for business operation purposes. The total water usage and the water use intensity per revenue (SGD'000) are shown below.

Water Usage and Sources (m^3)	FY2023	FY2024
Water[1]	250,065.10	259,330.80
Intensity: Water consumption/Revenue (m^3/SGD'000)	31.10	44.04

[1] Public Utilities Board ("**PUB**")

ENVIRONMENTAL SCOREBOARD

NON-PRIORITIZED MATERIAL MATTERS: WASTE GENERATION (GRI 306-3)

While not immediately impactful on operations, proper waste management, including the disposal and recycling of medical and non-medical waste, is essential for long-term environmental sustainability. The Group is committed to reducing its environmental footprint and ensuring compliance with waste regulations through effective waste management and continuous improvement of sustainability initiatives.

Waste Generation (KG)	FY2023	FY2024
Generation (SW404)	3,026.20	3,557.84
Send for recycling	**3,026.20**	**3,557.84**

SOCIAL SCOREBOARD

SOCIAL DATA AND ANALYSIS

The Group is dedicated to creating an inclusive and discrimination-free work environment. We advocate for fair employment practices, ensuring that gender and age do not hinder equal employee opportunities. This commitment enables us to build a strong and diverse talent pool from various backgrounds, driving innovation and positive change within the Group.

PRIORITIZED MATERIAL MATTER 2: EMPLOYEE RELATIONSHIP (GRI 401)

The Group believes that the working environment, salaries, and employee benefits it offers are competitive and in line with industry standards. We prioritize open communication and encourage employees to address any concerns about their working conditions or compensation directly with their supervisors. Our experience demonstrates that promoting honest and transparent conversations between employees and supervisors fosters a healthy, thriving workplace. This approach helps maintain a positive atmosphere, builds trust, and enhances morale.

The Group is dedicated to addressing employee concerns promptly, demonstrating our commitment to their well-being and satisfaction. To protect and strengthen this essential communication channel, we are committed to taking all necessary steps to ensure employees feel empowered to express their concerns openly. We believe this approach fosters a culture of transparency, mutual respect, and collaboration, which are fundamental to our organizational success. In FY2024, the Group employed one hundred and eighty-five (85) employees in Singapore and Malaysia, with sixty-one per cent (61%) females and thirty-nine per cent (39%) males.

	Social Data	FY2023	FY2024
Diversity	Number of employees	122	85
	Number of employees with disabilities	0	0
	Percentage of employees with tertiary education (%)	94	94
	Number of foreign employees	3	2
	Number of female managers	0	17
	Percentage of female managers (%)	0	20
	Percentage of female C-suite members (%)	1	1
Safety and Health	Total work days	260	283
	Total overtime hours	6,527	5,485
	Total lateness hours	186	79
	Total medical leave taken (days)	20	45.5
	Average paid leave taken (days)	15	40.5
	Total Recordable Incident Rate	0	0
	Number of fatalities	0	0
Performance	Total training hours	1,228	0
	Annual training cost (SGD)	0	0

* Data was not illustrated due to availability

SOCIAL SCOREBOARD

PRIORITIZED MATERIAL MATTER 3: TRAINING AND EDUCATION (GRI 418)

At BJCG, developing employee skills and expertise is a top priority. Through focused training and development programs, the Group ensures its workforce stays agile, proficient, and well-prepared to tackle evolving business challenges. Key initiatives include specialized courses to enhance employees' abilities in critical areas such as fraud detection, leadership, and technology integration.

We recognize the importance of continuous learning and professional development for our employees to achieve our sustainability goals. While no internal training programs were organized in FY2024 (FY2023: 1,228 training hours, averaging 10.0 hours per employee), BJCG remains committed to fostering a skilled and knowledgeable workforce to support business continuity.

Despite the absence of structured training sessions, we closely monitored the external training undertaken by our medical staff to ensure compliance with industry requirements. Doctors must earn 20 Continuing Professional Development ("**CPD**") points annually to renew their Annual Practicing Certificate ("**APC**"), as the Malaysian Medical Academy mandates. At the same time, nurses are required to accumulate 24 CPD points annually, as stipulated by the Malaysian Nursing Board, to maintain their APC.

Beyond mandatory medical and technical training, BJCG encourages employees to enhance their skills in technical fields, particularly within the nursing department, as well as in soft skills such as customer service, sales, and management. Moving forward, we remain dedicated to identifying and facilitating relevant learning opportunities that will support the professional growth of our workforce in the short, medium, and long term.

PRIORITIZED MATERIAL MATTER 4: VENDOR ASSESSMENT (GRI 308)

BJCG remains committed to reducing its environmental impact and encouraging its stakeholders, including suppliers and trading partners, to align with the same environmental expectations. The Group conducts periodic supplier assessments to ensure that vendors are providing high-quality, eco-friendly products.

For our medical aesthetic and trading and distribution businesses, the Group conducts an annual supplier evaluation, including background reviews, online meetings, and discussions on terms and conditions to ensure alignment with these expectations. Our evaluation process in FY2024 remains the same as in FY2023, including the following:

i) Assessing potential medical device suppliers and ensuring they implement adequate controls;

ii) Selecting suppliers with strong delivery performance and high-quality products;

iii) Partnering with reliable vendors and maintaining a comprehensive service portfolio along the value chain and

iv) Verifying that all products are registered with the Kementerian Kesihatan Malaysia (Ministry of Health, Malaysia).

The Group continues collaborating with environmentally conscious partners and will carry on this journey towards a more sustainable business in FY2024. We have successfully met our target for FY2024, and this approach will remain a core business practice and goal for the short, medium, and long term as we persist in working with responsible partners to drive sustainable growth.

NON-PRIORITIZED MATTER: DIVERSITY AND EQUAL OPPORTUNITY (GRI 405)

At BJCG Group, we are dedicated to fostering a diverse and inclusive workplace where all individuals have equal opportunities for employment and career growth at both the Board and employee levels.

For detailed information on the diversity of our Board, including the composition, expertise, and efforts made to promote a diverse leadership team, please refer to the Corporate Governance Report. This report outlines the initiatives and strategies implemented to ensure diversity and inclusion at the Board level, supporting our commitment to strong governance practices.

SOCIAL SCOREBOARD

At BJCG Group, we embrace diversity and expect all officers and employees to align with the Group's vision and strategic initiatives. Hiring decisions are based on manpower requests and require approval from our Deputy Chairman/CEO. Our remuneration packages are competitive within the healthcare industry, and we implement performance appraisals and key performance indicators (KPIs) for employee evaluations. Our workforce comprises individuals from various nationalities and academic backgrounds, and we are committed to ensuring fair treatment for all employees. The total number of employees in the Group was 85 in FY2024 (FY2023: 122).

The Group organizes activities such as World Nurse Day, festive celebrations, and birthday events to foster team-building. We also maintain staff engagement through Zoom meetings and social media platforms, including group chats, to keep all team members informed and connected. As in previous years, we have provided competitive remuneration and benefits to our employees while ensuring their health and safety are protected from potential workplace hazards. All hiring within the Group is based on relevant skills, experience, and qualifications, and we are committed to fair employment practices with zero workplace discrimination, regardless of race, religion, or gender.

In FY2024, we successfully met our targets, with no workplace accidents reported (FY2023: Not illustrated). Moving forward, we remain dedicated to offering competitive remuneration and benefits, safeguarding employee health and safety, and ensuring fair employment practices. We continue to strive for zero workplace accidents and discrimination, and this will be our goal for the short, medium, and long term.

Diversity Data		**FY2023**			**FY2024**		
Gender		Female	Male		Female	Male	
Current employee	%	64	36		61	39	
New hires	%	63	37		60	40	
New hires	no.	46	27		30	20	
Net Separation	no.	8	7		32	25	
Employee at the start of the period	no.	71	45		78	44	
Employee at the end of the period	no.	78	44		52	33	
Net Turnover	%	11	16		49	65	
Age-based Diversity		**< 30**	**30 – 50**	**> 50**	**< 30**	**30 – 50**	**> 50**
Current employee	%	29	55	16	18	58	25
New hires	%	55	45	0	44	56	0
New hires	no.	40	33	0	22	28	0
Net Separation	no.	6	9	0	26	31	0
Employee at the start of the period	no.	24	70	22	35	67	20
Employee at the end of the period	no.	35	67	20	15	49	21
Net Turnover	%	20	13	0	104	53	0
Employment							
Net Separation	no.		15			57	
Net Turnover	%		13			55	
Total employee	no.		122			85	

* Data was not illustrated due to availability

SOCIAL SCOREBOARD

NON-MATERIAL MATTER: LOCAL COMMUNITIES (GRI 413)

The Group is dedicated to giving back to the community and making a positive impact. We recognize that long-term sustainability requires balancing pursuing profitability and acting as a socially responsible corporate citizen.

In FY2024, the Group did not organize any CSR-related initiatives. However, we are committed to launching community development programs and initiatives in the coming financial year as part of our ongoing efforts to support underprivileged individuals and give back to the community wherever possible.

GOVERNANCE SCOREBOARD

GOVERNANCE DATA AND ANALYSIS

The Group prioritizes governance ('G') within the ESG framework to strengthen social and environmental systems. While environmental and social factors are essential, governance is crucial for long-term success. The Group places governance at the core of its operations, from the Board of Directors to day-to-day activities. Our Board, led by independent non-executive directors and its audit, nomination, and remuneration committees, ensures impartial oversight and accountability. The separation of the Chairman and CEO roles demonstrates our commitment to transparent governance, with a 75% board independence ratio in FY2024. These initiatives highlight our dedication to strong governance, fostering sustainable growth and creating value for stakeholders.

Board Diversity	Number	%
Independent Non-Executive Directors	2	50
Executive Directors	2	50
Non-Independent Non-Executive Directors	0	0
Foreign Independent Non-Executive Directors	0	0
Foreign Executive Directors	2	50
Foreign Non-Independent Non-Executive Directors	0	0
<30 years old	0	0
30-50 years old	1	25
>50 years old	3	75
Male	4	100
Female	0	0
PhD	0	0
Master	1	25
Degree	3	75
Other	0	0

PRIORITIZED MATERIAL MATTER 5: CORPORATE GOVERNANCE ON ANTI-CORRUPTION (GRI 205)

BJCG is dedicated to upholding responsibility and actively contributing to the fight against corruption by conducting our business ethically. We expect all employees and business partners to strictly prohibit bribery or corruption and adhere to lawful and ethical standards. There were no incidents of corruption in FY2024 (FY2023: Nil), and we have successfully met our target. Maintaining zero incidents of corruption will remain our goal for the short, medium, and long term.

GOVERNANCE SCOREBOARD

The Group has established a Whistleblowing Policy for its directors and employees, outlining actions or observations that should be reported and the various channels available for reporting. The Group has created a dedicated email address (report@jcg-investment.com) for reporting purposes, with access restricted to the Chairman of the Audit Committee and their designate. In line with our commitment to good corporate governance, the Company encourages its officers, employees, suppliers and any other parties with whom the Group has a relationship to report any unlawful, unethical, or fraudulent activities. The whistleblowing policy provides a mechanism for employees and external parties to raise concerns about alleged wrongful acts. There were no whistleblowing cases in FY2024 (FY2023: Not illustrated), and we have successfully met our target. We aim to maintain zero whistleblowing cases in the short, medium, and long term.

NON-PRIORITIZED MATERIAL MATTERS: COMPLIANCE WITH LAWS AND REGULATIONS (GRI 2-27)

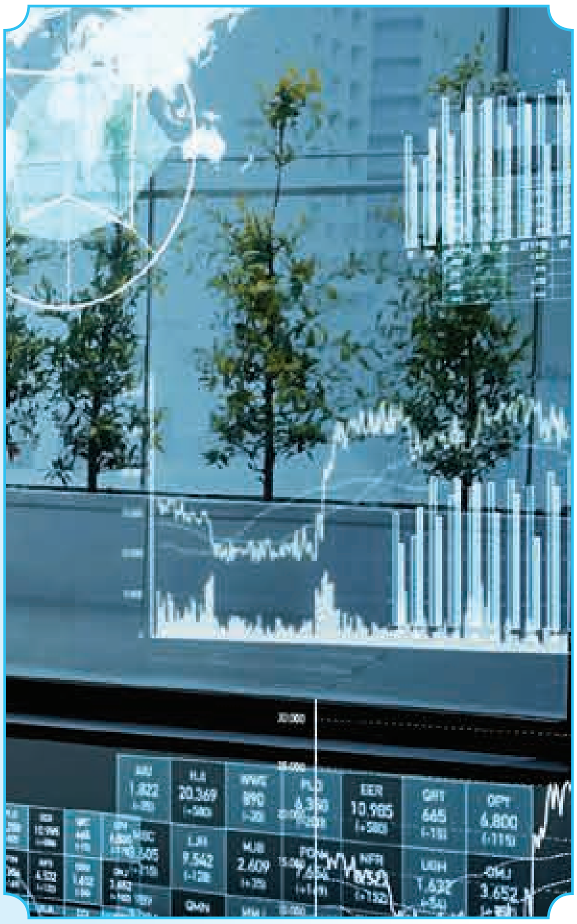
BJCG is committed to adhering to all relevant laws and regulations. In addition to enforcing whistleblowing and anti-corruption policies, the Group regularly conducts legal and compliance assessments to ensure that our operations maintain integrity, fairness, impartiality, and high ethical standards. The Group also continuously monitors its customers and vendors to remain vigilant and aligned with the changing international economic landscape and regulatory updates.

BJCG takes its corporate responsibilities seriously, ensuring the timely payment of taxes, corporate income taxes, and social contributions. This commitment is firmly integrated into our corporate culture, with tax compliance aligned with anti-corruption laws, rules, and regulations.

Apart from its ethical business practices, the Group also outlines the expected Code of Conduct in its Employee Handbook. BJCG ensures full compliance with labour and employment laws, including regulations on working hours, as well as annual, medical, compassionate, maternity, and childcare leave. Additionally, the Group maintains a strict policy against discrimination based on age, gender, national origin, disability, religion, sexual orientation, marital or maternity status, union membership, or political opinion. Any instances of non-compliance related to discrimination should be reported to our Deputy Chairman/CEO, who oversees the HR function, or through our whistleblowing system.

There were no instances of non-compliance with the Code of Conduct in FY2024 (FY2023: Nil). Our long-term goal is to ensure zero cases of non-compliance with the Code of Conduct outlined in the Employee Handbook.

As responsible corporate citizens, the Group emphasizes our shared responsibilities to all stakeholders. The relevant material topic sections provide detailed policy information and our management approach. The Group ensures that these policies are effectively communicated to all employees, as well as our suppliers and contractors.



CLIMATE CHANGE AND TARGET

STRATEGY TO COMBAT THE CLIMATE CHANGE

Climate change presents significant challenges for both society and businesses. This report does not yet include climate-related disclosures aligned with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations, as the Group is currently conducting a comprehensive assessment of climate-related risks pertinent to its operations. The Group is committed to adopting a phased approach to evaluating climate risks and incorporating relevant financial disclosures, with plans to begin climate reporting in line with this approach.

The Group's strategy demonstrates resilience by proactively adapting to various climate scenarios, focusing on limiting global temperature rise to 2°C or lower – an essential business goal. The Group has adopted a forward-thinking approach to ensure its operations remain resilient despite evolving climate challenges. The Group's scenario-based strategies are designed to anticipate risks through comprehensive climate risk assessments, ensuring business continuity and enabling the organization to capitalize on sustainability-related opportunities.

TARGET AND SUSTAINABILITY PERFORMANCE

The target and sustainability performance under the Global Reporting Initiative ("**GRI**") standard are key pillars for the Group, highlighting its commitment to transparent and accountable communication of sustainability efforts. As part of a comprehensive approach to ESG issues, the GRI framework offers a globally recognized benchmark for reporting key performance indicators such as emissions reduction, resource management, labour practices, and corporate governance. By aligning with these standards, the Group ensures its sustainability goals are clearly defined and measurable, enabling effective monitoring of progress across various dimensions of ESG performance.

By setting clear targets and openly reporting results within the GRI framework, the Group demonstrates its commitment to sustainability and enables stakeholders – including investors, customers, regulators, and communities – to evaluate its overall ESG impact. The detailed performance data provided allows stakeholders to identify areas for improvement, assess the effectiveness of the Group's sustainability initiatives, and make informed decisions about their engagement, partnerships, and investment opportunities. This process fosters a culture of continuous improvement, where progress toward sustainability is regularly monitored, and adjustments are made to stay aligned with long-term goals.

Compliance with GRI standards goes beyond a mere reporting obligation. It is a strategic tool enabling the Group to build trust, manage risks, and generate long-term value for society and shareholders. By adhering to these guidelines, the Group can mitigate potential reputational, operational, and regulatory risks related to ESG issues. Transparent reporting boosts stakeholder confidence and positions the Group as a responsible corporate entity committed to sustainable growth. This reinforces its leadership in the industry, enhances its ability to attract investment, foster innovation, and contribute to broader societal goals, such as environmental protection and social equity.

CLIMATE CHANGE AND TARGET

Pillars	Prioritized Material Matters	Target			Performance	
		Short-term (FY2024)	Medium-term (FY2025-2028)	Long-term (>FY2029)	FY2023	FY2024
Economic	1: Economic Performance	Refer to the Annual Report FY2024			(SGD'000) 8,041	(SGD'000) 5,889
Social	2: Employee Relationship	Zero incidents of employee relations crisis			Met	Met
	3: Training and Education	Targeted training hours			Met	No training conducted
	4: Vendor Assessment	Zero Complaints			Met	Met
Governance	5: Corporate Governance	Zero Complaints			Met	Met

GRI CONTENT INDEX

The Global Reporting Initiative (GRI) serves as a comprehensive standard for sustainability reporting, offering guidance on report content and indicators. It is globally recognized as the most widely used standard for such reporting. The information included in this GRI content index for FY2024 has been reported in accordance with the latest GRI Universal Standards 2021, with references to GRI 1: Foundation 2021.

GRI STANDARD	UNIT	DISCLOSURE	TOPICS	LOCATION
GRI 2: General Disclosures 2021	2-1	Organizational details	Who We Are	16
	2-2	Entities included in the organization's sustainability reporting	Who We Are	16
	2-3	Reporting period, frequency and contact point	Key Frameworks Applied and Scope of the Report Feedback	14 14
	2-4	Restatements of information	Not Applicable	
	2-5	External assurance	Not Applicable	
	2-6	Activities, value chain and other business relationships	Who We Are	16
	2-7	Employees	Prioritized Material Matter 2: Employee Relationship	32
	2-8	Workers who are not employees	Not Applicable	
	2-9	Governance structure and composition	Governance Structure	25
	2-10	Nomination and selection of the highest governance body	Corporate Governance Report	48
	2-11	Chair of the highest governance body	Governance Structure	25
	2-12	Role of the highest governance body in overseeing the management of impacts	Governance Structure	25
	2-13	Delegation of responsibility for managing impacts	Governance Structure	25
	2-14	Role of the highest governance body in sustainability reporting	Governance Structure	25
	2-15	Conflicts of interest	Non-Prioritized Material Matters: Corporate Governance on Anti-Corruption	36
	2-16	Communication of critical concerns	Engagement: Stakeholders	23
	2-17	Collective knowledge of the highest governance body	Governance Structure	25

GRI CONTENT INDEX

GRI STANDARD	UNIT	DISCLOSURE	TOPICS	LOCATION
	2-18	Evaluation of the performance of the highest governance body	Corporate Governance Report	48
	2-19	Remuneration policies	Corporate Governance Report	59
	2-20	Process to determine remuneration	Corporate Governance Report	59
	2-21	Annual total compensation ratio	Corporate Governance Report	59
	2-22	Statement on sustainable development strategy	Sustainability Strategy	17
	2-23	Policy commitments	Governance Scoreboard	36
	2-24	Embedding policy commitments		
	2-25	Processes to remediate negative impacts	Not Applicable	
	2-26	Mechanisms for seeking advice and raising concerns	Feedback	14
	2-27	Compliance with laws and regulations	Non-Prioritized Material Matters: Compliance with Laws and Regulations	37
	2-28	Membership associations	Not Applicable	
	2-29	Approach to stakeholder engagement	Engagement: Stakeholders	23
	2-30	Collective bargaining agreements	Not Applicable	
GRI 3: Material Topics 2021	3-1	Process to determine material topics	Methodology	18
	3-2	List of material topics	Identification: Materiality Assessment	19
	3-3	Management of material topics	Verification: Material Matters	21
GRI 201: Economic Performance	201-1	Direct economic value generated and distributed	Prioritized Material Matter 1: Economic Performance	28
GRI 205: Anti-corruption 2016	205-1	Operations assessed for risks related to corruption	Non-Prioritized Material Matters: Corporate Governance on Anti-Corruption	37
	205-2	Communication and training about anti-corruption policies and procedures		
	205-3	Confirmed incidents of corruption and actions taken		

GRI CONTENT INDEX

GRI STANDARD	UNIT	DISCLOSURE	TOPICS	LOCATION
GRI 302: Energy 2016	302-1	Energy consumption within the organization	Non-Prioritized Material Matters: Emissions	29
GRI 303: Water and Effluents 2018	303-5	Water consumption	Non-Prioritized Material Matters: Water Usage and Sources	30
GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions	Non-Prioritized Material Matter: Emissions	29
	305-2	Energy indirect (Scope 2) GHG emissions		
	305-4	GHG emissions intensity		
GRI 306: Effluents and Waste 2016	306-3	Waste generated	Non-Prioritized Matter: Waste Generation	31
GRI 308: Supplier Environmental Assessment 2016	308-1	New suppliers that were screened using environmental criteria	Prioritized Material Matter 4: Vendor Assessment	33
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	Prioritized Material Matter 1: Employee Relationship	28
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	Prioritized Material Matter 3: Training and Development	33
GRI 405: Diversity of governance bodies and employees	405-1	Diversity of governance bodies and employees	Non-Prioritized Material Matter: Diversity and Equal Opportunity	33
GRI 413: Local communities 2016	413-1	Operations with local community engagement, impact assessments, and development programs	Non-Material Matter: Local Communities	35

SGX'S CORE ESG METRICS INDEX

PILLAR	TOPIC	METRIC	UNIT	FRAMEWORK ALIGNMENT	LOCATION
Environment	Greenhouse Gas Emissions ("GHG")	Absolute emissions by (a) Total; (b) Scope 1, Scope 2; and (c) Scope 3, if appropriate	kgCO2e	GRI 305-1, GRI 305-2, GRI 305- 3, TCFD, SASB 110, WEF core metrics	29
		Emission intensities by: (a) Total; (b) Scope 1, Scope 2; and (c) Scope 3, if appropriate	kgCO2e/ organization-specific metrics	GRI 305-4, TCFD, SASB 110	29
	Energy Consumption	Total energy consumption	kWhs or GJ	GRI 302-1, TCFD, SASB 130	29
		Energy consumption intensity	kWhs or GJ/ organization-specific metrics	GRI 302-3, TCFD	29
	Water Consumption	Total water consumption	ML or m^3	GRI 303-5, SASB 140, TCFD, WEF core metrics	30
		Water consumption intensity	ML or m^3/ organization specific metrics	TCFD, SASB IF-RE-140a.1	30
	Waste Generation	Total waste generated	t	GRI 306-3, SASB 150, TCFD, WEF expanded metrics	31
Social	Gender Diversity	Current employees by gender	Percentage (%)	GRI 405-1, SASB 330, WEF core metrics	34
		New hires and turnover by gender	Percentage (%)	GRI 401-1, WEF core metrics	34
	Age-Based Diversity	Current employees by age Groups	Percentage (%)	GRI 405-1, WEF core metrics	34
		New hires and turnover by age Groups	Percentage (%)	GRI 401-1, WEF core metrics	34
	Employment	Total turnover	Number and Percentage (%)	GRI 401-1, SASB 310, WEF core metrics	34
		Total number of employees	Number	GRI 2-7	34
	Development & Training	Average training hours per employee	Hours/No. of employees	GRI 404-1, WEF core metrics	32
		Average training hours per employee by gender metrics	Hours/No. of employees	GRI 404-1, WEF core metrics	32

SGX'S CORE ESG METRICS INDEX

PILLAR	TOPIC	METRIC	UNIT	FRAMEWORK ALIGNMENT	LOCATION
Governance	Board Composition	Board independence	Percentage (%)	GRI 2-9, WEF core metrics	36
		Women on the Board	Percentage (%)	GRI 2-9, GRI 405-1, WEF core metrics	36
	Management Diversity	Women in the management team	Percentage (%)	GRI 2-9, GRI 405-1, WEF core metrics, SASB 330	32
	Ethical Behaviour	Anti-corruption disclosures	Discussion and number of standards	GRI 205-1, GRI 205-2 and GRI 205-3	36
		Anti-corruption training for employees	Number and Percentage (%)	GRI 205-2, WEF core metrics	100%
	Certifications	List of relevant certifications	List	Commonly reported metric by SGX issuers	Nil
	Alignment with Frameworks	Alignment with frameworks and disclosure practices	GRI/TCFD/SASB/SDGs/others	SGX-ST Listing Rules (Mainboard) 711A and 711B, relevant Practice Note	GRI
	Assurance	Assurance of sustainability report	Internal/External/None	GRI 2-5, SGX-ST Listing Rules (Mainboard) 711A and 711B, relevant Practice Note	Internal

CORPORATE GOVERNANCE REPORT

The board of directors (the "**Board**") of Beverly JCG Ltd. (the "**Company**") recognises that good corporate governance is an important objective of the Company and its subsidiaries (the "**Group**") and believes that it will in the long term enhance return on capital through increased accountability.

The Company adheres closely to the principles and guidelines of the Code of Corporate Governance 2018 (the "**Code**") and other applicable laws, rules and regulations, including the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**") where applicable except where otherwise stated. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

This report describes the Company's corporate governance processes and structures that are currently in place for the financial year ended 31 December 2024 ("**FY2024**"), with specific reference made to the principles and guidelines of the Code, and where applicable, deviations from the Code are explained.

(A) BOARD MATTERS

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.

For FY2024, the Board comprised five Directors – an Independent Non-Executive Chairman, a Deputy Chairman and CEO, an Executive Director and Deputy CEO and two Independent Directors and collectively have the appropriate mix of core competencies and diversity of experience, as set out below:

Mr Yap Siean Sin (Independent Non-Executive Chairman)
Dato' Ng Tian Sang @ Ng Kek Chuan (Deputy Chairman and Chief Executive Officer ("**CEO**"))
Mr Howard Ng How Er (Executive Director and Deputy Chief Executive Officer ("**Deputy CEO**"))
Mr Kong Sin Seng (Independent Director)
Mr Ng Jwee Phuan @ Frederick (Eric) (Independent Director)

During FY2024, Mr Kong Sin Seng tendered his resignation on 5 December 2024 and Mr Kong Sin Seng ceased to be an Independent Director of the Company on 31 December 2024.

Provision 1.1 of the Code

The primary function of the Board is to protect and enhance long-term value and returns for the Company's shareholders. The Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. The Board sets appropriate tone from the top and desired organisational culture and ensures proper accountability within the Company. Any Director who faces conflicts of interest will recuse himself from discussions and decisions involving the issues of conflict. Besides carrying out its statutory responsibilities, the Board's role is also to:

- appoint Directors and other key personnel and review their performance;
- provide entrepreneurial leadership, set strategic objectives and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- oversee processes relating to the Group's internal controls, risk management, financial performance, compliance practices and resource allocation;

CORPORATE GOVERNANCE REPORT

- provide oversight in the proper conduct of the Group's business and assume responsibility for corporate governance;
- establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interest and the Group's assets;
- identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation;
- set the Company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
- consider sustainability issues, such as environmental and social factors, as part of its strategic formulation.

Provision 1.2 of the Code

All Directors are familiar with their duties and responsibilities as Directors, and are expected to objectively discharge their duties and responsibilities as fiduciaries in the interests of the Company. The Company has in place an induction program whereby newly appointed Directors will be given briefings and orientation training by the top management of the Company on the business activities of the Group and its strategic directions, as well as their duties and responsibilities as Directors. In addition, pursuant to Catalist Rule 406(3)(a), a director who has no prior experience as a director of an issuer listed on the SGX-ST will undergo training in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST. Directors newly appointed in FY2024 will attend and complete the Listed Entity Director modules 1 to 9 courses provided by the Singapore Institute of Director by the end of July 2025. The Directors are briefed by professionals either during Board meetings or at separate meetings on accounting standards and regulatory changes which have an important bearing on the Company and the Directors' obligations to the Company. All the Audit Committee ("**AC**") members receive updates from the external auditors on updates to accounting issues which have a direct impact on financial statements. In addition, the Board encourages its members to participate in seminars and receive training at the Company's expense to improve themselves and develop and maintain their skills and knowledge in the discharge of their duties as directors. The external auditors ("**EA**") had briefed the AC on changes or amendments to accounting standards in FY2024.

Provision 1.3 of the Code

The Board's approval is required for matters such as the Group's financial plans and annual budget, corporate restructuring, mergers and acquisitions, major investments and divestments, material acquisitions and disposals of assets, major corporate policies on key areas of operations, acceptances of bank facilities, the release of the Group's quarterly and full year's financial results and interested person transactions of a material nature. In the course of deliberations, the Directors are obliged to act in good faith and consider at all times the interests of the Company.

A formal document setting out the following has been adopted by the Board:

(a) the matters reserved for the Board's decision; and

(b) clear directions to Management on matters that must be approved by the Board.

CORPORATE GOVERNANCE REPORT

Apart from matters that specifically require the Board's approval, the following disbursements require the prior approval of the AC:

(a) disbursements of funds by the Company (excluding routine payment such as salaries) exceeding S$25,000; and

(b) disbursements of funds by subsidiaries of the Company (excluding routine payment such as salaries and doctors' commissions) exceeding S$50,000.

Apart from matters that specifically require the Board's or the AC's approval, disbursements of funds by subsidiaries of the Company (excluding routine payment such as salaries and doctors' commissions) between S$25,000 up to S$50,000 require prior approval from the Chief Financial Officer of the Company (the "**CFO**"). In addition, the engagement of professional services above S$30,000 is required to be approved by the Board.

The Board had formally met a total of eight times including several ad-hoc meetings in FY2024.

Provision 1.4 of the Code

To assist the Board in its functions, the Board has established various Board Committees, namely the AC, Remuneration Committee ("**RC**"), Nominating Committee ("**NC**") and the Risk Management Committee ("**RMC**") which were constituted with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. During FY2024, the AC, NC and RC were made up solely of Independent Directors and the RMC comprised of three Independent Directors and two Executive Directors. All Board Committees are made up of a majority of Independent Directors and the effectiveness of each committee is regularly monitored by the Board.

DELEGATION BY THE BOARD

AUDIT COMMITTEE

During FY2024, the AC comprised three Independent Directors as follows:

Mr Kong Sin Seng (Chairman)
Mr Yap Siean Sin
Mr Ng Jwee Phuan @ Frederick (Eric)

All current members of the AC are non-executive directors, all of whom are considered to be independent.

The AC is guided by the Code when performing its functions.

Its duties include, *inter alia*, overseeing the quality and integrity of the accounting, auditing, internal controls and financial practices of the Group and its exposure to risks of a regulatory and legal nature. It also reviews the effectiveness of the Company's systems of accounting and internal controls.

In FY2024, the AC had formally met a total of five times.

Further details about the AC may be found on pages 64 to 66 of this report.

CORPORATE GOVERNANCE REPORT

NOMINATING COMMITTEE

During FY2024, the NC comprised three Independent Directors as follows:

Mr Yap Siean Sin (Chairman)
Mr Kong Sin Seng
Mr Ng Jwee Phuan @ Frederick (Eric)

Under its terms of reference, the principal functions of the NC are:

- to make recommendations to the Board on all Board's appointments and re-nominations;
- to propose objective performance criteria to evaluate the Board's performance;
- to assess and determine annually the independence of the Directors; and
- to assess whether any Director, who has multiple board representations, is able to and has been adequately carrying out his duties as a Director.

The NC had formally met once in FY2024. It has also implemented a process for assessing the effectiveness of the Board as a whole.

Further details about the NC may be found on pages 55 to 58 of this report.

REMUNERATION COMMITTEE

During FY2024, the RC comprised three Independent Directors as follows:

Mr Yap Siean Sin (Chairman)
Mr Kong Sin Seng
Mr Ng Jwee Phuan @ Frederick (Eric)

Under its terms of reference, the principal functions of the RC are, *inter alia*:

- to recommend the Non-Executive and Executive Directors' (if applicable) remuneration to the Board;
- to review and approve the CEO's and senior management's remuneration; and
- to review all benefits and long-term incentive schemes (including share option schemes) and compensation packages for the Directors and senior management.

In FY2024, the RC had formally met once.

Further details about the RC can be found on pages 59 to 61 of this report.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT COMMITTEE

During FY2024, the RMC comprised three Independent Directors and two Executive Directors as follows:

Mr Ng Jwee Phuan @ Frederick (Eric) (Chairman)
Dato' Ng Tian Sang @ Ng Kek Chuan
Mr Howard Ng How Er
Mr Yap Siean Sin
Mr Kong Sin Seng

Under its terms of reference, the principal functions of the RMC are, *inter alia*:

- to review and recommend appropriate risk management strategies, policies and risk tolerances in line with the Group's business objectives for the Board's approval to safeguard shareholders' investments and the Company's assets;

- to review and recommend new investment projects to the Board;

- to ensure the ability of the Group to meet changes in significant risks and respond to constant changes to the business and/or external environment;

- to ensure that risk management and internal control systems are available to manage the risk and corrective measures undertaken to address failings and/or weaknesses;

- to ensure the effectiveness of measures deployed by the Management to address those risks (i.e. accept, avoid, transfer or mitigate the risks);

- to obtain the assurance from the Management that the risk management and internal control system is operating adequately and effectively in all material aspects; and

- to promote healthy risk culture and observe dysfunctional trends that could undermine the performance of risk management process.

In FY2024, the RMC had formally met once.

Further details about the RMC can be found on pages 63 to 64 of this report.

CORPORATE GOVERNANCE REPORT

Provision 1.5 of the Code

The Directors attend and actively participate in Board and Board Committee meetings. The number of meetings held by the Board and Board Committees and attendance thereat during FY2024 are as follows:

DIRECTORS	Board No. of meetings		AC No. of meetings		RC No. of meetings		NC No. of meetings		RMC No. of meetings	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Dato' Ng Tian Sang @ Ng Kek Chuan	8	8	5(1)	2(1)	1(1)	0(1)	1(1)	0(1)	1	1
Howard Ng How Er	8	8	5(1)	2(1)	0(1)	0(1)	1(1)	0(1)	1	1
Yap Siean Sin	8	7	5	5	1	1	1	1	1	1
Cheung Wai Man, Raymond(2)	8	1	5	1	1	1	1	1	1	1
Kong Sin Seng	8	8	5	5	1	1	1	1	1	1
Ng Jwee Phuan @ Frederick (Eric)(3)	8	4	5	3	1	0	1	0	1	0

Notes:

(1) Attendance by invitation.

(2) Mr Cheung Wai Man, Raymond ceased to be the Chairman of RMC and a member of the AC, NC and RC with effect from 29 April 2024.

(3) Mr Ng Jwee Phuan @ Frederick (Eric) was appointed as an Independent Non-Executive Director, Chairman of RMC and a member of the AC, NC and RC with effect from 1 July 2024.

Provision 1.6 of the Code

All Directors are to be from time to time furnished with information concerning the Group to enable them to be fully cognisant of the decisions and actions of the Group's executive management. Management is to provide the Board with unrestricted access to the Company's records and information and complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities. In order to enable the Independent Directors to understand the Group's business, the business and financial environment as well as the risks faced by the Group, the Management is to provide, *inter alia*, the following information to the Independent Directors:

1) board papers (with background or explanatory information relating to the matters brought before the Board, where necessary);

2) updates to the Group's operations and the markets in which the Group operates in; and

3) external auditors' report(s).

The Constitution of the Company provides for Directors to convene meetings by teleconferencing or other similar means e.g. videoconferencing. When a physical Board meeting is not possible, timely communication with members of the Board can be achieved through electronic means.

CORPORATE GOVERNANCE REPORT

Provision 1.7 of the Code

The agenda for Board meetings is prepared in consultation with the Chairman. Agendas and board papers (where relevant) are prepared for each meeting and will normally be circulated in advance of each meeting. Senior members of management staff are available to provide explanatory information in the form of briefings to the Directors or formal presentations in attendance at Board meetings, or by external consultants engaged on specific projects.

The Board has separate and independent access to the Company Secretary and Management at the Company's expense at all times in carrying out their duties. Each Director has separate and independent access to external advisers and the right to seek independent legal and other professional advice as and when necessary to enable him to discharge his responsibilities effectively, the cost of such professional advice will be borne by the Company.

The appointment and the removal of the Company Secretary is a decision for the Board as a whole. The Company Secretary and/or a representative of the Company Secretary attends all meetings of the Board and Board Committees of the Company and ensures that Board procedures are followed and that applicable rules and regulations are complied with. The minutes of Board and Board Committees' meetings are circulated to 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.

Provision 2.1 of the Code

The criterion of independence is based on the definition given in the Code and Rule 406(3)(d) of the Catalist Rules. The Board considers an "independent" director as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Under Rule 406(3)(d) of the Catalist Rules, a director will not be considered independent (i) if he is employed by the Company or any of its related corporations for the current or any of the past three financial years, (ii) if he has an immediate family member who is employed or has been employed by the Company or any of its related corporations for the past three financial years, and whose remuneration is determined by the remuneration committee of the Company, or if he has been a director for an aggregate period of more than 9 years (whether before or after listing).

With three Independent Directors during FY2024, the Board is able to exercise independent judgment on corporate affairs and provide management with a diverse and objective perspective on issues. Board members also have separate and independent access to the Company's senior management on an ongoing basis. The Independent Directors have confirmed that they are independent in conduct, character and judgement, and do not have any relationship with the Company or its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment in the best interests of the Company. The Independent Directors have further confirmed their independence according to the conditions set out in Rule 406(3)(d) of the Catalist Rules. There are no Directors who have served on the Board beyond nine (9) years from the date of their first appointment.

CORPORATE GOVERNANCE REPORT

Provisions 2.2 and 2.3 of the Code

Provision 2.3 of the Code states that Non-Executive Directors should make up a majority of the Board to avoid undue influence of the management over the Board and ensure appropriate checks and balances are in place. During FY2024, the Board, of which three out of five of the Directors are Non-Executive Directors, was able to exercise its powers objectively and independently from the management. All of the Non-Executive Directors are also Independent Directors. During FY2024, the Independent Directors were Mr Yap Siean Sin, Mr Kong Sin Seng and Mr Ng Jwee Phuan @ Frederick (Eric). Mr Kong Sin Seng resigned as a director of the Company on 31 December 2024.

Provision 2.4 of the Code

The composition of the Board and Board Committees have been reviewed by the NC to ensure that the Board has the appropriate balance and mix of skills, knowledge, experience and diversity, and collectively possess the necessary core competencies for effective functioning and informed decision-making. The NC is of the view that the current Board comprises persons who as a group provides capabilities required for the Board to be effective.

As of the date of this report, there are no Independent Directors of the Company who sit on the board of the Company's principal subsidiaries. Having regard to factors such as the expertise, skills, knowledge, experience and perspectives which the Board needs to meet the challenges in the business of the Group, the Board will constantly examine its size and its committees' size and, with a view to determine such impact upon its effectiveness and, decide on what it considers an appropriate size for the Board which facilitates effective decision making. The Board considers the present Board and Board Committees' size appropriate for the current nature and scope of the Group's operations. With the introduction of Rule 710A of the Catalist Rules effective from 1 January 2022, the Board has since formulated and maintained a formal Board Diversity Policy which takes into consideration criteria such as age, gender, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Board has since updated its Board Diversity Policy to include specific diversity targets in relation to gender representation, skills and expertise diversity and representation of independence directors on the Board. If a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new director, the NC will consider the benefits of all aspects of diversity including, but not limited to, those described in the Board Diversity Policy and select the appropriate candidate for the position. Details of the Board Diversity Policy have been made available to all directors of the Company.

The following table shows the Company's targets and the progress towards achieving these Board diversity targets:

Diversity Targets, Plans and Timelines	**Targets Achieved/Progress Towards Achieving Targets**
Gender	
To have at least 1 female Director on the Board.	**Target in Progress** – The Company has set an internal target to have a representation of at least one female director on its Board by FY2030.

CORPORATE GOVERNANCE REPORT

<table>
<tr><th colspan="2">Skills and Expertise</th></tr>
<tr>
<td>To ensure that Directors on the Board have relevant skillsets and experience. The Board has identified the following core competencies:

(i) Accounting or Finance

(ii) Business Management

(iii) Legal or Corporate Governance

(iv) Relevant Industry Knowledge or Experience

(v) Strategic Planning Experience

(vi) Customer Based Experience or Knowledge

(vii) Information Technology

The Company believes that diversity in skillsets would support the work of the Board and Board Committees and the needs of the Company, and that an optimal mix of experience would help shape the Company's strategic objectives and provide effective guidance and oversight of Management and the Company's operations.</td>
<td>Target met – The identified core competencies possessed by the Board in FY2024 was as follows:

<table>
<tr><th>Core Competencies</th><th>Number of Directors</th></tr>
<tr><td>Accounting or finance</td><td>4</td></tr>
<tr><td>Business management</td><td>5</td></tr>
<tr><td>Legal or corporate governance</td><td>5</td></tr>
<tr><td>Relevant industry knowledge or experience</td><td>5</td></tr>
<tr><td>Strategic planning experience</td><td>5</td></tr>
<tr><td>Customer based experience or knowledge</td><td>4</td></tr>
<tr><td>Information technology</td><td>4</td></tr>
</table>
</td>
</tr>
<tr><th colspan="2">Board Independence</th></tr>
<tr>
<td>To have a Board with at least 50% Independent Director representation.</td>
<td>Target Met – Currently the Independent Directors make up 50% of the Board.</td>
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</table>

Provision 2.5 of the Code

For FY2024, the Independent Directors had met at least once in the absence of key management personnel. The Independent Directors provide feedback from such meetings to the Board as appropriate.

The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender. The Board currently comprises Directors who as a group provide core competencies such as accounting or finance, business management, legal or corporate governance, relevant industry knowledge or experience, strategic planning experience, customer-based experience or knowledge as well as information technology. To maintain or enhance the Board's balance and diversity, the Board, with the assistance of the NC, is looking into conducting an annual assessment of the existing attributes and core competencies of the Board to ensure that they are complementary and enhance the efficacy of the Board. The table below shows the core competencies possessed by the Board.

CORPORATE GOVERNANCE REPORT

	Number of Directors	Proportion of Board
Core Competencies		
– Accounting or finance	4	80%
– Business management	5	100%
– Legal or corporate governance	5	100%
– Relevant industry knowledge or experience	5	100%
– Strategic planning experience	5	100%
– Customer based experience or knowledge	4	80%
– Information technology	4	80%

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.

Provision 3.1 of the Code

In compliance with the Code's provisions on the clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business, Mr Yap Siean Sin is the Independent Non-Executive Chairman and Dato' Ng Tian Sang @ Ng Kek Chuan is the Deputy Chairman and CEO of the Company.

The Chairman and CEO of the Company are separate persons and are not related. The roles of the Chairman and the CEO are deliberately kept distinct through a clear division of responsibilities to ensure effective oversight, appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

Provision 3.2 of the Code

As the Independent Non-Executive Chairman, Mr Yap Siean Sin's overall role is to lead and ensure the effectiveness of the Board. This includes, *inter alia*:

- promoting a culture of openness and debate at the Board;
- facilitating the effective contribution of the Directors to the Board and Group affairs;
- encouraging constructive relations between Executive Directors and Non-Executive Directors;
- promoting high standards of corporate governance; and
- setting the Board agenda with Management and conducting effective Board meetings.

The Chairman is also the face of the Board and plays an important role in ensuring effective communication with shareholders and other stakeholders.

CORPORATE GOVERNANCE REPORT

The Deputy Chairman and the Company and Group CEO, Dato' Ng Tian Sang @ Ng Kek Chuan, assisted by the Deputy CEO, Mr Howard Ng How Er, plays an instrumental role in developing the business of the Group and provides the Group with leadership and vision. He also takes a leading role in managing the day-to-day operations with the assistance of key management personnel.

Provision 3.3 of the Code

As the roles of the Chairman and the CEO are held by separate individuals who are not related to each other, and the Chairman elected at the Board meetings is an Independent Director, there is no need for the appointment of a lead Independent Director.

The Independent Directors are available to shareholders where they have concerns and for which contact through the normal channels of the Deputy Chairman and CEO, Executive Director and Deputy CEO, Executive Director or Chief Financial Officer have failed to resolve or for which such contact is inappropriate.

While the Deputy Chairman and CEO, Dato' Ng Tian Sang @ Ng Kek Chuan, is the father of the Executive Director and Deputy CEO, Mr Howard Ng How Er, the Board is of the view that it maintains a strong independent element of the Board as the Board comprises majority Independent Directors. The Board is satisfied that there is currently a strong independent element to contribute to effective decision-making.

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.

Provisions 4.1 and 4.2 of the Code

The Board has established the NC, chaired by Mr Yap Siean Sin. During FY2024, the NC comprised of three Independent Directors. Following Mr Kong Sin Seng's resignation at the end of FY2024, the NC currently comprises two Independent Directors. The Chairman of the NC is independent and is not associated in any way with any substantial shareholder of the Company.

Provision 4.1 of the Code

Some of the functions of the NC are, *inter alia*, to:

- determine the criteria for the appointment of new Directors, set up a process for the selection of such appointment;
- review nominations for the appointment and re-appointment of Directors (including alternate Directors, if any) to the Board;
- decide on how the Board's, Board Committee's and Directors' performance may be evaluated and propose objective performance criteria for the Board's approval;
- review succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO or the Deputy CEO and key management personnel; and
- review training and professional development programmes for the Board and its Directors.

CORPORATE GOVERNANCE REPORT

The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate balance and mix of expertise and experience to enable management to benefit from a diverse perspective of issues that are brought before the Board. The NC is of the view that the Board comprises Directors capable of exercising objective judgment on the corporate affairs of the Company independently of management and that no individual or small group of individuals dominate the Board's decision-making process.

Provisions 4.3 and 4.5 of the Code

With the introduction of Rule 710A of the Catalist Rules effective from 1 January 2022, the Board has since formulated and maintained a formal Board Diversity Policy which takes into consideration criteria such as age, gender, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Board has since updated its Board Diversity Policy to include specific diversity targets in relation to gender representation, skills and expertise diversity and representation of independence directors on the Board. When a vacancy arises under any circumstance, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the NC, in consultation with the Board, will determine the selection criteria and select candidates with the appropriate expertise and experience for the position. The Company may appoint professional search firms and recruitment consultants to assist in the selection and evaluation process if the appointment requires a specific skill set or industry specialisation. The NC will then meet with the short-listed candidate, nominate and recommend the most suitable candidate to the Board for approval. The newly appointed Directors by the Board will be subject to re-election by Shareholders at the next annual general meeting and thereafter, they are subject to the one-third rotation rule pursuant to the Company's Constitution. The NC also ensures that new directors are aware of their duties and obligations.

Provision 4.4 of the Code

In determining the independence of Directors annually, the NC has reviewed and is of the view that Mr Yap Siean Sin and Mr Ng Jwee Phuan @ Frederick (Eric) are independent. The Independent Directors have also confirmed their independence in accordance with the Code and Rule 406(3)(d) of the Catalist Rules during the NC meeting held on 27 February 2025 subsequent to FY2024 and all the Independent Directors have provided their independent declarations. In addition, the Independent Directors do not have any relationship as stated in the Code and Rule 406(3)(d) of the Catalist Rules that would otherwise deem any of them not to be independent.

Provision 4.5 of the Code

The NC has adopted internal guidelines addressing competing time commitments that are faced when Directors serve on multiple boards and have other principal commitments. However, the Board, with the concurrence of the NC, has agreed that the Company shall not impose a maximum number of listed board representations on the Directors as the Board is of the opinion that setting a fixed number would not adequately take into account the varied circumstances of each Director. The NC will instead focus on whether a Director has sufficient time to adequately discharge his duties to the Company. The NC would monitor and determine annually, on a case-by-case basis, whether the Directors have given sufficient time and attention to the affairs of the Company and adequately carry out his duties as a Director of the Company.

The NC has reviewed and is satisfied that in FY2024, the Directors, some of who have multiple board representations, have been able to devote adequate time and attention to the affairs of the Company to fulfil their duties as Directors of the Company.

CORPORATE GOVERNANCE REPORT

Provision 4.5 of the Code

The year of initial appointment and last re-election date of each current Director and his current and past directorship(s) in other listed companies are listed below:

Director	Date of initial appointment	Date of last re-election	Current directorships in listed companies	Past directorships in listed companies (preceding three years)	Other principal commitments
Mr Yap Siean Sin	27 June 2017	28 April 2023	Nil	– Asia-Pacific Strategic Investment Limited	– Spring Rise Pte Ltd – Cavacole (5) Pte Ltd – Pacific Coast Pte. Ltd. – Spring Malaysia (MM2H) Sdn. Bhd. – Timur Baiduri Sdn. Bhd. – Arealink Corporation Sdn. Bhd. – Seni Rancang (M) Sdn. Bhd. – Moi Siean Holdings Sdn. Bhd. – Jururancang YSS (Sole Proprietorship) – Arkitek Seni Perunding. (Sole Proprietorship)
Mr Ng Jwee Phuan @ Frederick (Eric)	1 July 2024	NA	Nil	– Chasen Holdings Ltd – GBM Gold Ltd	–
Dato' Ng Tian Sang @ Ng Kek Chuan	29 November 2019	28 April 2023	Nil	Nil	–
Mr Howard Ng How Er	29 November 2019	29 April 2024	Nil	Nil	–

The profiles of the Directors can be found on pages 8 to 9 of this report.

Pursuant to Regulation 90 of the Company's Constitution, at least one-third of the Directors shall retire from office by rotation and be subject to re-election at the Company's annual general meeting, except that the Managing Director will not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. All Directors are required to submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years. In addition, a new Director appointed by the Board during the year shall hold office only until the next annual general meeting and shall then be eligible for re-election at the Company's annual general meeting, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. The shareholders approve the appointment or re-appointment of Board members at the annual general meeting.

The NC will assess and evaluate whether Directors retiring at each annual general meeting are properly qualified for re-appointment by virtue of their skills, experience and contributions. In accordance with the Company's Constitution, Mr Ng Jwee Phuan @ Frederick (Eric) and Mr Yap Siean Sin are due to retire at the Company's forthcoming Annual General Meeting ("**AGM**").

CORPORATE GOVERNANCE REPORT

The NC has recommended to the Board that Mr Ng Jwee Phuan @ Frederick (Eric) and Mr Yap Siean Sin be nominated for re-election at the forthcoming AGM. In making the recommendation, the NC had considered Mr Ng Jwee Phuan @ Frederick (Eric)'s and Mr Yap Siean Sin's overall contributions and performance. Mr Ng Jwee Phuan @ Frederick (Eric) and Mr Yap Siean Sin abstained from making any deliberations on their re-election.

Mr Ng Jwee Phuan @ Frederick (Eric) will, upon re-election as a Director of the Company, remain as the Chairman of the RMC and a member of the AC, NC and RC. Mr Ng Jwee Phuan @ Frederick (Eric) will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Yap Siean Sin will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Board, Chairman of the NC and RC and a member of the AC and RMC. Mr Yap Siean Sin will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

As at the date of this report, save for Mr Yap Siean Sin, all of the Directors have interests in the shares and/or share options in the Company (whether directly or indirectly). Save for Dato' Ng Tian Sang @ Ng Kek Chuan and Mr Howard Ng, none of the Directors holds shares in the subsidiaries of the Company. Further details on Dato' Ng Tian Sang @ Ng Kek Chuan and Mr Howard Ng's interest in subsidiaries of the Company may be found on pages 74 to 75 of this report.

The Company does not have any alternate directors.

BOARD PERFORMANCE

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

The effectiveness of the Board will ultimately affect the performance of the Group. The Board ensures compliance with the applicable laws and the Board members should act in good faith, with due diligence and care in the best interests of the Company and its shareholders.

The performance of the key executives will be reviewed annually by the NC and the Board.

Provision 5.1 of the Code

The NC has established an appraisal process to assess the performance and effectiveness of the Board as a whole. For this purpose, the NC has developed a checklist to assist in its assessment of the effectiveness of the Board and of each board committee separately as well as the contribution by the Chairman, Deputy Chairman and CEO and each individual director at least once every year. Feedback and comments received from the Directors are reviewed by the NC. In its assessment, the NC takes into consideration the frequency of the Board meetings, Board independence, the rate at which issues raised are adequately dealt with, the effectiveness of the Board Committees, and reports from the various committees.

Provision 5.2 of the Code

The NC and the Board has assessed the performance of the current Board, Board Committees and Individual Directors to-date and is of the view that performance of the Board as a whole, the Board Committees and Individual Directors have been satisfactory. No external facilitator has been used for the assessment in FY2024.

Each Director abstains from voting on any resolution and making recommendations and/or participating in any deliberation in respect of the assessment of his performance or re-nomination as a Director.

CORPORATE GOVERNANCE REPORT

(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.

Provisions 6.1 and 6.2 of the Code

The Board has established the RC, chaired by Mr Yap Siean Sin. During FY2024, the RC comprised three Independent Directors. Following Mr Kong Sin Seng's resignation at the end of FY2024, the RC currently comprises two Independent Directors.

It is within the terms of reference of the RC to review and recommend to the Board, a general framework of remuneration for the Board and key executives and to review and recommend the specific remuneration packages and terms of employment for each Director and the key executives. Each member of the RC abstains from voting on any resolutions and making any recommendations in respect of his remuneration package.

Provision 6.1 of the Code

The RC recommends and reviews remuneration packages of the key executives on a regular basis, with the aim of building a capable and committed management team. The Directors are not involved in deciding their own remuneration.

Provision 6.3 of the Code

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

Provision 6.4 of the Code

If necessary, the RC may seek expert advice outside the Company on remuneration of the Directors and key executives. The RC ensures that in the event of such advice being sought, existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. The Company has not appointed any remuneration consultants for FY2024.

LEVEL AND MIX OF REMUNERATION

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

In setting remuneration packages, the Company takes into consideration the remuneration and employment conditions within the same industry, as well as the Group's performance.

CORPORATE GOVERNANCE REPORT

Provision 7.1 of the Code

The remuneration for the key executives comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and individual performance. The variable annual bonus is structured so as to link rewards to corporate and individual performance and is aligned with the interests of Shareholders and other stakeholders and promotes the long-term success of the Company.

The annual review of the remuneration of the key executives are carried out by the RC to ensure that their remuneration commensurate with their performance, giving due regard to the profitability of the Group, its financial performance as well as general economic conditions under which the Group operates.

Provision 7.2 of the Code

The Independent Directors and non-executive directors (if any) receive directors' fees, in accordance with their contributions, taking into account factors such as effort, time spent, responsibilities of the Directors and the need to pay competitive fees to attract, motivate and retain the Directors. Directors' fees are recommended by the Board for approval at the Company's annual general meeting.

At the extraordinary general meeting held on 24 March 2025, shareholder approval was obtained for, *inter alia*, the part payment of executive directors' salaries, directors' fees for the financial years ended 31 December 2022, 31 December 2023 and 31 December 2024 in shares, to conserve cash and to provide the Directors with the opportunity to participate in the equity of the Company and motivate them towards better performance through increased dedication and loyalty. It would also encourage the alignment of interests between the Directors and Shareholders whilst not compromising their independence.

Provision 7.3 of the Code

In reviewing and determining the remuneration packages of the Directors and key executives, the RC considers, amongst other things, their responsibilities, skills, expertise and contribution to the Company's performance and whether such remuneration packages are competitive and sufficient to ensure that the Company is able to attract and retain the best available executive talent. The RC also ensures that the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the Company for the long term.

Provision 8.3 of the Code

The RC (which comprised of Mr Yap Siean Sin (Chairman), Mr Kong Sin Seng and Mr Ng Jwee Phuan @ Frederick (Eric) in FY2024) also administers the JCG Share Performance Plan (the "**JCG SPP**") which was adopted at an extraordinary general meeting on 30 April 2019 and renewed at the annual general meeting held on 29 April 2024. The criteria to determine the grant of JCG SPP include the employee's rank and responsibilities within the Group, his/her performance, years of service, potential for future development of the employee and the performance of the Group. As at the date of this Annual Report, the Company has issued and allotted (a) 2,083,000 shares on 22 March 2024 and (b) 2,777,778 shares on 6 January 2025 pursuant to the JCG SPP.

Further details about the JCG SPP may be found on pages 78 and 79 of this report.

CORPORATE GOVERNANCE REPORT

The Company currently does not have any contractual provisions which allow it to reclaim incentives from the Executive Directors and Executive Officers in certain circumstances. The Board is of the view that as the Group pays performance bonuses based on actual performance as opposed to a forecast of the Group and/or the Company as well as the actual results of its Executive Directors and Executive Officers, "claw back" provisions may not be relevant or appropriate.

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.

Provision 8.1(a) of the Code

After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director and key management personnel, the Company is of the view that disclosing the exact amount of remuneration would be prejudicial to its business interest given the highly competitive environment. The breakdown of remuneration (in percentage terms) of the Directors, CEO and Deputy CEO of the Company paid for FY2024 is set out below:

Name of Director/CEO	Remuneration (S$)	Base Salary	Allowance	Directors Fees	Other Benefits[1]	Total
Between S$250,000 and S$500,000						
Dato' Ng Tian Sang @ Ng Kek Chuan	345,361	95%	–	–	5%	100%
Below S$250,000						
Mr Howard Ng How Er	176,319	83%	10%	–	7%	100%
Mr Yap Siean Sin	48,000	–	–	100%	–	100%
Mr Kong Sin Seng	24,000	–	–	100%	–	100%
Mr Cheung Wai Man, Raymond	4,000	–	–	100%	–	100%
Mr Ng Jwee Phuan @ Frederick (Eric)	12,000	–	–	100%	–	100%

Note:

(1) Other benefits include employer's contribution to Central Provident Fund, Employee Provident Fund and bonus.

The Directors' fees for FY2025, as a lump sum, will be subject to the approval by shareholders at the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

Deviation from Provision 8.1(b) of the Code

The aggregate remuneration paid to the key executive (who are not Directors or the CEO) for services rendered to the Group on an individual basis is below S$250,000 during FY2024 and are set out below:

Name of Key Executive	Base Salary	Allowance	Fees	Other Benefits(1)	Total
Below S$250,000					
Ms Toh Chiew Khim	85%	–	–	15%	100%

Note:
(1) Other benefits include employer's contribution to Central Provident Fund and bonus.

The Company had one key executive personnel (excluding the Directors) in FY2024. The total aggregate remuneration of the key executive is not disclosed in this annual report as the Board is of the opinion that such disclosure would be prejudicial to the Company's business interests, given the highly competitive conditions in the industry and the fact that the management team consists of only one key executive personnel at any material time (excluding the Directors).

Provision 8.2 of the Code

Save for (a) the Deputy Chairman and CEO, and (b) the Executive Director and Deputy CEO, whose remuneration has been disclosed above, there are no employees of the Company who are substantial shareholders of the Company or are immediate family members of a Director, CEO or a substantial shareholder of the Company and whose remuneration exceeds S$100,000 for FY2024.

There are no termination or retirement benefits, as well as post-employment benefits that are granted to the Directors, CEO and key executives.

(C) ACCOUNTABILITY AND AUDIT

ACCOUNTABILITY

In presenting interim and full year financial result announcements and the annual financial statements to shareholders promptly, it is the aim of the Board to provide the shareholders with a detailed analysis, explanation and assessment of the Group's financial position and prospects.

Management is to provide the Board with unrestricted access to relevant information on a timely basis in order that it may effectively discharge its duties. The Board members are to be provided with up-to-date financial reports and other information on the Group's performance for effective monitoring and decision making. Such updates and provision of information is done via emails, informal meetings and/or telephonic discussions as and when required.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board reviews annually the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls.

Provision 9.1 of the Code

The AC, on behalf of the Board, reviews the Group's system of internal controls, including financial, operational, compliance and information technology, and risk management policies and systems established by management. This ensures that such system is sound and adequate to provide reasonable assurance of the adequacy and effectiveness of the internal controls, addressing financial, operational, compliance and information technology risks and risk management systems. In addition, the Group has, based on the internal audit performed for FY2024, made improvements to the internal controls and systems to provide reasonable assurance that assets are safeguarded, operational controls are in place, business risks are suitably protected, proper accounting records are maintained and financial information used within the business and for publication, are reasonable and accurate. The Board acknowledges that it is responsible for the overall internal control framework, but recognises that all internal control systems contain inherent limitations and that no cost-effective internal control system will preclude all errors and irregularities as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against loss or misstatement. The Company had in place an Enterprise Risk Management framework during FY2024.

Provision 9.1 of the Code

On 10 January 2020, the RMC was established to assist the Board in determining the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation.

The effectiveness of the internal control systems and procedures are monitored by Management and also by the internal audit function. In FY2024, the Company had engaged Messers BDO Advisory Pte Ltd ("**BDO**") (the "**Internal Auditors**") as its outsourced internal auditor to perform internal audit work for FY2024 focused on the Group's internal controls under an internal audit plan. Based on the internal audit performed in FY2024, the Internal Auditors had identified and provided recommendations for improvements in the system of internal controls. The Management has assured the Board that the Company will take steps to implement the recommendations of the Internal Auditors and that all recommendations in relation to the FY2024 internal audit will be implemented by the Company.

At present, the Board relies on the assurances provided by Management, the external audit reports and management letter prepared by the external auditors on any material non-compliance or internal control weaknesses. Based on the internal controls and risk management systems established and maintained by the Group, reviews conducted by the external auditors and assurance from Management, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, addressing financial, operational, compliance and information technology risks, and risk management systems were adequate and effective for FY2024.

CORPORATE GOVERNANCE REPORT

Provision 9.2 of the Code

The Board has also received assurance from the Deputy Chairman and CEO, Dato' Ng Tian Sang @ Ng Kek Chuan and the CFO, Ms Toh Chiew Khim:

(a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and

(b) regarding the adequacy and effectiveness of the Company's risk management and internal controls system.

The system of internal controls provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal control and/or risk management could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

Provision 10.1 of the Code

Specifically, the AC has the following functions:

- reviewing the audit plans and scope of audit of the external auditors, including appraising the quality of their work and the assistance provided to them by the Management;
- recommending to the Board (i) the proposals to the shareholders on the appointment, re-appointment and removal of external auditors and (ii) the remuneration and terms of engagement of the external auditors, after evaluating the external auditors' cost effectiveness, independence and objectivity and the nature and extent of non-audit services provided by them;
- reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;
- reviewing and reporting to the Board at least annually the adequacy of the internal control systems and risk management system of the Group, including financial, operational, compliance and information technology controls, by reviewing written reports from the internal auditors, and Management's responses and actions to correct any deficiencies;
- reviewing the financial statements and financial result announcements to shareholders before submission to the Board for adoption;
- reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- reviewing interested person transactions to ensure that they are on normal commercial terms and not prejudicial to the interests of the Company or its shareholders;

CORPORATE GOVERNANCE REPORT

- reviewing the assurance from the CEO and the CFO on the financial records and financial statements; and

- reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

The AC has authority to investigate any matter within its terms of reference, and has full access to, and the co-operation of, the Management and resources which are necessary to enable it to discharge its functions properly. It also has full discretion to invite any executive Director or executive officer to attend its meetings.

In addition to the activities undertaken to fulfil its responsibilities, the AC is kept abreast of the changes to accounting standards and issues which have a direct impact on financial statements via briefing by its external auditors during the AC meetings.

Provisions 10.2 and 10.3 of the Code

The Board has established the AC, which was chaired by Mr Kong Sin Seng during FY2024. During FY2024, the members comprised three Independent Directors of the Company, who collectively bring with them invaluable managerial and professional expertise in the financial and business management spheres. None of the AC members were previous partners or directors of the Company's external audit firm within the last two years and none of the AC members hold any financial interest in the external audit firm.

Mr Kong Sin Seng ceased to be a Director of the Company on 31 December 2024 and the Board is in the process of identifying a suitable candidate to be appointed as an independent director of the Company who can also serve as the Chairman of the Audit Committee.

The AC has met with the Group's external auditors and its management to review accounting, auditing and financial reporting matters for FY2024.

Provision 10.5 of the Code

In FY2024, the AC had met the external auditors separately, without the presence of the Management, to discuss the reasonableness of the financial reporting process, as well as to review the adequacy of audit arrangements with particular emphasis on the observations and recommendations of the external auditors, the scope and quality of their audits and the independence and objectivity of the external auditors.

The AC has reasonable resources to enable it to discharge its functions properly. The Board is of the view that the members of the AC are appropriately qualified to discharge their responsibilities and at least two members of the AC, including the Chairman of the AC, have recent and relevant accounting or related financial management expertise or experience.

The Group's existing auditors, UHY Lee Seng Chan & Co., have been the auditors of the Group since 29 April 2024. Mr Lee Sen Choon is the engagement partner since financial year ended 31 December 2024.

Having regard to the adequacy of the resources and experience of the auditing firm and the engagement director assigned to the audit, the firm's other audit engagements, the size and complexity of the Group being audited, and the number and experience of supervisory and professional staff assigned to the particular audit, the Board and the AC are of the opinion that a suitable auditing firm has been appointed to meet the Company's auditing obligations.

CORPORATE GOVERNANCE REPORT

The Company has appointed suitable audit firms for its subsidiaries in Singapore and Malaysia. In this regard, the Board, with the concurrence of the AC, is of the view that the Company complies with Rule 712 and Rule 715 read together with Rule 716 of the Catalist Rules.

The AC is pleased to recommend to the Board that UHY Lee Seng Chan & Co. be nominated for re-appointment as external auditors of the Company at the forthcoming AGM. The amount of audit fees paid to UHY Lee Seng Chan & Co. in FY2024 was S$100,000. There were no non-audit fees paid to UHY Lee Seng Chan & Co. in FY2024. Having reviewed, amongst others, the scope and quality of their audits and their independence, the AC is satisfied that the independence and objectivity of the external auditors is not affected during their engagement for the financial year ended 31 December 2024.

INTERNAL AUDIT

The Group has appointed BDO as its outsourced internal auditor since FY2022. BDO assists the Group in reviewing the adequacy and effectiveness of the Group's internal controls based on an annual internal audit plan that covers applicable financial, operational, compliance and information technology controls. As part of the internal audits, they also provide recommendations to the AC and the Board to address any weaknesses in its internal controls.

BDO performs annual internal audit planning in consultation with, but independent of the Management. The internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit work. In addition, the internal auditor may be involved in ad hoc projects initiated by the Management which require the assurance of the internal auditor in specific areas of concerns. BDO is provided with unfettered access to all the Group's documents, properties, information, records and personnel, including the AC. BDO is a suitably appointed qualified firm of accountants who performs their reviews in accordance with the BDO Global IA methodology which is consistent with the International Professional Practices Framework established by the Institute of Internal Auditors ("**IIA**"). The engagement team is headed by a Partner who has more than 25 years of experience in audit and advisory services. The engagement Partner holds a Bachelor of Accountancy Degree (Honours) from the Nanyang Technological University, Singapore, and is a Chartered Accountant of the Institute of Singapore Chartered Accountants and Certified Internal Auditor of the IIA. As the Group's outsourced internal auditors, BDO is required to provide staff of adequate expertise and experience to conduct the internal audits. Members of the internal audit team also have relevant academic qualifications and internal audit experience. The AC is satisfied that the internal audit function is independent, effective, adequately resourced and has the appropriate standing within the Group.

<u>Provision 10.4 of the Code</u>

BDO reports to the AC on audit matters and reports administratively to the CFO. The AC also reviews and approves the annual internal audit plans and resources to ensure that BDO has the necessary resources to adequately perform its functions. The AC would also decide on the appointment, termination and remuneration of the internal audit function.

CORPORATE GOVERNANCE REPORT

(D) SHAREHOLDERS' RIGHTS AND ENGAGEMENT

SHAREHOLDERS' 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 takes a serious view of ensuring full and adequate disclosure, in a timely manner, of material events and matters concerning its businesses through SGXNET, public announcements, press releases, circulars to shareholders and annual reports.

Provision 11.1 of the Code

The Company also ensures that shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders. Shareholders are informed of the rules, including voting procedures that govern general meetings of shareholders. Shareholders are entitled to attend the annual general meeting to ensure a greater level of shareholders' participation and for them to be kept up to date as to the Group's strategies and goals. The notice of the annual general meeting is despatched to shareholders, together with explanatory notes at least 14 days before the meeting.

In line with the Catalist Rules, resolutions tabled at general meetings of the Company will be passed through a process of voting by poll which procedures will be clearly explained by the scrutineers at the Company's general meetings.

Provision 11.2 of the Code

The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company will explain the reasons and material implications in the notice of meeting. For resolutions on the election or re-election of Directors, the Company provides information on the background of the Directors, their contributions to or role in the Company, and the Board and Board Committee positions they are expected to hold upon election or re-election.

Provision 11.3 of the Code

All Directors are in attendance at the Company's annual general meeting to address shareholders' questions relating to the work of the Board committees. The Company's external auditors, UHY Lee Seng Chan & Co., will also be present at the annual general meeting and are available to assist the Directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of their auditors' report.

CORPORATE GOVERNANCE REPORT

The attendance of the Directors of the Company at the Company's general meetings held during FY2024 are reflected in the table below:

Name of Director	General Meetings
Number of meetings held:	1
Number of meetings attended:	
Dato' Ng Tian Sang @ Ng Kek Chuan	1
Howard Ng How Er	1
Yap Siean Sin	1
Kong Sin Seng	1
Cheung Wai Man, Raymond(1)	1
Ng Jwee Phuan @ Frederick (Eric)(2)	0

Notes:

(1) Mr Cheung Wai Man, Raymond ceased to be a Director of the Company with effect from 29 April 2024.

(2) Mr Ng Jwee Phuan @ Frederick (Eric) was appointed as an Independent Non-Executive Director with effect from 1 July 2024.

Provision 11.4 of the Code

The Company's Constitution allows a shareholder to appoint up to two proxies to attend and vote in the shareholder's place at the general meetings of shareholders. Pursuant to the introduction of the multiple proxies regime under the Singapore Companies (Amendment) Act 2014, indirect investors who hold the Company's shares through a nominee company or custodian bank or through a Central Provident Fund agent bank may appoint more than two proxies to attend and vote at general meetings.

Provision 11.5 of the Code

The Company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. Such minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

Deviation from Provision 11.6 of the Code

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate. The Board is not recommending any dividends for FY2024 due to the losses incurred and financial position of the Company.

CORPORATE GOVERNANCE REPORT

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 has adopted quarterly reporting of its financial results since 1 January 2015. It does not practise selective disclosure. In line with the continuous disclosure obligations of the Company pursuant to the Catalist Rules and the Act, the Board's policy is that all shareholders should be informed regularly and on a timely basis of all major developments that impact the Group.

The Company will communicate pertinent information to its shareholders on a regular and timely basis through:

- the Company's annual reports that are prepared and issued to all shareholders. The Board makes every effort to ensure that the annual report includes all relevant information about the Group, including future developments and other disclosures required by the Act and the Singapore Financial Reporting Standards;

- quarterly financial statements containing a summary of the financial information and affairs of the Group for the financial period. These are announced via the SGXNET;

- notices of annual general meeting and extraordinary general meeting;

- announcements via SGXNET on major developments of the Group; and

- the Group's website at https://www.beverlyjcg.com/from which shareholders can access information on the Group. The website provides, *inter alia*, the profiles of the Group and information on our Board and management.

The Board views the annual general meeting as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues and ask the Directors or the Management questions regarding the Company and its operations, as well as for the Company to understand the views from the shareholders.

Provision 12.1 of the Code

The Company held an annual general meeting in April 2024 which is the principal forum of dialogue and interaction with its shareholders. Before and after the general meeting, the Directors would also take the opportunity to interact with shareholders. For FY2024, the shareholders were invited to submit questions relating to the resolutions to be tabled at the respective meeting and the Company did not receive any substantial and relevant questions from shareholders.

For the forthcoming AGM, shareholders may submit their questions relating to the resolutions set out in the notice of the AGM in advance. The detailed information on the submission of questions has been specified in the notice of AGM.

CORPORATE GOVERNANCE REPORT

Deviation from Provision 12.2 of the Code

The Company currently does not have an investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders. The Company will consider the appointment of a professional investor relations officer to manage the function should the need arises.

Provision 12.3 of the Code

In addition, shareholders who wish to contact the Company may leave their contact details and their feedback or questions to the Company through an online submission form on the Company's corporate website, through which the Company may respond directly to shareholder on such feedback or questions.

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.

Provision 13.1 of the Code

An important starting point in Company's sustainability journey is to identify our stakeholders and material aspects relevant to the Company's business. The interests and requirements of key stakeholders are also taken into account when formulating corporate strategies. These key stakeholders include, but are not limited to, customers, suppliers, employees, investors, and regulators. The Company adopts both formal and informal channels of communication to understand the needs of key stakeholders, and incorporate these into the Company's corporate strategies to achieve mutually beneficial relationships.

Provision 13.2 of the Code

The information on the Company's arrangements to identify and engage with its material stakeholder groups and to manage its relationships with such groups, and the Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2024 will also be set out in the Company's sustainability report which can be found on pages 13 to 44 of this Annual Report.

Provision 13.3 of the Code

The Company maintains a current corporate website (https://www.beverlyjcg.com/) to communicate and engage with stakeholders.

CORPORATE GOVERNANCE REPORT

DEALING IN SECURITIES & WHISTLE-BLOWING

In line with Rule 1204(19) of the Catalist Rules and in implementing the directives issued by the AC in 2006, the Group has continued to adopt an internal code in relation to the dealing of shares of the Company, insider trading and whistle-blowing. The Company has issued memoranda relating to dealing in the securities of the Company to its Directors and employees, setting out the implications of insider trading and guidance on such dealings. Directors and key executives are expected to observe insider trading laws at all times. In FY2024, Directors were also issued notices relating to black-out periods within which the Company and Directors and employees of the Company should not deal in the securities of the Company during the period commencing two weeks before the announcement of the Company's quarterly financial results and one month before the announcement of the Company's full year financial results and ending on the date of the announcement of the results.

Directors and employees are also discouraged from dealing in the Company's shares on short-term considerations. The Company has also issued written policies and procedures regarding whistle-blowing to its Directors and employees, identifying and illustrating actions or observations which may constitute matters which should be raised, and the various avenues through which they may be raised. The Company has also set up a dedicated email address (report@jcg-investment.com) for reporting purposes to which access is restricted to the Chairman of the AC and his designate. In the pursuit of good corporate governance, the Company encourages its officers, employees, and/or any other parties with whom the Group has a relationship to provide information that evidences unlawful, unethical and fraudulent practices.

INTERESTED PERSONS TRANSACTIONS

As a listed company on the Catalist of the SGX-ST, the Company is required to comply with Chapter 9 of the Catalist Rules on interested person transactions ("**IPT**"). The Company has established controls and reporting procedures for handling IPT. These ensure that such transactions are conducted on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company.

IPTs are executed on fair terms and at arm's length regardless of their nature and size. All IPTs are subject to review by the AC to ensure they were carried out on normal commercial terms. In addition, to ensure compliance with Chapter 9 of the Catalist Rules, the AC and the Board have met and will meet regularly at each scheduled quarterly AC and Board meeting to review if the Company will be entering into an IPT and if so, to ensure that the relevant rules under Chapter 9 of the Catalist Rules are complied with. In the event that a member of the AC is involved in any interested person transaction, he will abstain from reviewing that particular transaction.

The Group does not have any interested persons transaction (excluding transaction less than S$100,000) in FY2024 that is disclosable under Rule 920(1)(a)(ii) of the Catalist Rule.

CORPORATE GOVERNANCE REPORT

MATERIAL CONTRACTS

Save as set out below and disclosed in the Report of the Directors and Financial Statements, as announced via SGXNET from time to time in compliance with the Catalist Rules, there were no material contracts, not being contracts entered into in the ordinary course of business of the Company or its subsidiaries, involving the interests of the CEO or any Director or controlling shareholders subsisted at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year:–

(i) the Company had entered into a sale and purchase agreement dated 9 April 2024 with BK Hospital Pte. Ltd. in relation to the transfer of assets relating to BK Hospital's aesthetic clinic business to Beverly Wilshire Aesthetics & Wellness Pte. Ltd., a special purpose vehicle, as well as an indirect subsidiary of the Company for the purpose of acquiring and operating the BK Target Assets;

(ii) the Company had entered into a debt capitalisation deed dated 3 March 2025 with Dato' Ng Tian Sang @ Ng Kek Chuan in relation to the capitalisation of the outstanding salaries owed by the Company to Dato' Ng Tian Sang @ Ng Kek Chuan from June 2022 to December 2024;

(iii) the Company had entered into a debt capitalisation deed dated 3 March 2025 with Mr Howard Ng How Er in relation to the capitalisation of part of the outstanding salaries owed by the Company to Mr Howard Ng How Er from June 2022 to December 2024;

(iv) the Company had entered into a debt capitalisation deed dated 3 March 2025 with Mr Yap Siean Sin in relation to the capitalisation of part of the outstanding director's fees owed by the Company to Mr Yap Siean Sin from January 2022 to December 2024; and

(v) the Company had entered into a debt capitalisation deed dated 3 March 2025 with Mr Ng Jwee Phuan @ Frederick (Eric) in relation to the capitalisation of part of the outstanding director's fees owed by the Company to Mr Ng Jwee Phuan @ Frederick (Eric) from July 2024 to December 2024.

As at the Latest Practicable Date, the net proceeds from the Tan Chin Hong and Lim Beoy Kee subscriptions have been utilised as follows:

Use of Net Proceeds	Percentage Allocation (%)	Amount of Net Proceeds Allocated (S$'000)	Amount Utilised as at the date of this announcement (S$'000)	Balance of Net Proceeds as at the date of this announcement (S$'000)
For general working capital needs	90	360	360	–
Funding growth, development and expansion of its existing medical aesthetics and healthcare business and exploration of new business opportunities as and when they arise.	10	40	–	40
Total	**100**	**400**	**360**	**40**

CORPORATE GOVERNANCE REPORT

The amount utilised for general working capital was used mainly in relation to manpower costs, professional fees and administrative expenses in accordance with the intended use stated in the announcements dated 11 July 2024, 4 December 2024, 20 January 2024 and 28 February 2025.

As at the Latest Practicable Date, the net proceeds from the Mark Phillip Jones subscription have been utilised as follows:

Use of Net Proceeds	Percentage Allocation (%)	Amount of Net Proceeds Allocated (S$'000)	Amount Utilised as at the date of this announcement (S$'000)	Balance of Net Proceeds as at the date of this announcement (S$'000)
For general working capital needs	90	450	402	48
Funding growth, development and expansion of its existing medical aesthetics and healthcare business and exploration of new business opportunities as and when they arise.	10	50	–	50
Total	**100**	**500**	**402**	**98**

The amount utilised for general working capital was used mainly in relation to manpower costs, professional fees and administrative expenses in accordance with the intended use stated in the announcements dated 20 December 2024 and 28 February 2025.

NON-SPONSOR FEES

Non-Sponsor fees of S$53,737 were paid to the Company's sponsor, Evolve Capital Advisory Private Limited for the period 1 January 2024 to 31 December 2024.

SUSTAINABILITY REPORT

During FY2024, the Board has identified economic performance, materials, supplier environmental assessment, diversity and fair employment practice, training and education, code of conduct, enterprise risk management and risk management policy as the key material environmental, social and governance factors. The Sustainability Report can be found on pages 13 to 44 of this Annual Report.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2024 and the statement of financial position of the Company as at 31 December 2024.

In the opinion of the directors,

(a) the statement of financial position of the Company and the consolidated financial statements of the Group are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, based on the assumptions and measures undertaken as described in Note 4 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Dato' Ng Tian Sang @ Ng Kek Chuan
Howard Ng How Er
Yap Siean Sin
Ng Jwee Phuan @ Frederick (Eric) (Appointed on 1 July 2024)

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 are, or one of whose objects is, 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, other than as disclosed under "Directors' interests in shares or debentures", "Share options" and "Share performance plan" in this statement.

Directors' interests in shares or debentures

According to the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the Act), the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as stated below:

	Holdings registered in name of director		Holdings in which a director is deemed to have an interest	
	At 31.12.2024	At 1.1.2024 or date of appointment, if later	At 31.12.2024	At 1.1.2024 or date of appointment, if later
Company				
(No. of ordinary shares)				
Dato' Ng Tian Sang @ Ng Kek Chuan	70,777,778	3,388,889,068	89,363,991	4,468,199,607
Howard Ng How Er	35,049,712	1,752,485,612	–	–
Yap Siean Sin	–	60,000,000	–	–
Ng Jwee Phuan @ Frederick (Eric) (Appointed on 1 July 2024)	7,422,600	7,422,600	–	–

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Directors' interests in shares or debentures (cont'd)

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

	Holdings registered in name of director		Holdings in which a director is deemed to have an interest	
	At 31.12.2024	At 1.1.2024	At 31.12.2024	At 1.1.2024
Subsidiaries				
(No. of ordinary shares)				
Beverly Wilshire Hair Transplant Sdn Bhd				
Dato' Ng Tian Sang @ Ng Kek Chuan	2,440	2,440	1,960	1,960
Howard Ng How Er	980	980	–	–
Natasha Beverly Mizu Sdn Bhd				
Howard Ng How Er	30	30	–	–
Company				
(No. of warrants)				
Dato' Ng Tian Sang @ Ng Kek Chuan	3,000,000	701,961,174	–	199,665,675
Howard Ng How Er	–	107,184,160	–	–

There was no changes in any of the above mentioned interests in the Company between the end of the financial year and 21 January 2025.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Share options

Albedo Limited Employee Share Option Scheme

The Albedo's Employee Share Options Scheme ("**ESOS**"), approved on 24 February 2006 and 5 May 2010, is administered by a committee ("**Committee**"). The ESOS shall continue to be in force at the discretion of the Committee, subject to a maximum period of ten (10) years, commencing on the date on which the ESOS is adopted by Shareholders in the General Meeting. Subject to compliance with applicable laws and regulations in Singapore, the ESOS may be continued beyond the stipulated period with the approval of the Shareholders and relevant authorities.

The members of the Committee are:

Yap Siean Sin (Chairman)	
Ng Jwee Phuan @ Frederick (Eric)	(Appointed on 1 July 2024)
Cheung Wai Man, Raymond	(Resigned on 29 April 2024)
Kong Sin Seng (Chairman)	(Resigned on 31 December 2024)

The ESOS provides an opportunity for selected Directors and/or Employees (the "**Participants**") of the Group who have contributed significantly to the growth and performance of the Group (including non-executive Directors), who satisfy the eligibility criteria as set out in the rules of the ESOS, to participate in the equity of the Company and can be summarised as follows:

- Subject to the rules of the ESOS, the aggregate number of shares in respect of which options may be offered to selected Director and/or Participants for subscription in accordance with the ESOS shall be determined at the discretion of the Committee which shall take into account (where applicable) criteria such as the rank and responsibilities within the Group, performance, years of service and potential for future development and the performance of the Group (provided always that the total number of shares in respect of which options may be granted to any one Grantee shall not exceed 10% of the total number of shares available under the ESOS.

- The Committee shall monitor the grant of options carefully to ensure that the number of the shares which may be issued pursuant to the options will comply with the relevant Catalist Rules of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

- The aggregate number of shares over which the Committee may grant options on any date, when added to the total number of shares issued and issuable in respect of all options granted under the ESOS, shall not exceed 10% of the total issued shares of the Company on the day preceding that offer date of the options.

- Under the ESOS, options granted to the Directors and Participants may, except in certain special circumstances, be exercised at any time after the first anniversary but not later than the tenth anniversary from the date of grant. The ordinary shares of the Company ("**Shares**") under options may be exercised in full or in respect of 1,000 Shares or a multiple thereof, on the payment of the exercise price. The exercise price is based on the average of last dealt prices of the Shares on the SGX-ST for the three market days immediately preceding the date of grant rounded to the nearest whole cent. The Committee may at its discretion fix the exercise price at a discount not exceeding 20% to the above price. No options have been granted at a discount.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Share options (cont'd)

Albedo Limited Employee Share Option Scheme (cont'd)

On 10 January 2019, the Company made an announcement on the SGX-ST relating to the completion of the Propose Corporate Exercises previously announced on 26 August 2018, 17 December 2018 and 31 December 2018. The Company had completed the Proposed Share Consolidation exercise of every two (2) Share Options held by the Participants of the Company at the Book Closure Date on 10 January 2019, into one (1) Consolidated Share Option. Accordingly, the exercise prices of the share options are adjusted to S$0.020 from S$0.010. There is an aggregate of 76,975,000 share options after share consolidation.

There is no movement in the number of options to subscribe for ordinary shares of the Company pursuant to the ESOS during the financial year ended 31 December 2024.

Date of grant	Balance as at 1.1.2024	Options granted/ adjustment	Options cancelled or lapsed	Balance as at 31.12.2024	Exercise price per share option	Exercisable period
2.10.2014	38,487,500	–	38,487,500	–	S$0.020	2.10.2014-1.10.2024
	38,487,500	–	38,487,500	–		

There is no movement in the number of options to subscribe for ordinary shares of the Company pursuant to the ESOS during the financial year ended 31 December 2023.

Date of grant	Balance as at 1.1.2023	Options granted/ adjustment	Options cancelled or lapsed	Balance as at 31.12.2023	Exercise price per share option	Exercisable period
2.10.2014	38,487,500	–	–	38,487,500	S$0.020	2.10.2014-1.10.2024
	38,487,500	–	–	38,487,500		

Since the commencement of the ESOS till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company or their associates (as defined in the Listing Manual of the SGX-ST);
- No participants other than the directors of the Company have received 5% or more of the total options available under the Scheme;
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted; and
- No options have been granted at a discount.

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

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.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Share performance plan

JCG Share Performance Plan

The JCG Share Performance Plan ("**JCG SPP**") approved on 26 September 2019 and administered by the Committee is intended to incentivise Participants to excel in their performance and encourage greater dedication and loyalty to the Company. Through the JCG Share Performance Plan, the Company hopes to be able to recognise and reward contributions and services of Participants and motivate Participants to continue to strive for the Group's long-term prosperity. By giving Participants the opportunity to participate in the equity of the Company as opposed to providing solely cash bonus payments for their performance, the JCG Share Performance Plan aims to foster an ownership culture within the Group.

The JCG Share Performance Plan uses methods fairly common among successful multinational companies to incentivise and motivate Participants to achieve pre-determined targets which create and enhance economic value for Shareholders. Unlike the Albedo ESOS, the award of fully-paid Shares, free of charge, to the Participants is intended to be a more attractive form of bonus from the Company to the Participants. In addition, the Company believes that the JCG Share Performance Plan will be more effective than cash bonuses in motivating Participants as it gives them a stake in the ownership of the Company whilst at the same time allowing the Company to offer incentives and remuneration packages compatible with other multinational companies.

The JCG Share Performance Plan is also intended to complement the Albedo ESOS and serve as an additional and flexible incentive tool. With the JCG Share Performance Plan, the Company would be able to tailor share-based incentives according to the objectives to be achieved by combining Awards under the JCG Share Performance Plan with the grant of Options under the Albedo ESOS.

The JCG Share Performance Plan is also intended to reward other Participants (such as the Non-Executive Directors) who have contributed to the success and development of the Group.

The Awards granted under this JCG Share Performance Plan will be determined at the discretion of the Committee which shall take into account (where applicable) criteria such as the rank and responsibilities within the Group, performance, years of service and potential for future development of the selected Participant. The JCG Share Performance Plan awards fully paid shares to the Participants.

The Award may be granted by the Committee at any time during the period when the JCG Share Performance Plan is in force. As soon as reasonably practicable after making an Award, the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award, among others, the Award Date, the Performance Period, the number of Shares which are the subject of the Award, the Performance Condition and the Release Schedule.

Any Award made but prior to the vesting shall lapse when, inter alia, the Participant ceases to be in the employment of the Company, ceases to be an Executive Director or a Non-Executive Director of the Company or a Controlling Shareholder or its Associate, or is guilty of misconduct. Other circumstances whereby Awards made would lapse include the bankruptcy of the Participant, the passing of a resolution for the winding up of the Company on the basis, or by reason, of the Company's insolvency.

The total number of Shares which may be granted under the JCG Share Performance Plan when added to the number of Shares issued and issuable under:

a) all Awards granted thereunder;

b) all the Options under the Albedo ESOS; and

c) any other share scheme which the Company may implement from time to time.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Share performance plan (cont'd)

JCG Share Performance Plan (cont'd)

The shares so granted shall not exceed 15% of the issued ordinary shares of the Company (excluding treasury shares) on the day preceding the relevant date of award. In the event the Company establishes any other share plans, the aggregate of shares under all such share plans and all Options granted under the Albedo ESOS will not exceed 15% of the issued ordinary shares of the Company excluding treasury shares from time to time.

In addition, the total amount of new Shares over which the Committee may grant awards on any date pursuant to the proposed JCG Share Performance Plan, when added to the amount of new shares issued and issuable in respect of all awards granted under the proposed JCG Share Performance Plan, available to:

a) all controlling shareholders and their associates must not exceed 25% of the total number of shares available under the proposed JCG Share Performance Plan; and

b) each controlling shareholder or his associate must not exceed 10% of the total number of shares available under the proposed JCG Share Performance Plan.

The JCG Share Performance Plan will continue in force at the discretion of the Committee to a maximum of ten (10) years commencing from 30 April 2019. Subject to compliance with any applicable laws and regulations in Singapore, the proposed JCG Share Performance Plan may continue beyond the stipulated period with the approval of Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.

During the financial year ended 31 December 2024, the Company has granted an aggregate of 2,083,000 shares under the share awards pursuant to the JCG Share Performance Plan (31 December 2023: Nil).

Audit committee

The members of the Audit Committee (the "**AC**") at the end of the financial year were as follows:

Yap Siean Sin	
Ng Jwee Phuan @Frederick (Eric)	(Appointed on 1 July 2024)
Kong Sin Seng (Chairman)[(1)]	(Resigned on 31 December 2024)
Cheung Wai Man, Raymond	(Resigned on 29 April 2024)

All members of the AC were non-executive and independent directors.

The AC met 5 times in the financial year and carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967. In performing those functions, the AC reviews:

- The scope and the results of internal audit procedures;

- The audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit and the assistance given by the Company's management to the independent auditor;

- The quarterly and annual financial results and the independent auditor's report on the annual financial statements of the Company before their submission to the Board of Directors;

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Audit committee (cont'd)

- The effectiveness of the Company's material internal controls, including financial, operational and compliance and information technology controls via reviews carried out;
- The independent auditor's audit plan and audit report and the independent auditor's evaluation of the system of internal accounting controls, their management letter and the management's representation letter.
- The legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- The cost effectiveness, the independence and objectivity of the independent auditor;
- The nature and extent of non-audit services provided by the independent auditor;
- The reports of actions and minutes of the AC to the Board of Directors with such recommendations as the AC considers appropriate; and
- The interested person transactions in accordance with the requirements of the Listing Manual of the SGX-ST.

The AC has met with the independent auditor without the presence of the Company's management at least once a year.

Further details regarding the AC are disclosure in the Report on Corporate Governance.

(1) On 27 March 2025, the Company announced that it has made an application, through the Company's Sponsor, to the Singapore Exchange Regulations for a two month extension of time up till 31 May 2025 for the appointment of a suitable candidate to fill the vacancy in the AC, so as to comply with Rule 704 (7) of the Listing Manual-Section B: Rule of Catalist of the SGX-ST ("**Catalist Rules**").

Independent auditor

The independent auditor, UHY Lee Seng Chan & Co, has expressed its willingness to accept reappointment.

On behalf of the directors

Dato' Ng Tian Sang @ Ng Kek Chuan Director	Howard Ng How Er Director

14 April 2025

INDEPENDENT AUDITOR'S REPORT

To the members of Beverly JCG Ltd. for the financial year ended 31 December 2024

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Beverly JCG Ltd. (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including material accounting policy information.

We do not express an opinion on the accompanying financial statements of the Group and the statement of financial position of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1. Opening balances

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2023 were audited by another firm of auditors whose auditor's report dated 5 April 2024 expressed a disclaimer of opinion on those financial statements. The basis for disclaimer of opinion is as disclosed in Note 33 to the financial statements.

In view of the matters described in the Basis for Disclaimer of Opinion on the financial statements for the financial year ended 31 December 2023, we are unable to determine whether the opening balances as at 1 January 2024 are fairly stated.

Since the opening balances as at 1 January 2024 are entered into the determination of the financial position of the Group and of the Company as at 31 December 2024, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended 31 December 2024, we are unable to determine whether any adjustments might have been found necessary in respect of the Group's consolidated financial statements and the statement of financial position of the Company for the financial year ended 31 December 2024.

Our opinion on the current financial year's consolidated financial statements of the Group and the statement of financial position of the Company is also modified because of the possible effect of these matters on the comparability of the current year's figures and the corresponding figures.

2. Appropriateness of going concern assumption

As disclosed in Note 4 to the financial statements, the Group incurred a net loss of $5,808,000 for the financial year ended 31 December 2024. As at 31 December 2024, the current liabilities of the Group and the Company exceeded their current assets by $5,843,000 and $2,966,000 respectively. In addition, the Group was in a capital deficiency position of $5,342,000 as at 31 December 2024.

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's abilities to continue as a going concern.

Notwithstanding the above, the Board of Directors of the Company believes that the use of going concern assumption is appropriate after taking into consideration of the factors as disclosed in Note 4 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the members of Beverly JCG Ltd. for the financial year ended 31 December 2024

Report on the Audit of the Financial Statements (cont'd)

Basis for Disclaimer of Opinion (cont'd)

2. Appropriateness of going concern assumption (cont'd)

The ability of the Group and the Company to continue in operational existence in the foreseeable future and to meet their financial obligations as and when they fall due are dependent on the outcome of the actions and measures undertaken as disclosed in Note 4 to the financial statements, which are inherently uncertain. Accordingly, we are unable to obtain sufficient appropriate audit evidence to enable us to form an opinion as to whether the going concern basis of presentation of the accompanying consolidated financial statements of the Group and the statement of financial position of the Company is appropriate.

If the Group and the Company are unable to continue in operational existence in the foreseeable future, the Group and the Company may be unable to discharge their liabilities in the normal course of business and 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 could 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 to current assets and liabilities respectively. The financial statements do not include any adjustment which may arise from these uncertainties.

3. Impairment assessment of property, plant and equipment, intangible assets and investments in subsidiaries

As disclosed in Notes 18, 21 and 17 to the financial statements, the carrying amounts of the Group's property, plant and equipment and intangible assets and the carrying amount of the Company's investments in subsidiaries ("**non-current assets**") were $600,000, $626,000 and $3,607,000 (net of impairment losses of $1,902,000, $1,344,000 and $7,228,000 respectively) respectively as at 31 December 2024.

Management has made certain impairments on these non-current assets based on discounted cash flow projections (value-in-use) to assess the recoverable amount of these non-current assets. However, we are unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the assumptions used by management in preparing the discounted cash flow projections and the use of the going concern assumption in the preparation of these financial statements. In determining the recoverable amount of these non-current assets, management also did not consider the higher of fair value less costs of disposal and value in use, as required by SFRS(I) 1-36. In addition, we are also unable to determine the impact of the material uncertainties over the going concern of the Group and the Company on the recoverable amounts of these non-current assets as at 31 December 2024.

Consequently, we are unable to obtain sufficient appropriate audit evidence to determine the appropriateness of the quantum of impairment loss made on these non-current assets during the financial year and whether any other adjustments might be found necessary in respect of these financial statements for the financial year ended 31 December 2024.

Other matter

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2023 were audited by another firm of auditors whose report dated 5 April 2024 expressed a disclaimer of opinion on those financial statements as disclosed in Note 33 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the members of Beverly JCG Ltd. for the financial year ended 31 December 2024

Report on the Audit of the Financial Statements (cont'd)

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 Companies Act 1967 (the "**Act**") and the Singapore Financial Reporting Standards (International) ("**SFRS(I)**"), 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the consolidated financial statements of the Group and the statement of financial position of the Company in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Report on Other Legal and Regulatory Requirements

In our opinion, in view of the significance of the matters referred to in the *Basis for Disclaimer of Opinion* section of our report, we do not express an opinion on whether the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lee Sen Choon.

UHY Lee Seng Chan & Co

Public Accountants and
Chartered Accountants
Singapore

14 April 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	Note	Group	
		2024	2023
		S$'000	S$'000
Revenue	5	5,889	8,041
Cost of sales		(2,822)	(3,641)
Gross profit		3,067	4,400
Other income	6	466	179
Other losses, net	7	(3,498)	(18)
Expenses			
– Distribution		(147)	(241)
– Administrative		(5,614)	(6,566)
– Finance	10	(155)	(263)
Loss before income tax		(5,881)	(2,509)
Income tax expense	11	73	97
Loss for the financial year		(5,808)	(2,412)
Other comprehensive (losses)/income:			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation			
– (losses)/income	26(b)(ii)	(135)	18
Other comprehensive (losses)/income, net of tax		(135)	18
Total comprehensive loss		(5,943)	(2,394)
Total loss attributable to:			
Equity holders of the Company		(4,922)	(2,218)
Non-controlling interests		(886)	(194)
		(5,808)	(2,412)
Total comprehensive loss attributable to:			
Equity holders of the Company		(5,057)	(2,200)
Non-controlling interests		(886)	(194)
		(5,943)	(2,394)
Loss per share for loss attributable to equity holders of the Company (cents per share)			
Basic and diluted loss per share[(1)]	12	(0.80)	(0.49)

(1) The calculation of basic and diluted loss per share have been adjusted retrospectively to reflect the changes in the number of Company's shares due to the share consolidation of 50 existing shares registered in the name of each shareholder into one (1) Consolidated Share on 16 January 2024 as per the requirements of SFRS(I) 1-33, *Earnings per Share*, Paragraph 64.

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group 2024 S$'000	Group 2023 S$'000	Company 2024 S$'000	Company 2023 S$'000
ASSETS					
Current assets					
Cash and bank balances	13	858	283	680	109
Trade and other receivables	14	573	991	60	1,002
Inventories	15	385	447	–	–
		1,816	1,721	740	1,111
Non-current assets					
Investments in subsidiaries	17	–	–	3,607	10,711
Property, plant and equipment	18	600	3,355	62	137
Intangible assets	21	626	2,045	–	–
		1,226	5,400	3,669	10,848
Total assets		3,042	7,121	4,409	11,959
LIABILITIES					
Current liabilities					
Trade and other payables	22	6,481	4,038	2,551	1,507
Income tax payable		6	6	–	–
Lease liabilities	23(a)	514	687	65	73
Borrowings	23(b)	658	1,042	1,090	943
		7,659	5,773	3,706	2,523
Non-current liabilities					
Lease liabilities	23(a)	704	1,130	–	65
Borrowings	23(b)	6	39	–	–
Deferred income tax liabilities	24	15	90	–	–
		725	1,259	–	65
Total liabilities		8,384	7,032	3,706	2,588
NET (LIABILITIES)/ASSETS		(5,342)	89	703	9,371
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	25	87,630	84,402	87,630	84,402
Settlement shares and warrants receivables	16	(3,557)	(3,557)	(3,557)	(3,557)
Other reserves	26	92	3,021	229	3,023
Accumulated losses		(88,630)	(83,733)	(83,599)	(74,497)
		(4,465)	133	703	9,371
Non-controlling interests	17(a)	(877)	(44)	–	–
(Capital deficiency)/ Total equity		(5,342)	89	703	9,371

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

		Attributable to equity holders of the Company								
	Note	Share Capital	Settlement shares and warrants receivables	Share options reserve	Currency translation reserve	Warrant reserve	Accumulated losses	Total	Non-controlling interests	Total (capital deficiency)/ equity
Group		S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
At 1 January 2024		84,402	(3,557)	25	(2)	2,998	(83,733)	133	(44)	89
Net loss for the financial year		–	–	–	–	–	(4,922)	(4,922)	(886)	(5,808)
Other comprehensive income for the financial year		–	–	–	(135)	–	–	(135)	–	(135)
Total comprehensive loss for the financial year		–	–	–	(135)	–	(4,922)	(5,057)	(886)	(5,943)
Issuance of share capital	25	783	–	–	–	–	–	783	–	783
Share issuance expenses	25	(324)	–	–	–	–	–	(324)	–	(324)
Capital contribution from non-controlling interest		–	–	–	–	–	–	–	53	53
Fair value adjustment of warrants	25	(133)	–	–	–	133	–	–	–	–
Expiry of warrants	25	2,902	–	–	–	(2,902)	–	–	–	–
Expiry of share options	25			(25)			25			
Total transactions with owners, recognised directly in equity		3,228	–	(25)	–	(2,769)	25	459	53	511
At 31 December 2024		87,630	(3,557)	–	(137)	229	(88,630)	(4,465)	(877)	(5,342)

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Note	Share Capital	Settlement shares and warrants receivables	Share options reserve	Currency translation reserve	Warrant reserve	Accumulated losses	Total	Non-controlling interests	Total (capital deficiency)/ equity
		← Attributable to equity holders of the Company						→		
Group		S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
At 1 January 2023		73,887	(3,557)	25	(20)	3,144	(74,806)	(1,327)	206	(1,121)
Net loss for the financial year		–	–	–	–	–	(2,218)	(2,218)	(194)	(2,412)
Other comprehensive income for the financial year		–	–	–	18	–	–	18	–	18
Total comprehensive loss for the financial year		–	–	–	18	–	(2,218)	(2,200)	(194)	(2,394)
Issuance of share capital	25	3,604	–	–	–	–	–	3,604	–	3,604
Changes in ownership interest in subsidiaries	25	6,765	–	–	–	–	(6,709)	56	(56)	–
Expiry of warrants	25	146	–	–	–	(146)	–	–	–	–
Total transactions with owners, recognised directly in equity		10,515	–	–	–	(146)	(6,709)	3,660	(56)	3,604
At 31 December 2023		84,402	(3,557)	25	(2)	2,998	(83,733)	133	(44)	89

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

	Note	Group 2024	Group 2023
		S$'000	S$'000
Cash flows from operating activities			
Loss before tax		(5,881)	(2,509)
Adjustments for:			
– Loss allowances on trade receivables	29	243	18
– Professional fee by issuance of shares	25	75	125
– Amortisation of intangible assets	21	37	13
– Depreciation of property, plant and equipment	18	1,151	1,347
– Finance expenses	10	155	263
– Modification of lease		–	(44)
– Gain on derecognition of liability		(120)	–
– Gain on termination of leases (net)		52	–
– Impairment loss on property, plant and equipment	18	1,902	–
– Impairment loss on intangible assets	21	1,344	–
– Loss on property, plant and equipment written off	8	213	–
– Loss on disposal of property, plant and equipment	8	1	1
– Share based payment		25	–
– Unrealised currency translation (gain)/losses		(184)	224
Operating loss before working capital changes		(1,091)	(562)
Change in working capital:			
– Trade and other receivables		176	68
– Inventories		62	206
– Trade and other payables		2,548	754
Cash generated from operations		1,695	466
– Interest expense – bank overdrafts		(14)	(16)
– Income tax paid		–	(4)
Net cash from operating activities		1,681	446
Cash flows from investing activities			
– Purchase of property, plant and equipment	18	(50)	(93)
– Disposal of property, plant and equipment		2	8
– Acquisition of a subsidiary, net of cash acquired	17(d)	–	10
Net cash used in investing activities		(48)	(75)
Cash flows from financing activities			
– Bank deposit discharged		30	165
– Net proceeds from issuance of ordinary shares	25	385	–
– Non-controlling interest contribution		3	–
– Share issuance expense		(324)	–
– Proceeds from borrowings		350	700
– Repayment of lease liabilities		(790)	(975)
– Repayment of borrowings		(313)	(723)
– Interest paid		(16)	(22)
Net cash used in financing activities		(675)	(855)
Net decrease in cash and cash equivalents		958	(484)
Cash and cash equivalents			
Beginning of financial year		(100)	384
End of financial year	13	858	(100)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

Reconciliation of liabilities arising from financing activities

						← Non-cash changes →						
	1 January 2024	Financing cash flows[(1)]	Operating cash flows	Interest expense	Purchase of property, plant and equipment	Termination of lease liabilities	Currency exchange loss	Debt capitalisation	Derecognition of liability	Set-off against lease liabilities	Set-off against amount due to a third party	31 December 2024
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Borrowings (excluding bank overdraft)	727	21	(14)	60	–	–	(30)	(100)	–	–	–	664
Lease liabilities	1,817	(790)	–	95	781	(726)	135	–	–	–	(95)	1,217
Trade and other payables	4,038	–	2,548	–	–	–	–	80	(120)	95	–	6,481
Total	6,582	(769)	2,534	155	781	(726)	105	(180)	(120)	95	(95)	8,362

						← Non-cash changes →				
	1 January 2023	Financing cash flows[(1)]	Operating cash flows	Interest expense	Purchase of property, plant and equipment	Modification of lease liabilities	Currency exchange loss	Acquisition of subsidiary	Debts capitalisation	31 December 2023
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Borrowings (excluding bank overdraft)	1,590	(45)	–	50	–	–	(29)	76	(915)	727
Lease liabilities	2,501	(975)	–	140	84	(44)	(24)	135	–	1,817
Trade and other payables	4,005	–	754	58	–	–	–	256	(1,035)	4,038
Total	8,096	(1,020)	754	248	84	(44)	(53)	467	(1,950)	6,582

(1) The cash flows make up the net amount of proceeds from borrowings, repayments of borrowings and repayment of lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

1 General information

Beverly JCG Ltd. (the "**Company**") is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited (the "**Singapore Exchange**" or "**SGX-ST**") and incorporated and domiciled in Singapore. The principal place of business and registered office is located at 160 Robinson Road, #05-08 SBF Centre, Singapore 068914.

The principal activities of the Company are those of investment holding and provision of management services.

The principal activities of its subsidiaries are disclosed in Note 17(a) to the financial statements.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("**SFRS(I)**") under the historical cost convention, except as disclosed in the accounting policy information below.

These financial statements are presented in Singapore Dollar ("**SGD or S$**") and all values are rounded to the nearest thousand (S$'000) as indicated.

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

Adoption of new and amended standards and interpretations

On 1 January 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("**SFRS(I) INT**") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.1 Basis of preparation (cont'd)

Standards issued but not yet effective

At the date of authorisation of these financial statements, the following standards applicable to Group that were issued but not yet effective, have not been early adopted in these financial statements:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-21: The Effect of Changes in Foreign Exchange Rates: *Lack of Exchangeability*	1 January 2025
Amendments to SFRS(I) 9 and SFRS(I) 7: *Classification and Measurement of Financial Instruments*	1 January 2026
Annual Improvements to *SFRS(I)s – Volume 11*	1 January 2026
SFRS(I) 19: *Subsidiaries without Public Accountability; Disclosures*	1 January 2027
Amendments to SFRS(I) 9 and SFRS(I) 7: *Contracts Referencing Nature-dependent Electricity*	1 January 2026
Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between and Investor and its Associate or Joint Venture	Date to be determined

The directors expect that the adoption of these new and amended standards above will have no material impact on the financial statements in the year of initial application.

2.2 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 goods or services to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied over time or at a point in time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Rendering of services*

Aesthetic services

The Company renders aesthetic medical services to customers. Revenue from rendering of services that are of short duration is recognised at a point in time when the Company satisfies a performance obligation by transferring control of a promised service to the customer.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.2 Revenue recognition (cont'd)

(b) Sale of goods – Steel raw materials

Revenue is recognised at a point in time when goods are delivered to the customer and all criteria for acceptance have been satisfied.

(c) Interest income

Interest income is recognised using the effective interest method.

(d) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised when a straight-line basis over the lease term.

2.3 Government grants

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

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as "Other income".

Government grants relating to assets are deducted against the carrying amount of the assets.

2.4 Group accounting

(a) Subsidiaries

(i) Consolidation

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.4 Group accounting (cont'd)

(a) Subsidiaries (cont'd)

(i) Consolidation (cont'd)

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

(ii) Acquisitions

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

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

Acquisition-related costs are expensed as incurred.

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

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. Please refer to the paragraph "Intangible assets – Goodwill on acquisition" for the subsequent accounting policy on goodwill.

(iii) Disposals

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.4 Group accounting (cont'd)

(a) *Subsidiaries (cont'd)*

(iii) *Disposals (cont'd)*

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

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

(b) *Transactions with non-controlling interests*

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

2.5 Property, plant and equipment

(a) *Measurement*

(i) *Property, plant and equipment*

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) *Components of costs*

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) *Depreciation*

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Office equipment and fixtures	2 to 15 years
Renovation	2 to 15 years
Medical and laboratory equipment	3 to 10 years
Motor vehicle	5 to 7 years
Signboard and signage	2 to 5 years
Office and medical centre	3 to 6 years

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.5 Property, plant and equipment (cont'd)

(b) *Depreciation (cont'd)*

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

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

(c) *Subsequent expenditure*

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

(d) *Disposal*

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other losses, net".

2.6 Intangible assets

(i) *Goodwill on acquisitions*

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold.

(ii) *Customer relationships*

The customer relationships acquired in business combination are initially recognised at cost, which represents the fair value at the date of acquisition and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses.

These costs are amortised to profit or loss using the straight-line method over 3 years.

The amortisation period and amortisation method are reviewed at least at each reporting date. The effects of any revision are recognised to profit or loss when the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.6 Intangible assets (cont'd)

(iii) Trademark/brand

The trademark is initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses.

These costs are amortised to profit or loss using the straight-line method over 10 years which is the shorter of the estimated useful lives and periods of contractual rights of the trademark/brand.

The amortisation period and amortisation method are reviewed at least at each reporting date. The effects of any revision are recognised to profit or loss when the changes arise.

2.7 Borrowing costs

All borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss in the period in which they are incurred.

2.8 Investments in subsidiaries

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

2.9 Impairment of non-financial assets

(a) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating units ("**CGU**") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.9 Impairment of non-financial assets (cont'd)

(b) *Intangible assets*
Property, plant and equipment (including right-of-use assets)
Investments in subsidiaries

Intangible assets, property, plant and equipment (including right-of-use assets) and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as revaluation decrease.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

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

2.10 Financial assets

(a) *Classification and measurement*

The Group classifies and measures its financial assets at amortised cost. The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

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

<u>At initial recognition</u>

At initial recognition, the Group measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.10 Financial assets (cont'd)

(a) Classification and measurement (cont'd)

At subsequent measurement

(i) Debt instruments

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

Depending on the Group's business model for managing the asset and the cash flow characteristics of the asset, the subsequent measurement are as follows:

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

(ii) Equity instruments

The Group does not hold any equity investments at their fair values.

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The management does not expect significant adjustments to the Group's financial statements.

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

(c) Recognition and derecognition

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.11 Offsetting of financial instruments

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

2.12 Financial guarantees

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(i) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers*; and

(ii) the amount of expected loss computed using the impairment methodology under SFRS(I) 9 *Financial Instruments*.

2.13 Borrowings

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

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit and loss over the period of the borrowings using the effective interest method.

The Group has entered into arrangements under which the bank pays trade suppliers on its behalf, with the Group then reimbursing the bank. Such arrangements are referred to as invoice financing.

2.14 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities. Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.15 Leases

(a) When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract 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. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

  The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

  Right-of-use assets are presented within "Property, plant and equipment".

- Lease liabilities

  The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

  Lease payments include the following:

  – Fixed payment (including in-substance fixed payments), less any lease incentives receivables;

  – Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;

  – Amount expected to be payable under residual value guarantees;

  – The exercise price of a purchase option if is reasonably certain to exercise the option;

  – Lease payments to be made under an extension option if the Group is reasonably certain to exercise that option; and

  – Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

  For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.15 Leases (cont'd)

(a) When the Group is the lessee: (cont'd)

- Lease liabilities (cont'd)

  Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

  – There is a change in future lease payments arising from changes in an index or rate;

  – There is a change in the Group's assessment of whether it will exercise an extension option; or

  – There is modification in the scope or the consideration of the lease that was not part of the original term.

  Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

  The Group has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(b) When the Group is the lessor:

The accounting policy applicable to the Group as a lessor in the comparative period were the same under SFRS(I) 16 *Leases* except when the Group is an intermediate lessor.

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

When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within "Trade and other receivables". Any differences between the right-of-use asset derecognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retains in the statement of financial position, which represents the lease payments owed to the head lessor.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.16 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.17 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

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

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

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

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.18 Employee compensation

Employee benefits are recognised as an expense unless the cost qualifies to be capitalised as an asset.

(a) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund in Singapore and the Employees' Provident Fund in Malaysia on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as employee compensation expense when they are due.

(b) *Share-based compensation*

The Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on grant date. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date.

At each reporting date, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balances previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued to the employees.

(c) *Performance shares*

Benefits to employees including the directors are provided in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("equity-settled transactions"). The fair value of the employee services rendered is determined by reference to the fair value of the shares awarded or rights granted, excluding the impact of any non-market vesting conditions. These are fair valued based on the market price of the entity's share on grant date. This fair value is charged to profit or loss over the vesting period of the share-based payment scheme, with the corresponding increase in equity. The value of the charge is adjusted in profit or loss over the remainder of the vesting period to reflect expected and actual quantities vested, with the corresponding adjustment made in equity.

Cancellation of grants of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) are accounted for as an acceleration of vesting, therefore any amount unrecognised that would otherwise have been charged is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.18 Employee compensation (cont'd)

(d) Short-term compensated absences

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 reporting date.

2.19 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("**functional currency**"). The financial statements are presented in Singapore Dollar, which is the functional currency of the Company.

(b) Transactions and balances

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

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within "**Finance expense**". All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "**Other (losses)/gains, net**".

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.19 Currency translation (cont'd)

(c) *Translation of Group entities' financial statements*

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

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) income and expenses are translated at the average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors whose members are responsible for allocating resources and assessing performance of the operating segments.

2.21 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value and bank overdrafts. Bank overdrafts are presented as current borrowings on the statement of financial position. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.22 Share capital and treasury shares

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

When ordinary shares are reacquired ("**treasury shares**"), the amount of consideration paid including any directly attributable incremental costs is recognised directly in equity, until they are cancelled, sold or reissued. When treasury shares are subsequently cancelled, the cost of the treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained earnings of the Company, if the shares are purchased out of earnings of the Company. When treasury shares are subsequently sold or reissued, the cost of treasury shares is reversed from the treasury shares account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (cont'd)

2.23 Warrant reserves

Proceeds from the rights cum warrants issue are allocated separately between the value of the share capital and the value of the warrants. The fair value of the warrants is recorded in warrant reserves until transferred to the share capital account when the warrants are exercised or on expiry of the warrants which is net of transaction costs.

2.24 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each financial year and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3. Significant accounting judgements and estimates

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Key sources of estimation uncertainty

(a) *Expected credit loss ("**ECL**") of trade receivables*

The Group uses a provision matrix to measure the loss allowance at lifetime ECL. The Group determines the ECL by grouping trade receivables based on their shared credit risk characteristics and days past due. ECL is estimated based on historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

The assessment of the correlation between historical observed default rates, forward-looking macroeconomic factors and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances. The forward-looking macroeconomic factors and Group's historical credit loss experience may also not be representative of customer's actual default in the future. The information about the ECL on the Group's trade receivables are disclosed in Note 29(b) to the financial statements.

The net carrying amount of trade receivables as at 31 December 2024 is S$12,000 (2023: S$72,000) (Note 14).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Significant accounting judgements and estimates (cont'd)

3.1 Key sources of estimation uncertainty (cont'd)

(b) *Expected Credit Loss ("**ECL**") of other receivables and deposits*

The Group measures ECL for other receivables and deposits using a general approach. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The assessment of the correlation between historical observed default rates, forward-looking macroeconomic factors and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances. The forward-looking macroeconomic factors and Group's historical credit loss experience may also not be representative of customer's actual default in the future. The information about the ECL on the Group's other receivables and deposits are disclosed in Note 29(b) to the financial statements.

The net carrying amount of other receivables and deposits as at 31 December 2024 is S$460,000 (2023: S$598,000) (Note 14).

(c) *Impairment of non-financial assets*

<u>Goodwill</u>

Goodwill is tested for impairment annually and whenever there is an indication that the goodwill may be impaired. In performing the impairment assessment of the carrying amount of goodwill, the recoverable amounts of cash-generating units ("**CGUs**") in which the goodwill, are determined using higher of value-in-use ("**VIU**") calculation and fair value less cost to disposal. The assessment process involves significant management's estimates and is based on assumptions that are affected by future market and economic conditions. It also involves the use of significant judgements such as the forecasted revenue and operating expenses, sales growth rates, gross profit margin and discount rates applied to the VIU calculation. Specific estimates used in the impairment assessment are disclosed in Note 21(a).

In the current financial year, management recognised an impairment loss of $1,045,000 on goodwill due to the cessation of the aesthetics business of a subsidiary acquired in FY2023 [Note 17(c) and Note 21(a)].

For the remaining goodwill amounting to $626,000, management has assessed that the recoverable amount of the associated CGUs is higher than the carrying amount of the CGUs, and accordingly, no impairment charges was recognised. The carrying amount of goodwill is disclosed in Note 21(a).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Significant accounting judgements and estimates (cont'd)

3.1 Key sources of estimation uncertainty (cont'd)

(c) Impairment of non-financial assets (cont'd)

Other non-financial assets (other than goodwill)

Property, plant and equipment, intangible assets and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. In determining the recoverable value, an estimate of expected future cash flows from each asset or CGU and an appropriate discount rate is required to be made. An impairment exists when the carrying amount of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

During the financial year, management identified impairment indicators of its other non-financial assets and carried out a review of the recoverable amount of these assets.

Management has estimated the recoverable amount based on the higher of value in use and fair value less costs of disposal. The recoverable amounts of these other non-financial assets are assessed using the value in use, which requires significant estimation by management.

The assessment resulted in an impairment loss of $7,228,000, $1,902,000 and $299,000 being recognised for investments in subsidiaries, property, plant and equipment and intangible assets (other than goodwill) respectively, during the financial year.

The carrying amounts of the Company's investments in subsidiaries and the Group's property, plant and equipment and intangible assets (other than goodwill) at the reporting date are disclosed in Notes 17, 18 and 21 respectively.

3.2 Judgements made in applying accounting policies

Consolidation of entities in which the Group holds less than a majority of voting rights (de facto control)

The Group considers that it controls Natasha Beverly Dental Sdn. Bhd., Natasha Beverly Mizu Sdn. Bhd. and Natasha Beverly Aesthetics Sdn. Bhd. even though it owns less than 50% of the voting rights in each entity. This is because the Group's subsidiary, Natasha Beverly Sdn. Bhd. is the single largest shareholder of the 3 entities with a 56%, 70% and 56 % of equity interest respectively.

In Natasha Beverly Dental Sdn. Bhd., the subsidiary of the Group, Beverly Wilshire Aesthetic Dental Centre Sdn Bhd, holds 14% of the equity shares, while the remaining 30% is held by the Company's employees, who have no power or rights over the Company.

For Natasha Beverly Mizu Sdn. Bhd., the remaining 30% of equity shares are held by Howard Ng How Er, the director of the Company.

In the case of Natasha Beverly Aesthetics Sdn. Bhd., 20% of the equity shares are held in trust for Beverly Bangsar Sdn Bhd by Howard Ng How Er, and the remaining 24% are held in trust by another single shareholder.

There is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

4. Going concern

The Group and the Company incurred a net loss of S$5,808,000 (2023: S$2,412,000) and S$9,127,000 (Note 27) [2023: S$1,555,000 (Note 27)] respectively. As at 31 December 2024, the Group's and Company's current liabilities exceeded their current assets by S$5,843,000 (2023: S$4,052,000) and S$2,966,000 (2023: S$1,412,000) respectively. In addition, the Group was in a capital deficiency position of $5,342,000.

The Board of Directors believe that the use of the going concern assumption in preparing the consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2024 is appropriate after taking into consideration the following assumptions and measures:

(i) Since 31 December 2024 and up to the date of this Directors' Statement, the Company has raised additional capital amounting to S$900,000 through the proposed issuance of new ordinary shares upon the completion of share subscription agreements as announced on 10 January 2025 and 06 February 2025, respectively (Note 32).

(ii) At an Extraordinary General Meeting (EGM) held on 24 March 2025, the shareholders have approved the capitalisation of debts pertaining to directors fees and salaries amounting to $608,000. These amounts are no longer payable in cash and will not result in cash outflows within the next 12 months (Note 22 and 32).

(iii) On 28 March 2025, the Company announced that it has entered into a share subscription agreement with a substantial shareholder of the Company. Pursuant to the terms of the Subscription Agreement, the Company proposes to raise gross proceeds of S$500,000.

(iv) The Company has received a financial support undertaking letter from Dato' Ng Tian Sang @ Ng Kek Chuan, whereby he will undertake, for as long as he is a controlling shareholder of the Company, to provide continuing financial cash flow support to the Group to enable it to continue its operations as a going concern and to meet its liabilities as and when they fall due for the next 18 months.

(v) All the subsidiaries in Malaysia have confirmed in writing to the Company that they do not require any additional funding from the Company to continue their operations for the next 18 months as of the date of this Directors' Statement.

(vi) The financial performance of the aesthetic medical and healthcare segment in Malaysia is expected to continue to improve.

(vii) Subject to obtaining the permission and necessary approvals of SGX-ST, the Company also intends to raise additional funds of more than S$1 million via equity and debt instruments to augment the Group's cashflows for working capital. The Company will make further announcements relating to such fund-raising matters as appropriate from time to time.

(viii) The Company is intending to make further acquisitions, which, if and when completed, are expected to generate additional revenue for the Group to support the Group's cashflow, and to ensure that the Group can continue to operate as a going concern.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5. Revenue

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services at a point in time in the following major product and service lines and geographical locations. Revenue is attributed to countries by location of customers.

	Group	
	2024	2023
	S$'000	S$'000
At a point in time		
Aesthetic services		
– Singapore	67	–
– Malaysia	5,822	7,943
Sales of goods – Steel raw materials		
– Singapore	–	98
	5,889	8,041

6. Other income

	Group	
	2024	2023
	S$'000	S$'000
Interest income from bank deposits	7	5
Rental income on operating lease	247	32
Rental rebates	–	5
Corporate income tax (CIT) Rebate Cash Grant	2	–
Government grants – Wages Subsidy Programme(1)	2	–*
Gain on derecognition of liability(2)	120	–
Gain on termination of leases	60	–
Gain on foreign exchange	1	8
Insurance claims	–	61
Share services fee income	27	38
Others	–	30
	466	179

(1) The Wage Subsidy Programme in Malaysia was introduced to help businesses affected by the COVID-19 pandemic to sustain companies and lower retrenchment rates.

(2) The gain on derecognition of liability of S$120,000 is due to the write back of a long outstanding balance owing to a vendor for services rendered in 2015. The Group has not received any claim for payment from the vendor since 2015. In accordance with the Singapore Limitation Act 1959, the limitation period has expired; hence management considers the liability to be discharged, cancelled or expired. Accordingly, these payables have been derecognised and written back.

* Less than S$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

7. Other losses, net

	Group 2024	Group 2023
	S$'000	S$'000
Loss allowances on trade receivables (Note 14)	45	18
Loss allowances on other receivables (Note 14)	198	–
Loss on termination of leases	8	–
Impairment loss on property, plant and equipment (Note 18)	1,902	–
Impairment loss on intangible asset (Note 21)	1,344	–
Others	1	–
	3,498	18

8. Expenses by nature

	Group 2024	Group 2023
	S$'000	S$'000
Agent commission	240	354
Amortisation of intangible assets (Note 21)	37	13
Consultant fees	143	131
Depreciation of property, plant and equipment (Note 18)	1,151	1,347
Directors' fees	88	148
Doctors' commissions (Note 9)	1,183	867
Employee compensation (Note 9)	3,171	4,290
Entertainment expenses	–	1
Electricity expenses	97	105
Fees on audit services paid/payable to:		
– Auditor of the Company	100	120
– Other auditors	35	30
IT expenses	7	5
Insurance	57	63
Marketing expenses	128	169
Purchase of inventories	1,169	1,555
Printing and stationery	34	19
Professional fees	413	643
Rental expense – short-term leases	36	–
Transportation expenses	20	17
Travelling and accommodation	15	28
Foreign currency exchange	22	–
Repair and maintenance	105	183
Loss on property, plant and equipment written off	213	–
Loss on disposal of property, plant and equipment	1	–
Others	118	360
Total cost of sales, distribution and administrative expenses	8,583	10,448

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9. Employee compensation

	Group 2024 S$'000	Group 2023 S$'000
Wages and salaries	3,928	4,664
Employer's contribution to defined contribution plans	296	344
Other short-term benefits	130	149
	4,354	5,157

10. Finance expenses

	Group 2024 S$'000	Group 2023 S$'000
Interest expense		
– Borrowings (non-related party)	2	86
– Borrowings (related party)	37	13
– Bank overdrafts	14	16
– Invoice financing	7	22
– Lease liabilities [Note19(c)]	95	126
	155	263

11. Income tax expenses

	Group 2024 S$'000	Group 2023 S$'000
Tax credit attributable to loss is made up of:		
Current year tax	–	6
Loss for the financial year:		
– Deferred income tax (Note 24)	(73)	(90)
	(73)	(84)
Over provision in prior financial years:		
– Current income tax	–	(13)
	(73)	(97)

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax is as follows:

	Group 2024 S$'000	Group 2023 S$'000
Loss before income tax	(5,881)	(2,509)
Tax calculated at tax rate of 17% (2023: 17%)	(1,000)	(427)
Effects of:		
– Different tax rates in other countries	(330)	(31)
– Income not subject to tax	(1)	–
– Expenses not deductible for tax purposes	382	282
– Unrecognised tax losses	860	298
– Utilisation of previously unrecognised tax losses	–	(206)
– Over provision of income tax in prior financial years	–	(13)
– Others	17	–
Tax credit	(73)	(97)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

12. Loss per share

(a) *Basic loss per share*

Basic loss per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.(1)

	2024	2023
Net loss attributable to equity holders of the Company (S$'000)	4,922	2,218
Adjusted weighted average number of ordinary shares outstanding for basic loss per share ('000)(1)	615,567	449,412
Basic loss per share (cents per share)(2)	0.80	0.49

(b) *Diluted loss per share*

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has dilutive potential ordinary shares in respect of share options and warrants.

For share options and warrants, the weighted average number of shares on issue has been adjusted as if all dilutive share options and warrants were exercised. The number of shares that could have been issued upon the exercise of all dilutive share options and warrants less the number of shares that could have been issued at fair value (determined as the Company's average share price for the financial year) for the same total proceeds is added to the denominator as the number of shares issued for no consideration. No adjustment is made to the net loss.

Diluted loss per share attributable to equity holders of the Company are calculated as follows:

	2024	2023
Net loss attributable to equity holders of the Company (S$'000)	4,922	2,218
Adjusted weighted average number of ordinary shares outstanding for basic loss per share ('000)(1)	615,567	449,412
Diluted loss per share (cents per share)(2)	0.80#	0.49#

As loss was recorded, the dilutive potential shares from share options and warrants are anti-dilutive and no change is made to the diluted loss per share.

(1) Included the effects of the completion of the share consolidation of 50 existing shares registered in the name of each shareholder into one (1) Consolidated Share on 16 January 2024 as per the requirements of SFRS(I) 1-33, *Earnings per Share*, Paragraph 64.

(2) The calculation of basic and diluted loss per share have been adjusted retrospectively to reflect the changes in the number of Company's shares due to the share consolidation as disclosed above as per the requirements of SFRS(I) 1-33, *Earnings per Share*, Paragraph 64.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13. Cash and bank balances

	Group		Company	
	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000
Cash at bank and on hand	828	254	650	109
Short-term bank deposit[1]	30	29	30	–
	858	283	680	109

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	2024	2023
	S$'000	S$'000
Cash and bank balances (as above)	858	283
Less: Bank deposits pledged[1]	–	(29)
Less: Bank overdrafts (Note 23)	–	(354)
Cash and cash equivalents per consolidated statement of cash flows	858	(100)

(1) In the previous financial year, bank deposits were pledged in relation to banking facilities granted to a subsidiary of the Company. Pledge over these bank deposits were fully discharged in the current financial year.

14. Trade and other receivables

	Group		Company	
	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000
Trade receivables				
– Non-related parties	249	253	–	–
	249	253		–
Less: Loss allowance [Note 29(b)(i)]	(237)	(181)	–	–
	12	72	–	–
Other receivables				
– Subsidiaries	–	–	951	728
– Non-related parties	293	240	15	20
	293	240	966	748
Less: Loss allowance [Note 29(b)(ii) & (iii)]	(198)	–	(951)	–
	95	240	15	748
Deposits	365	358	20	20
Prepayments	101	321	25	234
	573	991	60	1,002

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Trade and other receivables (cont'd)

The average credit period of trade receivables is 60 days (2023: 60 days). No interest is charged on the trade receivables.

The movements in allowance for expected credit losses of trade receivables were computed as follows:

	Group Trade receivables Lifetime ECL	
	2024	2023
	S$000	S$000
Beginning of financial year	181	183
Charge during the year	45	18
Exchange differences	11	(20)
End of financial year	237	181

Other receivables from subsidiaries and non-related parties are non-trade, unsecured, interest-free and repayable on demand.

The movement in allowance for expected credit losses of other receivables was computed as follows:

	Group Other receivables 12 months ECL		Company Other receivables 12 months ECL	
	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000
Beginning of financial year	–	–	–	–
Charge during the year	198	–	951	–
End of financial year	198	–	951	–

15. Inventories

	Group	
	2024	2023
	S$'000	S$'000
Drugs, medicine and medical consumables	385	447
Recognised as an expense and included in "Cost of sales"		
– Finished/trading goods	–	87
– Drugs, medicine and medical consumables	1,168	1,468

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

16. Settlement shares and warrants receivables

During the prior financial year ended 31 December 2020, the Directors of the Company approved the plan to unwind the acquisition of Brand X Lab Pte Ltd ("**Brand X**"). Subsequently, on 16 February 2021, the Company entered into an unwinding and settlement agreement (the "**Agreement**") with Tan Suying ("**TSY**") in respect of the mutual agreement by TSY and the Company to unwind the acquisition of Brand X.

On 18 January 2022, TSY and the Company entered into a supplemental agreement (the "**Supplemental Agreement**") to amend, modify and vary the terms and provisions of the Agreement. The key modifications to the Agreement are summarised below:

- TSY to refrain from exercising the voting rights and transfer of the consideration shares and warrants that she received from the acquisition;

- The methods for the unwinding of the acquisition shall be by way of capital reduction pursuant to Division 3A (Part IV) of the Companies Act, and subject always to due compliance with and observation of the applicable provisions of the Catalist Rules of the SGX-ST and the Constitution of the Company which shall result in the cancellation of the 31,666,666 ordinary shares of the Company held by TSY as part of the consideration for the disposal and transfer of the 100,000 ordinary shares of Brand X to TSY. Selective off-market share buy-back as a method of unwinding the acquisition was removed;

- TSY and the Company shall endeavour to complete the unwinding of the acquisition by no later than 31 August 2022, failing which, both parties shall continue to assist each other in unwinding the acquisition as soon as possible;

- The mutual agreement to unwind the acquisition is irrevocable, and neither TSY nor the Company shall be entitled or have the right to terminate the Agreement and the unwinding of the acquisition; and

- The date of effective transfer of any and all rights and entitlements, as well as any and all obligations attached to the 100,000 ordinary shares of Brand X, being the sale shares, shall remain 1 January 2021 or such earliest date permissible under applicable laws and regulations as well as the financial reporting standards.

Accordingly, Brand X is de-consolidated from 1 January 2021. The fair value of the consideration receivable for the unwinding of Brand X amounting to S$3,557,000 is classified as "Settlement shares and warrants receivables", and presented as a line item in equity on the Company and Group's statement of financial position as at 31 December 2023 and 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries

	Company 2024	Company 2023
	S$'000	S$'000
Equity investments at cost		
Beginning of financial year	14,785	6,491
Additions	124	8,294
End of financial year	14,909	14,785
Allowance for impairment loss		
Beginning of financial year	4,074	4,074
Provision during the financial year	7,228	–
End of financial year	11,302	4,074
Carrying amount	3,607	10,711

a) The Group has the following subsidiaries as at 31 December 2024 and 2023:

Name	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Company 2024	Proportion of ordinary shares held by the Company 2023	Proportion of ordinary shares held by the Group 2024	Proportion of ordinary shares held by the Group 2023	Proportion of ordinary shares held by non-controlling interests 2024	Proportion of ordinary shares held by non-controlling interests 2023
			%	%	%	%	%	%
Held by the Company								
Albedo Corporation Pte. Ltd. ("**ACPL**")[(1)(2)]	To carry on the business of general merchants, importers, exporters, commission agents and dealers in raw materials, consumables, instruments and semi-finished products for steel mills, iron and steel foundries and aluminium smelters in the Asia-Pacific region	Singapore	100	100	100	100	–	–
JCG-Beverly Pte. Ltd.[(1)(2)]	Investment holding and provision of management services	Singapore	100	100	100	100	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

a) The Group has the following subsidiaries as at 31 December 2024 and 2023: (cont'd)

Name	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Company 2024	2023	Proportion of ordinary shares held by the Group 2024	2023	Proportion of ordinary shares held by non-controlling interests 2024	2023
			%	%	%	%	%	%
Held by JCG-Beverly Pte. Ltd.								
Beverly Wilshire Medical Centre Sdn. Bhd.(2)(3)(6)	Provision of cosmetic and plastic surgery, health screening and as medical specialist centre with out-patient and day care services and activities	Malaysia	–	–	95.25	95.25	4.75	4.75
Beverly Wilshire Medical Centre (JB) Sdn. Bhd.(2)(3)(6)	Provision of aesthetic and cosmetic surgery and reconstructive surgery	Malaysia	–	–	100	100	–	–
Beverly Wilshire Tropicana City Mall Sdn. Bhd.(2)(3)(6)	Provision of cosmetological and aesthetical related treatments	Malaysia	–	–	100	100	–	–
Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd.(2)(3)(6)	Provision of aesthetic dental care	Malaysia	–	–	100	100	–	–
Beverly Wilshire Hair Transplant Sdn. Bhd.(2)(3)(4)	Provision of hair transplant care	Malaysia	–	–	51	51	49	49
Beverly Dentistree Sdn. Bhd (f.k.a Beverly Medical Centre Sdn. Bhd)(2)(3)	Provision of aesthetic dental care	Malaysia	–	–	70	70	30	30

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

a) The Group has the following subsidiaries as at 31 December 2024 and 2023: (cont'd)

Name	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Company 2024	2023	Proportion of ordinary shares held by the Group 2024	2023	Proportion of ordinary shares held by non-controlling interests 2024	2023
			%	%	%	%	%	%
Held by JCG-Beverly Pte. Ltd. (cont'd)								
Beverly Wilshire Medical Academy and Research Centre Sdn. Bhd.(2)(3)(6)	Provision of aesthetic, cosmetic and plastic surgery, healthy aging therapy, health screening and wellness and medical research	Malaysia	–	–	98.32*	98.32*	1.68	1.68
Natasha Beverly Sdn. Bhd.(2)(3)	Provision of physiotherapy, spa, reflexology services and activities	Malaysia	–	–	56	56	44	44
Beverly Ipoh Sdn. Bhd.(2)(3)	Provision of aesthetic medicine and related activities	Malaysia	–	–	70	70	30	30
Beverly Wilshire Aesthetics & Wellness Pte. Ltd.(1)(2)(7)	Provision of clinics and other general medical services	Singapore	–	–	70	100	–	–
Beverly Wilshire Beauty Pte. Ltd.(1)(2)(7)	Provision of beauty salons and SPAs	Singapore	–	–	70	100	–	–
Beverly Bangsar Sdn Bhd(2)(3)(5)	Provision of aesthetic medical services	Malaysia	–	–	100	100	–	–
Held by Beverly Wilshire Medical Centre Sdn Bhd								
Beverly Wilshire Cosmetic Surgery Centre Sdn. Bhd.(2)(3)(4)(6)	Provision of cosmetic and plastic surgery treatment and services	Malaysia	–	–	95.25	95.25	4.75	4.75

* 35.42% is held through Beverly Wilshire Medical Centre Sdn. Bhd.

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For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

a) The Group has the following subsidiaries as at 31 December 2024 and 2023: (cont'd)

Name	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Held by Natasha Beverly Sdn. Bhd								
Natasha Beverly Dental Sdn. Bhd. (f.k.a Spinalive Beverly Sdn. Bhd.)(2)(3)(8)	Provision of aesthetic dental services	Malaysia	–	–	45.36#	45.36#	54.6	54.6
Natasha Beverly Mizu Sdn. Bhd. (f.k.a DS Beverly Sdn. Bhd.)(2)(3)(8)	Provision of healthy aging, regenerative medicine, health screening services and medical spa procedures	Malaysia	–	–	39.20	39.20	60.80	60.80
Natasha Beverly Aesthetics Sdn. Bhd.(2)(3)(8)	Provision of aesthetic medicine and related activities	Malaysia	–	–	31.36	31.36	68.64	68.64

14% is held through Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd.

(1) Audited by UHY Lee Seng Chan & Co.

(2) For the purpose of expressing an opinion on the consolidated financial statements, these financial statements are reviewed and/or audited by UHY Lee Seng Chan & Co.

(3) Audited by Morison LC PLT, Chartered Accountants, Malaysia.

(4) Beverly Wilshire Hair Transplant Sdn. Bhd. and Beverly Wilshire Cosmetic Surgery Centre Sdn. Bhd. remains dormant during the financial years ended 31 December 2024 and 2023. However, they have not opted for audit exemption.

(5) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 1,390,000,000 shares at an issue price of S$0.0011 per share pursuant to completion of the acquisition of 100% of the shareholding interests in Beverly Bangsar Sdn Bhd.

(6) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 6,150,000,000 shares at an issue price of S$0.0011 per share pursuant to completion of the acquisition of 49.0% of the shareholding interests in each of Beverly Wilshire Medical Centre (JB) Sdn Bhd, Beverly Wilshire Aesthetic Dental Centre Sdn Bhd and Beverly Wilshire Tropicana City Mall Sdn Bhd, 44.2% of the shareholding interests in Beverly Wilshire Medical Centre Sdn Bhd and 13.6% of the shareholding interests in Beverly Wilshire Medical Academy & Research Centre Sdn Bhd.

(7) Newly incorporated on 8 September 2023.

(8) Deemed to be a subsidiary by virtue of control.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

(b) *The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations.*

31 December 2024 *In thousands of S$*	**Beverly Wilshire Medical Centre Sdn Bhd**	**Natasha Beverly Sdn Bhd**	**BDSB**	**NBDSB**	**NBMSB**	**BWAW**	**Other individually immaterial subsidiaries**	**Total**
NCI percentage	4.75%	44.00%	30%	54.6%	61%	30%		
Current assets	719	69	7	68	–	*		
Current liabilities	(2,568)	(807)	(114)	(302)	(83)	(243)		
Non-current assets	387	–	–	–	–	–		
Net liabilities	(1,462)	(738)	(107)	(234)	(83)	(243)		
Net liabilities attributable to NCI	(120)	(439)	(80)	(129)	(105)	(73)	(69)	(877)
Revenue	2,612	1	*	–	–	67		
Loss	(3,993)	(507)	(115)	(228)	(102)	(487)		
Total comprehensive loss	(1,381)	(506)	(115)	(228)	(102)	(420)		
Loss allocated to NCI	(65)	(223)	(113)	(111)	(139)	(126)	109	(886)
Cash flow from/(to) operating activities	975	(*)	19	(1)	*	(68)		
Cash flow to investing activities	(6)	–	–	–	–	(*)		
Cash flow from/(to) financing activities	(604)	–	(19)	–	–	69		
Net (decrease)/increase in cash and cash equivalents	365	(*)	–	(1)	*	1		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

(b) *The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations. (cont'd)*

31 December 2023 *In thousands of S$*	**Beverly Wilshire Medical Centre Sdn Bhd**	**Beverly Wilshire Medical Academy and Research Centre Sdn Bhd**	**Natasha Beverly Sdn Bhd**	**Other individually immaterial subsidiaries**	**Total**
NCI percentage	4.75%	1.68%	44.00%		
Current assets	1,414	4	313		
Current liabilities	(2,012)	(168)	(835)		
Non-current assets	569	113	616		
Non-current liabilities	–	–	(296)		
Net liabilities	(29)	(51)	(202)		
Net (liabilities)/assets attributable to NCI	(1)	(1)	(89)	47	(44)
Revenue	4,259	23	–		
Loss	(312)	(26)	(116)		
Total comprehensive loss	(312)	(26)	(116)		
Loss allocated to NCI	(15)	–*	(51)	(128)	(194)
Cash flow from operating activities	493	3	116		
Cash flow from investing activities	114	–	7		
Cash flow to financing activities	(638)	(4)	(124)		
Net decrease in cash and cash equivalents	(31)	(1)	(1)		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

(c) On 15 September 2023, the Group acquired additional interest, increasing its ownership in the following subsidiaries as shown below. The following summarises the effect of changes in the equity interests that are attributable to the owners of the Group:

31 December 2023 *In thousands of S$*	Held by JCG-Beverly Pte. Ltd. Beverly Wilshire Medical Centre Sdn Bhd	Beverly Wilshire Medical Centre (JB) Sdn Bhd	Beverly Wilshire Tropicana City Mall Sdn Bhd	Beverly Wilshire Aesthetic Dental Centre Sdn Bhd	Beverly Wilshire Medical Academy and Research Centre Sdn Bhd	Total
NCI percentage	44.25%	49.00%	49.00%	49.00%	29.32%	
Carrying amount of NCI acquired	(380)	517	84	(95)	(70)	56
Consideration paid to NCI	(3,078)	(3,031)	(406)	(228)	(22)	(6,765)
A decrease in equity attributable to owners of the Company	(3,458)	(2,514)	(322)	(323)	(92)	(6,709)
The decrease in equity attributable to owners of the Company comprised:						
A decrease in retained earnings	(3,458)	(2,514)	(322)	(323)	(92)	(6,709)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

(d) Acquisition of Subsidiary

Acquisition of Beverly Bangsar Sdn Bhd ("**BBSB**") ("**BBSB Acquisition**")

In the previous's financial year, on 15 September 2023, the Company announced the completion of the acquisition of 100% of the issued share capital of Beverly Bangsar Sdn Bhd from BBSB Vendors after all the conditions precedent as set out in the sales and purchase agreement dated 4 April 2023 have been fulfilled.

Following the completion of the acquisition, the Company holds 100% of the issued share capital of BBSB.

The purchase consideration and fair value of identifiable assets and liabilities of BBSB as at the acquisition date were as follows:

	S$'000
Purchase consideration	1,529

Assets and liabilities recognised as a result of the acquisition

	Fair Value S$'000
Cash and cash equivalents	10
Trade and other receivables	263
Inventories	176
Property, plant and equipment (Note 18)	271
Intangible assets (Trademark/brand and other customer relationship) [Note 21]	345
Trade and other payables	(256)
Lease liabilities	(136)
Borrowings	(76)
Deferred income tax liabilities (Note 24)	(113)
Net identifiable assets acquired	484
Add: Goodwill (Note 21)	1,045
	1,529

The purchase consideration of S$1,529,000 was settled by the allotment and issuance of a total of 1,390,000,000 ordinary shares of the Company at $0.0011 per ordinary share. Hence, there is a S$10,000 of net cash inflow impact on the acquisition.

The goodwill is attributable to BBSB's strong future prospect in the aesthetic medical services and the BBSB Acquisition provides synergistic with and complementary to the Group's existing medical aesthetics and healthcare business.

The acquired business contributed revenue of $188,000 and net profit of $39,000 to the Group for the period from 1 October 2023 to 31 December 2023.

Subsequent to the BBSB acquisition, due to resignation of a key doctor and person-in-charge of BBSB who was not replaced, despite management's conscious efforts, an impairment loss on goodwill of $1,045,000 and intangible assets of $299,000 totalling S$1,344,000 was recognised in the current financial year (Notes 7 and 21).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Investments in subsidiaries (cont'd)

(e) Impairment assessment

During the financial year, management has performed an impairment assessment and a review of the recoverable amount on its cost of investment in subsidiaries. Arising from the review, an impairment loss of S$7,228,000 has been recognised in profit or loss.

The recoverable amount of the CGU was determined based on value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the long-term average growth rate for the business in which the CGU operates.

Key assumptions used for value-in-use calculations:

	JCG-Beverly Pte Ltd and its subsidiaries 2024
	%
Gross margin	43.0-62.0
Growth rate	3.0-10.0
Discount rate	10.62

Management determined budgeted gross margin based on expectations of market developments. The weighted average growth rates used were consistent with forecasts based on current market and economic conditions and past performance. The discount rates used were pre-tax and reflected specific risks relating to the relevant segments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18. Property, plant and equipment

	Office equipment and fixtures	Renovation	Medical and laboratory equipment	Motor vehicle	Signboard and signage	Office and medical centre	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group							
2024							
Cost							
Beginning of financial year	2,058	3,788	5,969	91	82	5,235	17,223
Currency translation differences	118	220	317	5	5	559	1,224
Additions	123	84	8	–	1	781	997
Disposals	(2)	–	–	–	(1)	–	(3)
Write off	(39)	(297)	–	–	–	–	(336)
Termination of lease	–	–	–	–	–	(1,337)	(1,337)
End of financial year	2,258	3,795	6,294	96	87	5,238	17,768
Accumulated depreciation and impairment losses							
Beginning of financial year	1,665	2,934	5,255	91	54	3,869	13,868
Currency translation differences	103	197	300	5	3	425	1,033
Depreciation charge	72	176	142	–	6	755	1,151
Disposals	(–*)	–	–	–	(–*)	–	(–*)
Write off	(14)	(109)	–	–	–	–	(123)
Termination of Lease	–	–	–	–	–	(663)	(663)
Impairment loss recognised (Note 7)	243	585	583	–	23	468	1,902
End of financial year	2,069	3,783	6,280	96	86	4,854	17,168
Carrying amount							
End of financial year	189	12	14	–	1	384	600

* Less than S$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18. Property, plant and equipment (cont'd)

	Office equipment and fixtures	Renovation	Medical and laboratory equipment	Motor vehicle	Signboard and signage	Office and medical centre	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group							
2023							
Cost							
Beginning of financial year	2,156	4,006	5,902	98	73	5,349	17,584
Currency translation differences	(118)	(222)	(310)	(7)	(5)	(291)	(953)
Additions	8	–	168	–	1	–	177
Addition – newly acquired subsidiary [Note 17(c)]	13	4	220	–	13	221	471
Disposals	(1)	–	(11)	–	–	–	(12)
Effect of lease modification	–	–	–	–	–	(44)	(44)
End of financial year	2,058	3,788	5,969	91	82	5,235	17,223
Accumulated depreciation							
Beginning of financial year	1,565	2,945	5,151	98	47	3,263	13,069
Currency translation differences	(92)	(169)	(275)	(7)	(3)	(199)	(745)
Depreciation charge	187	156	286	–	5	713	1,347
Addition – newly acquired subsidiary [Note 17(c)]	5	2	96	–	5	92	200
Disposals	–*	–	(3)	–	–	–	(3)
End of financial year	1,665	2,934	5,255	91	54	3,869	13,868
Carrying amount							
End of financial year	393	854	714	–	28	1,366	3,355

* Less than S$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18. Property, plant and equipment (cont'd)

	Office equipment and fixtures	Renovation	Signboard and signage	Office and medical centre	Total
	S$'000	S$'000	S$'000	S$'000	S$'000
Company					
2024					
Cost					
Beginning of financial year	20	9	–	211	240
Additions	–*				–*
End of financial year	20	9	–	211	240
Accumulated depreciation					
Beginning of financial year	17	3	–	83	103
Depreciation charge	2	3	–	70	75
End of financial year	19	6	–	153	178
Carrying amount					
End of financial year	1	3	–	58	62
2023					
Cost					
Beginning of financial year	18	9	–	211	238
Additions	2	–	–	–	2
End of financial year	20	9	–	211	240
Accumulated depreciation					
Beginning of financial year	15	–	–	12	27
Depreciation charge	2	3	–	71	76
End of financial year	17	3	–	83	103
Carrying amount					
End of financial year	3	6	–	128	137

* Less than S$1,000

Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 19(a) to the financial statements.

During the financial year, the Group acquired property, plant and equipment and right-of-use assets with an aggregate cost of S$997,000 (2023: S$177,000) of which S$781,000 (2023: S$84,000) were acquired by means of leasing arrangement, S$50,000 (2023: Nil) was derived from the assets contributed by the minority shareholder and S$50,000 (2023: S$93,000) paid in cash. The remaining $116,000 (2023: Nil) was satisfied through the issuance of the shares in the capital of the Company, pursuant to a Sales and Purchase Agreement entered into by an indirect 70% owned subsidiary with a third party to acquire the property, plant and equipment of the third party's aesthetics clinic business.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18. Property, plant and equipment (cont'd)

The Group operated the abovementioned aesthetic clinic from 9 April 2024 to 6 November 2024. On 6 November 2024, the Group closed this clinic and terminated the related lease agreement on the clinic premises. Following the closure of the clinic, the Group had fully impaired the related property, plant and equipment.

Impairment assessment of property plant and equipment

During the financial year, management performed an impairment assessment and a review of recoverable amount on its property, plant and equipment. Arising from the review, an impairment loss of S$1,902,000 (Note 7) has been recognised.

The recoverable amount of the CGU was determined based on value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the long-term average growth rate for the business in which the CGU operates.

Key assumptions used for value-in-use calculations:

	2024
	%
Gross margin	45.0-62.0
Growth rate	3.0-10.0
Discount rate	10.62

Management determined budgeted gross margin based on expectations of market developments. The weighted average growth rates used were consistent with forecasts based on current market and economic conditions and past performance. The discount rates used were pre-tax and reflected specific risks relating to the relevant segments.

19. Leases – The Group as a lessee

Nature of the Group's leasing activities

Property

The Group leases office space for the purpose of office operations and rendering of medical services to customers respectively.

(a) Carrying amounts

Right-of-use of assets classified within property, plant and equipment

	2024	2023
	S$'000	S$'000
As at December	384	1,366

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

19. Leases – The Group as a lessee (cont'd)

Nature of the Group's leasing activities (cont'd)

Property (cont'd)

(b) Depreciation charge during the financial year

	2024 S$'000	2023 S$'000
Depreciation of right-of-use assets	749	713

(c) Interest expense

	2024 S$'000	2023 S$'000
Interest expense on lease liabilities (Note 10)	95	126

(d) Total cash outflows for all the leases in 2024 was S$921,000 (2023: S$835,000)

(e) There is no addition of ROU assets acquired during the current financial year. In the previous financial year, the addition of ROU assets of $221,000 pertained to acquisition of a new subsidiary.

20. Leases – The Group as a lessor

Nature of the Group's leasing activities – Group as an intermediate lessor

Subleases – classified as operating leases

The Group acts as an intermediate lessor under arrangement in which it subleases out office space to a non-related party for monthly lease payments. The sublease periods do not form a major part of the remaining lease terms under the head leases and accordingly, the sub-leases are classified as an operating lease.

Income from subleasing the office space recognised during the financial year 2024 was S$247,000 (2023: S$32,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

21. Intangible assets

Group	Goodwill S$'000	Trademark/ brand S$'000	Customer relationship S$'000	Total S$'000
Cost				
At 1 January 2023	664	1,160	–	1,824
Acquisitions – new subsidiaries [Note 17(c)]	1,045	102	243	1,390
At 31 December 2023/1 January 2024	1,709	1,262	243	3,214
Currency translation differences	(38)	–	–	(38)
At 31 December 2024	1,671	1,262	243	3,176
Accumulated amortisation and impairment losses				
At 1 January 2023	–	1,156	–	1,156
Amortisation	–	7	6	13
At 31 December 2023/1 January 2024	–	1,163	6	1,169
Amortisation	–	4	33	37
Impairment	1,045	95	204	1,344
At 31 December 2024	1,045	1,262	243	2,550
Carrying amounts				
At 31 December 2023	1,709	99	237	2,045
At 31 December 2024	626	–	–	626

(a) *Goodwill arising on consolidation*

Impairment test for goodwill

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to countries of operation and business segments.

A segment-level summary of the goodwill allocation is as follows:

<u>**Cash generating unit ("CGUs")**</u>	2024 Carrying amount S$'000	2023 Carrying amount S$'000
– Beverly Wilshire Group	626	664
– Beverly Bangsar Sdn Bhd	–	1,045

The recoverable amount of the CGU was determined based on value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the long-term average growth rate for the business in which the CGU operates.

<u>Beverly Wilshire Group in Malaysia</u>

This CGU was acquired in the financial year ended 31 December 2019. Based on the impairment assessment of the CGU, the estimated recoverable amount of the CGU is S$3,607,000 (2023: S$19,764,000) as at 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

21. Intangible assets (cont'd)

(a) Goodwill arising on consolidation (cont'd)

Impairment test for goodwill (cont'd)

Beverly Wilshire Group in Malaysia (cont'd)

Key assumptions used for value-in-use calculations:

	Beverly Wilshire Group Malaysia 2024	Beverly Wilshire Group Malaysia 2023
	%	%
Gross margin	43.0-62.0	59.0-60.0
Growth rate	3.0-10.0	10.0-46.3
Discount rate	10.62	17.3

Management determined budgeted gross margin based on expectations of market developments. The weighted average growth rates used were consistent with forecasts based on current market and economic conditions and past performance. The discount rates used were pre-tax and reflected specific risks relating to the relevant segments.

Beverly Bangsar Sdn Bhd (BBSB) in Malaysia

This CGU was acquired in the financial year ended 31 December 2023. As the BBSB has ceased operation in the current financial year, the entire goodwill of S$1,045,000 along with the remaining carrying amount of trademark/brand of S$95,000 and customer relationship of S$204,000 have been fully impaired.

22. Trade and other payables

	Group 2024	Group 2023	Company 2024	Company 2023
	S$'000	S$'000	S$'000	S$'000
Current				
Trade payables				
– Non-related parties	439	362	–	–
Other payables				
– Subsidiary	–	–	–	1
– Non-related parties	2,476	1,459	1,529	824
– Related parties	45	3	–	–
Contract liability	421	350	–	–
Director	1,277	606	–	–
Accruals for operating expenses	1,823	1,258	1,022	682
	6,481	4,038	2,551	1,507

Credit terms granted by trade and other non-related parties is usually 30 to 60 days.

Other payables due to subsidiary, related parties and a director are non-trade, unsecured, interest-free and repayable on demand.

Contract liability mainly relates to amounts received in advance from customers for aesthetic services to be delivered and performed. The Group recognises the related amounts as revenue as and when the performance obligation under the contract with customers are fulfilled.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

22. Trade and other payables (cont'd)

Included in accruals for operating expenses are amounts of $608,000 (2023: $274,000) pertaining to directors' fees and salaries due to certain directors. These amounts have been fully settled via the issuance of shares subsequent to the end of the reporting period which was approved during an Extraordinary General Meeting held on 24 March 2025 (Notes 4 and 32).

23. Borrowings

		Group		Company	
		2024	2023	2024	2023
		S$'000	S$'000	S$'000	S$'000
(a)	Lease liabilities				
	Current	514	687	65	73
	Non-current	704	1,130	–	65
		1,218	1,817	65	138
(b)	Borrowings				
	Current				
	Borrowings				
	– Loan 1	–	–	470	573
	– Loan 2	620	270	620	270
	– Loan 3	38	29	–	–
	– Loan 4	–	100	–	100
	Bank overdraft (Note 13)	–	354	–	–
	Invoice financing	–	289	–	–
		658	1,042	1,090	943
	Non-current				
	Borrowings				
	– Loan 3	6	39	–	–
		6	39	–	–
	Total	664	1,081	1,090	943

(i) Loan 1 is from a wholly owned subsidiary of the Company, Albedo Corporation Pte Ltd, and is unsecured and interest-free with no fixed repayment terms.

(ii) Loan 2 is from Dato' Ng Tian Sang @ Ng Kek Chuan who is the Deputy Chairman and CEO of the Company and a substantial shareholder of the Company. The loan, which bears interest rate of 6.00% to 8.00% per annum, is unsecured and repayable on demand.

(iii) Loan 3 is from CIMB Bank Berhad. The CIMB Bank loan is procured in April 2020 for BBSB operations. The loan facility is secured by personal guarantees by certain directors of the Company. The loan bears an interest rate of 3.5% per annum at Bank Negara Malaysia Funding Rate under Special Relief Facility calculated on a daily rest basis.

(iv) Loan 4 was from Yap Mee Lee who is a shareholder of the Company (whose shareholding interest comprises less than 5% of the share capital of the Company). The loan, which bears an interest rate of 8.00% per annum, was unsecured and repayable 6 months from the date of the advance agreement dated 10 July 2023, with an option for the Company and the lender to extend the repayment date for another 6 months. This was part of the debt capitalisation of S$180,422 completed on 16 May 2024 as announced by the Company on 16 May 2024 [Note 25(7)]. As at 24 April 2024, the Board of Directors of the Company, together with its subsidiaries, has entered into an agreement with Yap Mee Lee for the conversion of S$100,000 into conversion shares and part payment of salaries of S$80,422 for the period from January 2023 to February 2024 to Yap Mee Lee, to be paid in new shares of the Company in lieu of cash. The capitalised debt and the part payment of salaries in new shares of the Company, with an aggregate value of S$180,422, will be satisfied by the allotment and issuance of 12,028,133 new ordinary shares in the capital of the Company at the issue price of S$0.015 per share.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23. Borrowings (cont'd)

(v) Bank overdraft was from United Overseas Bank (Malaysia) Berhad. The bank facility was secured by a corporate guarantee from the Company and personal guarantees by certain directors of the Company. The bank overdraft bore an interest rate of 0.75% per annum over the bank's base lending rate on daily rests.

(vi) Invoice financing was from United Overseas Bank (Malaysia) Berhad. The invoice financing facility was secured by a corporate guarantee from the Company and personal guarantees by certain directors of the Company. The invoice financing bore an interest rate of 0.75% per annum over the bank's base lending rate.

24. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same taxation authority.

The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

	Group	
	2024	2023
	S$'000	S$'000
Deferred income tax liabilities		
– To be settled after one year	15	90
Deferred income tax liabilities, representing fair value gain on customer relationships and property, plant and equipment		
Beginning of financial year	90	67
Arising from business combination [Note17(c)]	–	113
Credited to profit or loss	(73)	(90)
End of financial year	15	90

At the reporting date, the Group has unrecognised tax losses of approximately $17,592,000 (2023: $14,996,000) and unutilised capital allowances of $4,535,000 (2023: $4,223,000), which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses in their respective counties of incorporation. Tax losses amounting to $6,716,000 (2023: $5,647,000) arising from the Malaysia subsidiaries have an expiry date from between year of assessment 2028 to 2034, while the remaining tax losses amounting to $10,876,000 (2023: $9,349,000) have no expiry date. Deferred tax assets have not been recognised in respect of these tax losses and capital allowances due to uncertainty in the availability of future taxable profit against which the Group can utilise the tax losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital

	2024 No. of ordinary shares	2024 Amount	2023 No. of ordinary shares	2023 Amount
	'000	S$'000	'000	S$'000
Group and Company				
Beginning of financial year	29,107,775	84,402	19,681,411	73,887
Share consolidation[1]	(28,525,620)	–		
Shares issued pursuant to: –				
Acquisition of subsidiaries	–	–	1,390,000[10]	1,529
Increase in subsidiaries shareholdings	–	–	6,150,000[11]	6,765
Debt capitalisation	–	–	1,772,728[12]	1,950
Rights Cum Warrants issue	5,294[2]	185	–	–
Share issuance expenses	–	(324)	–	–
Share performance plan	2,083[3]	25	–	–
Acquisition of target assets	7,802[4]	117	–	–
Professional fee	5,000[5]	75	113,636[13]	125
Share subscription	18,500[6]	200	–	–
Debt capitalisation	12,028[7]	181	–	–
Expiry of warrants	–	2,902[9]	–	146[14]
Exercise of warrants	7[8]	(*)	–	–
Warrants adjustments	–	(133)	–	–
End of financial year	632,869	87,630	29,107,775	84,402

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

(1) On 16 January 2024, the Company completed the consolidation of every fifty (50) existing Shares registered in the name of each Shareholder as at the Share Consolidation Record Date into one (1) Consolidated Share. The issued share capital of the Company comprises 582,155,403 Consolidated Shares arising from the Proposed Share Consolidation.

(2) On 21 February 2024, the Company completed the allotment and issuance of 5,294,342 shares at an issue price of S$0.035 per share and 5,294,342 warrants pursuant to a deed poll executed by the Company on 29 January 2024, each convertible into one share at an exercise price of S$0.051 per warrant.

(3) On 22 March 2024, the Company completed the allotment and issuance of 2,083,000 new ordinary shares under the JCG Share Performance Plan.

(4) On 16 May 2024, the Company completed the allotment and issuance of 7,801,733 new ordinary shares at an issue price of S$0.015 per share pursuant to the completion of the acquisition of BK Target Assets (Note 18).

(5) On 16 May 2024, the Company completed the allotment and issuance of 5,000,000 new ordinary shares at an issue price of S$0.015 per share pursuant to the completion of the Evolve Share Issuance in connection with the part payment of professional fees to its sponsor, Evolve Capital Advisory Private Limited.

(6) On 16 May 2024, the Company completed the allotment and issuance of 18,500,000 new ordinary shares at an issue price of S$0.0108 per share totaling $182,422 pursuant to the completion of the Subscription Share Issuance.

(7) On 16 May 2024, the Company completed the allotment and issuance of 12,028,133 new ordinary shares at an issue price of S$0.015 per share pursuant to the completion of the Debt Capitalisation [Note 23(iii)].

(8) On 31 May 2024, the Company completed the allotment and issuance of 7,221 new ordinary shares at an issue price of S$0.047 per share pursuant to the completion of the exercise of Warrants W240531.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(9) During the financial year ended 31 December 2024, (i) 952,380,952 unexercised non-transferrable warrants with an exercise price of S$0.0014 per warrant expired on 9 January 2024, (ii) 6,706,705 unexercised non-transferrable warrants with an exercise price of S$0.09 per warrant expired on 14 April 2024, (iii) 45,670,851 unexercised non-transferrable warrants with an exercise price of S$0.047 per warrant expired on 31 May 2024, (iv) 5,405,405 unexercised non-transferrable warrants with an exercise price of S$0.09 per warrant expired on 18 July 2024, (v) 3,502,702 unexercised nontransferable warrants with an exercise price of S$0.093 per warrant expired on 6 November 2024 and (vi) 5,297,297 unexercised non-transferrable warrants with an exercise price of S$0.047 per warrant expired on 8 December 2024. Accordingly, the warrant reserves were transferred to share capital upon the expiry and termination of the warrants.

(10) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 1,390,000,000 shares at an issue price of S$0.0011 per share pursuant to completion of the acquisition of 100% of the shareholding interests in Beverly Bangsar Sdn Bhd.

(11) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 6,150,000,000 shares at an issue price of S$0.0011 per share pursuant to completion of the acquisition of 49.0% of the shareholding interests in each of Beverly Wilshire Medical Centre (JB) Sdn Bhd, Beverly Wilshire Aesthetic Dental Centre Sdn Bhd and Beverly Wilshire Tropicana City Mall Sdn Bhd, 44.2% of the shareholding interests in Beverly Wilshire Medical Centre Sdn Bhd and 13.6% of the shareholding interests in Beverly Wilshire Medical Academy & Research Centre Sdn Bhd.

(12) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 1,772,727,270 shares at an issue price of S$0.0011 per share pursuant to completion of the debt capitalisation of the aggregate outstanding amount of S$1,950,000 owing to the subscribers of the Company.

(13) On 15 September 2023, the Company completed the allotment and issuance of an aggregate of 113,636,364 shares at an issue price of S$0.0011 per share pursuant to completion of the Evolve Share Issuance in connection with the part payment of professional fees to Evolve Capital Advisory Private Limited.

(14) During the financial year ended 31 December 2023, 85,561,497 unexercised non-transferrable warrants with an exercise price of S$0.002 per warrant expired on 15 January 2023. Accordingly, the warrant reserves were transferred to share capital upon the expiry and termination of the warrants.

The newly issued shares rank pari passu in all respects with the previously issued shares.

(a) Share options

Albedo Limited Employee Share Option Scheme

The Albedo's Employee Share Options Scheme ("**ESOS**"), approved on 24 February 2006 and 5 May 2010, is administered by a committee ("**Committee**"). The ESOS shall continue to be in force at the discretion of the Committee, subject to a maximum period of ten (10) years, commencing on the date on which the ESOS is adopted by Shareholders in the General Meeting. Subject to compliance with applicable laws and regulations in Singapore, the ESOS may be continued beyond the stipulated period with the approval of the Shareholders and relevant authorities. The members of the Committee are:

Yap Siean Sin (Chairman)
Ng Jwee Phuan @ Frederick (Eric)

The ESOS provides an opportunity for selected Directors and/or Participants of the Group who have contributed significantly to the growth and performance of the Group (including non-executive Directors), who satisfy the eligibility criteria as set out in the rules of the ESOS, to participate in the equity of the Company and can be summarised as follows:

- Subject to the rules of the ESOS, the aggregate number of shares in respect of which options may be offered to selected Director and/or Participants for subscription in accordance with the ESOS shall be determined at the discretion of the Committee which shall take into account (where applicable) criteria such as the rank and responsibilities within the Group, performance, years of service and potential for future development and the performance of the Group (provided always that the total number of shares in respect of which options may be granted to any one Grantee shall not exceed 10% of the total number of shares available under the ESOS).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(a) Share options (cont'd)

Albedo Limited Employee Share Option Scheme (cont'd)

- The Committee shall monitor the grant of options carefully to ensure that the number of the shares which may be issued pursuant to the options will comply with the relevant Catalist Rules of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

- The aggregate number of shares over which the Committee may grant options on any date, when added to the total number of shares issued and issuable in respect of all options granted under the ESOS, shall not exceed 10% of the total issued shares of the Company on the day preceding that offer date of the options.

- Under the ESOS, options granted to the Directors and Participants may, except in certain special circumstances, be exercised at any time after the first anniversary but not later than the tenth anniversary from the date of grant. The ordinary shares of the Company ("**Shares**") under options may be exercised in full or in respect of 1,000 Shares or a multiple thereof, on the payment of the exercise price. The exercise price is based on the average of last dealt prices of the Shares on the SGX-ST for the three market days immediately preceding the date of grant rounded to the nearest whole cent. The Committee may at its discretion fix the exercise price at a discount not exceeding 20% to the above price. No options have been granted at a discount.

Details of the options to subscribe for ordinary shares of the Company pursuant to the ESOS as at 31 December 2024 are as follows:

Date of grant	Balance as at 1.1.2024	Options granted/ adjustment	Options cancelled or lapsed	Balance as at 31.12.2024	Exercise price per share option	Exercisable period
2.10.2014	38,487,500	–	(38,487,500)	–	S$0.020	2.10.2014-1.10.2024
	38,487,500	–	(38,487,500)	–		

Details of the options to subscribe for ordinary shares of the Company pursuant to the ESOS as at 31 December 2023 are as follows:

Date of grant	Balance as at 1.1.2023	Options granted/ adjustment	Options cancelled or lapsed	Balance as at 31.12.2023	Exercise price per share option	Exercisable period
2.10.2014	38,487,500	–	–	38,487,500	S$0.020	2.10.2014-1.10.2024
	38,487,500	–	–	38,487,500		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(a) Share options (cont'd)

Albedo Limited Employee Share Option Scheme (cont'd)

On 10 January 2019, the Company made an announcement on the SGX-ST relating to the completion of the Propose Corporate Exercises previously announced on 26 August 2018, 17 December 2018 and 31 December 2018. The Company had completed the Proposed Share Consolidation exercise of every two (2) Share Options held by the Participants of the Company at the Book Closure Date on 10 January 2019, into one (1) Consolidated Share Option. Accordingly, the exercise prices of the share options are adjusted to S$0.020 from S$0.010. There are an aggregate of 76,975,000 share options after share consolidation.

Details of the options to subscribe for ordinary shares of the Company granted to directors and Participants of the Company pursuant to the ESOS were as follows:

2024	Aggregate options granted since commencement of ESOS to 31.12.2024	Aggregate options exercised since commencement of ESOS to 31.12.2024	Aggregate share consolidation adjustment since commencement of ESOS to 31.12.2024	Aggregate options adjustment since commencement of ESOS to 31.12.2024	Aggregate options cancelled, lapsed or transferred since commencement of ESOS to 31.12.2024	Aggregate options outstanding as at 31.12.2024
Non-executive directors	30,000,000	–	(37,857,000)	45,714,000	(37,857,000)	–
Executive director[(1)]	31,500,000	(1,500,000)	–	45,714,000	(75,714,000)	–
Directors (ceased office)	42,750,000	(600,000)	–	63,159,000	(105,309,000)	–
Employees	81,814,000	–	(39,118,000)	3,806,000	(46,502,000)	–
	186,064,000	(2,100,000)	(76,975,000)	158,393,000	(265,382,000)	–

2023	Aggregate options granted since commencement of ESOS to 31.12.2023	Aggregate options exercised since commencement of ESOS to 31.12.2023	Aggregate share consolidation adjustment since commencement of ESOS to 31.12.2023	Aggregate options adjustment since commencement of ESOS to 31.12.2023	Aggregate options cancelled, lapsed or transferred since commencement of ESOS to 31.12.2023	Aggregate options outstanding as at 31.12.2023
Non-executive directors	30,000,000	–	(37,857,000)	45,714,000	(37,857,000)	–
Executive director[(1)]	31,500,000	(1,500,000)	–	45,714,000	(75,714,000)	–
Directors (ceased office)	42,750,000	(600,000)	–	63,159,000	(105,309,000)	–
Employees	81,814,000	–	(39,118,000)	3,806,000	(8,014,500)	38,487,500
	186,064,000	(2,100,000)	(76,975,000)	158,393,000	(226,894,500)	38,487,500

The Group and the Company have evaluated the financial impact of the share options cancelled to be minimal, accordingly the effect on the share option reserve [Note 26(b)(i)] is not adjusted.

(1) The executive director ceased to be a Director of the Company upon his demise on 6 March 2018. Accordingly, the share options held by Tai Kok Chuan has been transferred to his spouse, Yap Mee Lee, a director and employee of one of the Company's subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(a) Share options (cont'd)

Albedo Limited Employee Share Option Scheme (cont'd)

Since the commencement of the ESOS till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company or their associates (as defined in the Listing Manual of SGX-ST);
- No participants other than the directors of the Company have received 5% or more of the total options available under the Scheme;
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted; and
- No options have been granted at a discount.

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

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.

The fair values of the share options granted were calculated using the Binomial Model. The inputs into the model were as follows:

Before the 2014 Adjustments

	Option 1	Option 2	Option 3	Option 4
Grant date	9.4.2007	2.5.2008	20.6.2008	2.10.2014
Share price at grant date	10 cents	13 cents	14 cents	1.3 cents
Exercise price	10 cents	13 cents	14 cents	1.3 cents
Expected volatility	42%	39.48%	48.78%	56.74%
Expected life (years)	10 years	10 years	10 years	1 year
Risk free rate	4%	3.4%	3.4%	1.67%
Expected dividend yield	9.3%	0%	0%	0%

After the 2014 Adjustments

	Option 1	Option 2	Option 3	Option 4
Grant date	9.4.2007	2.5.2008	20.6.2008	2.10.2014
Share price at valuation date	1.8 cents	1.8 cents	1.8 cents	1.3 cents
Exercise price	1.0 cents	1.3 cents	1.5 cents	1.3 cents
Expected volatility	33.18%	33.18%	33.18%	56.74%
Expected life (years)	2.8 years	3.8 years	4.0 years	5.5 years
Risk free rate	0.56%	0.80%	0.85%	1.67%
Expected dividend yield	0%	0%	0%	0%
Fair value of share options (cents)	0.87	0.71	0.62	0.67

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(a) Share options (cont'd)

Albedo Limited Employee Share Option Scheme (cont'd)

After the 2017 Adjustments

	Option 1	Option 2	Option 3	Option 4
Grant date	–	2.5.2008	20.6.2008	2.10.2014
Share price at valuation date	–	0.2 cents	0.2 cents	0.2 cents
Exercise price	–	1.0 cents	1.0 cents	1.0 cents
Expected volatility	–	221.0%	206.0%	145.0%
Expected life (years)	–	0.52 years	0.65 years	6.94 years
Risk free rate	–	0.20%	0.20%	1.86%
Expected dividend yield	–	0%	0%	0%
Fair value of share options (cents)	–	0.048	0.053	0.178

After the 2019 Adjustments

	Option 1	Option 2	Option 3	Option 4
Grant date	–	–	–	2.10.2014
Share price at valuation date	–	–	–	0.1 cents
Exercise price	–	–	–	2.0 cents
Expected volatility	–	–	–	132.0%
Expected life (years)	–	–	–	5.73 years
Risk free rate	–	–	–	2.02%
Expected dividend yield	–	–	–	0%
Fair value of share options (cents)	–	–	–	0.06

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model is based on historical data and is not necessary indicative of future trends, which may also not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

The share options granted under this scheme have expired during the financial year.

(b) Share performance plan

JCG Share Performance Plan

The JCG Share Performance Plan ("**JCG SPP**") is intended to incentivise Participants to excel in their performance and encourage greater dedication and loyalty to the Company. Through the JCG Share Performance Plan, the Company hopes to be able to recognise and reward contributions and services of Participants and motivate Participants to continue to strive for the Group's long-term prosperity. By giving Participants the opportunity to participate in the equity of the Company as opposed to providing solely cash bonus payments for their performance, the JCG Share Performance Plan aims to foster an ownership culture within the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(b) Share performance plan (cont'd)

JCG Share Performance Plan (cont'd)

The JCG Share Performance Plan uses methods fairly common among successful multinational companies to incentivise and motivate Participants to achieve pre-determined targets which create and enhance economic value for Shareholders. Unlike the Albedo ESOS, the award of fully-paid Shares, free of charge, to the Participants is intended to be a more attractive form of bonus from the Company to the Participants. In addition, the Company believes that the JCG Share Performance Plan will be more effective than cash bonuses in motivating Participants as it gives them a stake in the ownership of the Company whilst at the same time allowing the Company to offer incentives and remuneration packages compatible with other multinational companies.

The JCG Share Performance Plan is intended to complement the Albedo ESOS and serve as an additional and flexible incentive tool. With the JCG Share Performance Plan, the Company would be able to tailor share-based incentives according to the objectives to be achieved by combining Awards under the JCG Share Performance Plan with the grant of Options under the Albedo ESOS.

The JCG Share Performance Plan is intended also to reward other Participants (such as the Non-Executive Directors) who have contributed to the success and development of the Group.

The Awards granted under this JCG Share Performance Plan will be determined at the discretion of the Committee which shall take into account (where applicable) criteria such as the rank and responsibilities within the Group, performance, years of service and potential for future development of the selected Participant. The JCG Share Performance Plan awards fully paid shares to the Participants.

The Award may be granted by the Committee at any time during the period when the JCG Share Performance Plan is in force. As soon as reasonably practicable after making an Award, the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award, among others, the Award Date, the Performance Period, the number of Shares which are the subject of the Award, the Performance Condition and the Release Schedule.

Any Award made but prior to the vesting shall lapse when, inter alia, the Participant ceases to be in the employment of the Company, ceases to be an Executive Director or a Non-Executive Director of the Company or a Controlling Shareholder or its Associate, or is guilty of misconduct. Other circumstances whereby Awards made would lapse include the bankruptcy of the Participant, the passing of a resolution for the winding up of the Company on the basis, or by reason, of the Company's insolvency.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Share capital (cont'd)

(b) Share performance plan (cont'd)

JCG Share Performance Plan (cont'd)

The total number of Shares which may be granted under the JCG Share Performance Plan when added to the number of Shares issued and issuable under:

(i) all Awards granted thereunder;

(ii) all the Options under the Albedo ESOS; and

(iii) any other share scheme which the Company may implement from time to time,

shall not exceed 15% of the issued ordinary shares of the Company (excluding treasury shares) on the day preceding the relevant date of award. In the event the Company establishes any other share plans, the aggregate of shares under all such share plans and all Options granted under the Albedo ESOS will not exceed 15% of the issued ordinary shares of the Company excluding treasury shares from time to time.

In addition, the total amount of new Shares over which the Remuneration Committee may grant awards on any date pursuant to the proposed JCG Share Performance Plan, when added to the amount of new shares issued and issuable in respect of all awards granted under the proposed JCG Share Performance Plan, available to:

(i) all controlling shareholders and their associates must not exceed 25% of the total number of shares available under the proposed JCG Share Performance Plan; and

(ii) each controlling shareholder or his associate must not exceed 10% of the total number of shares available under the proposed JCG Share Performance Plan.

The JCG Share Performance Plan will continue in force at the discretion of the Remuneration Committee to a maximum of ten (10) years commencing from 30 April 2020. Subject to compliance with any applicable laws and regulations in Singapore, the proposed JCG Share Performance Plan may continue beyond the stipulated period with the approval of Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.

During current financial year, 2,083,000 share awards are granted (2023: Nil) pursuant to the JCG Share Performance Plan.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

26. Other reserves

	Group 2024	Group 2023	Company 2024	Company 2023
	S$'000	S$'000	S$'000	S$'000
(a) *Composition:*				
Share option reserve	–	25	–	25
Currency translation reserve	(137)	(2)	–	–
Warrant reserve	229	2,998	229	2,998
	92	3,021	229	3,023
(b) *Movements:*				
(i) Share option reserve				
Beginning and end of financial year	25	25	25	25
Expiry of share options	(25)	–	(25)	–
	–	25	–	25
(ii) Currency translation reserve				
Beginning of financial year	(2)	(20)	–	–
Net currency translation of financial statements of foreign subsidiaries	(135)	18	–	–
End of financial year	(137)	(2)	–	–
(iii) Warrants reserve				
Beginning of financial year	2,998	3,144	2,998	3,144
Fair value adjustment of warrants	133	–	133	–
Warrants adjustment [Note 25(9)(14)]	(2,902)	(146)	(2,902)	(146)
End of financial year	229	2,998	229	2,998

The share option reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options and is reduced by the expiry or exercise of the share options.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

26. Other reserves (cont'd)

The warrants reserve represents the fair value of the remaining unexercised warrants, details are as follows:

	Warrantholder	Issue date	No of warrants 2024	No of warrants 2023	Exercise price (S$)	Terms	Expiry Date
1	Rest Investments Ltd	10 January 2019	–	952,380,952	0.0014	5 years	9 January 2024
2	Tan Suying	15 April 2019	–	310,185,185	0.0018	5 years	14 April 2024
3	Dato' Ng Tian Sang	18 July 2019	–	250,000,000	0.0018	5 years	17 July 2024
4	Vendors of Beverly Wilshire Medical Centre Group	7 November 2019	–	162,000,000	0.002	5 years	6 November 2024
5	2021 Rights Cum Warrants Issue	2 June 2021	–	2,112,779,425	0.001	3 years	1 June 2024
6	Subscribers of December 2021 Share Subscriptions	9 December 2021	–	245,000,000	0.001	3 years	8 December 2024
7	Subscribers of March 2022 Share Subscriptions	10 March 2022	4,540,540	210,000,000	0.001	3 years	9 March 2025
8	Dato' Ng Tian Sang	21 February 2024	3,000,000	–	0.051	3 years	20 February 2027
9	Others	21 February 2024	2,294,342	–	0.051	3 years	20 February 2027

Each of the warrant above are convertible to one unit of ordinary share.

Other reserves are non-distributable.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

27. Accumulated losses

Movement in accumulated losses for the Company is as follows:

	Company	
	2024	2023
	S$'000	S$'000
Beginning of financial year	(74,497)	(72,942)
Net loss for the financial year	(9,127)	(1,555)
Expiry of share options (Note 26)	25	–
End of financial year	(83,599)	(74,497)

28. Contingent liabilities

The Company had previously issued a corporate guarantee of S$643,000 to United Overseas Bank (Malaysia) Bhd who provided borrowing to its subsidiary [Note 29(b)]. The corporate guarantee has been discharged following the full repayment of the borrowing during the financial year.

29. Financial risk management

Financial risk factors

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Executive Officer and Executive Director. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There have been no changes to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) *Market risk*

(i) *Currency risk*

The Group operates in Asia with dominant operations in Singapore and Malaysia.

The Group is exposed to currency translation risk on the net assets in foreign operations. Currency exposure to the net assets of the Group's foreign operations is monitored throughout the financial year to ensure the impacts to the Group's financial statements are not significant.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(a) Market risk (cont'd)

(i) Currency risk (cont'd)

The Group's currency exposure based on the information provided to key management is as follows:

	SGD	MYR	Total
	S$'000	S$'000	S$'000
2024			
Financial assets			
Cash and bank balances	681	177	858
Trade and other receivables	36	436	472
	717	613	1,330
Financial liabilities			
Trade and other payables	2,556	3,506	6,062
Borrowings	685	1,197	1,882
	3,241	4,703	7,944
Net financial liabilities	(2,524)	(4,090)	(6,614)
Less: Net financial assets denominated in the respective entities' functional currencies	2,524	4,090	6,614
Currency exposure of financial liabilities	–	–	–
2023			
Financial assets			
Cash and bank balances	111	172	283
Trade and other receivables	41	629	670
	152	801	953
Financial liabilities			
Trade and other payables	1,572	2,116	3,688
Borrowings	508	2,390	2,898
	2,080	4,506	6,586
Net financial liabilities	(1,928)	(3,705)	(5,633)
Less: Net financial assets denominated in the respective entities' functional currencies	1,928	3,705	5,633
Currency exposure of financial liabilities	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(a) Market risk (cont'd)

(i) Currency risk (cont'd)

The Company's currency exposure based on the information provided to key management is as follows:

	SGD S$'000	Total S$'000
2024		
Financial assets		
Cash and bank balances	681	681
Trade and other receivables	35	35
	716	716
Financial liabilities		
Trade and other payables	2,551	2,551
Borrowings	1,155	1,155
	3,706	3,706
Net financial liabilities	(2,990)	(2,990)
Less: Net financial assets denominated in the Company's functional currency	2,990	2,990
Currency exposure of financial liabilities	–	–
2023		
Financial assets		
Cash and bank balances	109	109
Trade and other receivables	768	768
	877	877
Financial liabilities		
Trade and other payables	1,507	1,507
Borrowings	1,081	1,081
	2,588	2,588
Net financial liabilities	(1,711)	(1,711)
Less: Net financial assets denominated in the Company's functional currency	1,711	1,711
Currency exposure of financial liabilities	–	–

The Group and Company are not exposed to significant foreign currency risk as their business are transacted in functional currencies, which are SGD and MYR.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(a) Market risk (cont'd)

(ii) Price risk

The Group and the Company do not have exposure to equity price risk as it does not hold equity financial assets.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group and the Company has cash balances placed with reputable banks and financial institutions which generate interest income for the Group and the Company whereby changes in interest rate exposure is not significant. The Group and the Company manages its interest rate risk by placing such balances on varying maturities and interest rate terms.

The Group and the Company are not exposed to significant changes in interest rates for the borrowings at fixed and floating interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period are as follows:

	Group	
	2024	2023
	S$'000	S$'000
Fixed rate instruments		
Financial asset		
Short-term bank deposit	30	29
Financial liabilities		
Term loan	44	68
Floating rate instruments		
Financial liabilities		
Bank overdraft	–	354
Invoice financing	–	289
Term loan	–	–
	–	643

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(a) Market risk (cont'd)

(iii) Cash flow and fair value interest rate risks (cont'd)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis point ("**bp**") in interest rates at the end of the reporting period would have increased/decreased equity and post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Equity		Profit or loss	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
	S$'000	S$'000	S$'000	S$'000
Group				
2024				
Floating rate instruments	–	–	–	–
Cash flow sensitivity (net)	–	–	–	–
2023				
Floating rate instruments	–	–	(6)	6
Cash flow sensitivity (net)	–	–	(6)	6

(b) Credit risk

Credit risk refers to the risk that counterparties will default on their contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are bank deposits and trade and other receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history and obtaining cash deposits where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by the management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management and at the Group level by the management.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position, except as follows:

	Company 2024 S$'000	Company 2023 S$'000
Corporate guarantee provided to United Overseas Bank (Malaysia) Bhd on its subsidiary's borrowings (Note 28)	–	643

The Company is no longer exposed to credit risk arising from the corporate guarantee on the subsidiary's borrowings upon the discharge of the guarantee during the financial year as disclosed in Note 28.

The credit risk for trade receivables based on the information provided to key management is as follows:

	Group 2024 S$'000	Group 2023 S$'000
By geographical area		
Malaysia	249	253
By types of customers		
Non-related parties		
– Individuals	174	186
– Other companies	75	67
	249	253

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

(i) Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss ("**ECL**") allowance for trade receivables.

In measuring the expected credit losses, trade receivables are grouped based on their shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

(i) Trade receivables (cont'd)

Trade receivables are written-off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises trade receivables for potential write-off when the counterparty fails to make contractual payments more than 180 days past due. Where receivables are written-off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

The Group's credit risk exposure in relation to trade receivables under SFRS(I) 9 as at 31 December 2024 and 2023 are set out in the provision matrix as follows:

	Current	Less than 30 days	31 to 60 days	61 to 90 days	More than 90 days	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group						
2024						
Trade receivables	22	–	1	2	224	249
Allowance for impairment	(10)	–	(1)	(2)	(224)	(237)
						12
2023						
Trade receivables	67	19	21	5	141	253
Allowance for impairment	–	(14)	(21)	(5)	(141)	(181)
						72

(ii) Other receivables

The Group and the Company use the general approach for assessment of ECLs for these financial assets. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group and the Company assess whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, the loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's and the Company's historical experience and informed credit assessment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

(ii) Other receivables (cont'd)

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, the loss allowance is measured at an amount equal to 12-month ECLs.

As at 31 December 2024, the Group performed an assessment of impairment using the 12-month ECL basis on these financial assets. The Group has provided for ECL allowance of S$198,000 (2023: S$Nil) on its other receivables.

(iii) Non-trade receivables from subsidiaries

Non-trade receivables from subsidiaries are provided mainly for short term funding requirements. Impairment on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposures. The Company has provided for ECL allowance of S$951,000 (2023: $Nil) on its other receivables.

(iv) Cash and cash equivalents

The Group's and the Company held cash and cash equivalents with reputable licensed financial institutions with high credit-ratings and consider to have low credit risk. The cash balances are measured on 12-month expected credit losses and subject to immaterial credit loss.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions at a short notice. At the reporting date, assets held by the Group and the Company for managing liquidity risk included measures undertaken as described in Note 4 and cash and short-term deposits as disclosed in Note 13 to the financial statements.

Management monitors rolling forecasts of the liquidity reserves (comprises of undrawn borrowing facility and cash and bank balances (Note 13) of the Group and the Company on the basis of expected cash flow. This is generally carried out at local level in the operating companies of the Group in accordance with the practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring liquidity ratios and maintaining debt financing plans.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(c) *Liquidity risk (cont'd)*

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year	Between 2 and 5 years	More than 5 years
	S$'000	S$'000	S$'000
Group			
2024			
Trade and other payables	6,060	–	–
Lease liabilities	514	704	–
Borrowings (excluding lease liabilities)	658	6	–
2023			
Trade and other payables	3,688	–	–
Lease liabilities	687	1,253	–
Borrowings (excluding lease liabilities)	1,042	40	–

	Less than 1 year	Between 2 and 5 years	More than 5 years
	S$'000	S$'000	S$'000
Company			
2024			
Trade and other payables	2,551	–	–
Lease liabilities	65	–	–
Borrowings (excluding lease liabilities)	1,090	–	–
2023			
Trade and other payables	1,507	–	–
Lease liabilities	73	67	–
Borrowings (excluding lease liabilities)	943	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(d) *Capital risk*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to increase the working capital.

Management monitors capital based on a gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus lease liabilities, trade and other payables less cash and bank balances. Total capital is calculated as total equity plus net debt.

	Group		Company	
	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000
Net debt	7,505	6,653	3,026	2,479
Total equity	(5,342)	89	703	9,371
Total capital	2,163	6,742	3,729	11,850
Gearing ratio	347%	99%	81%	21%

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 December 2024 and 2023.

(e) *Fair value measurements*

The Group classifies fair value measurements using a fair value hierarchy which reflects the significance of the inputs used in determining the measurements. The fair value hierarchy has the following levels:

- *Level 1:* quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* inputs other than quoted prices included within Level 1 which are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- *Level 3:* inputs for the asset or liability which are not based on observable market data (unobservable inputs).

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 carrying amount of financial assets and financial liabilities measured at amortised cost with a maturity of less than one year is assumed to approximate their fair values.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(e) *Fair value measurements (cont'd)*

The table below presents financial instruments measured at amortised cost and classified by level of fair value measurement hierarchy:

	Fair value of financial instruments not carried at fair value				Carrying amount
	Level 1	Level 2	Level 3	Total	
Group	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
2024					
Liabilities					
Non-current borrowings	–	6	–	6	6
2023					
Liabilities					
Non-current borrowings	–	39	–	39	39
Company					
2024					
Liabilities					
Non-current borrowings	–	–	–	–	–
2023					
Liabilities					
Non-current borrowings	–	–	–	–	–

There were no transfers between Levels 1, 2 and 3 during the year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29. Financial risk management (cont'd)

Financial risk factors (cont'd)

(f) *Financial instruments by category*

The carrying amount of the different categories of financial instruments is as follows:

	2024	2023
	S$'000	S$'000
Group		
Financial assets measured at amortised cost		
Trade receivables (Note 14)	12	72
Other receivables (Note 14)	460	598
Cash and bank balances (Note 13)	858	283
Total financial assets measured at amortised cost	1,329	953
Financial liabilities measured at amortised cost		
Trade payables (Note 22)	439	362
Other payables (Note 22)	5,621	3,326
Lease liabilities (Note 23(a))	1,218	1,817
Borrowings (Note 23 (b))	664	1,081
Total financial liabilities measured at amortised cost	7,942	6,586
Company		
Financial assets at amortised cost		
Other receivables (Note 14)	35	768
Cash and bank balances (Note 13)	680	109
Total financial assets measured at amortised cost	715	877
Financial liabilities measured at amortised cost		
Other payables (Note 22)	2,551	1,507
Lease liabilities (Note 23(a))	65	138
Borrowings (Note 23 (b))	1,090	943
Total financial liabilities measured at amortised cost	3,706	2,588

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

30. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2024	2023
	S$'000	S$'000
Key management personnel		
Wages, salaries and short-term benefits	1,197	1,842
Employer's contribution to defined contribution plans, including Central Provident Fund/Employees' Provident Fund	112	74
	1,309	1,916
Comprised amounts paid to:		
– Directors of the Company	530	589
– Directors of subsidiaries	459	1,146
– Other key management personnel	320	181
	1,309	1,916

31. Segment information

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board of Directors comprises of executive and non-executive directors.

The Board of Directors considers the business from both a geographic and business segment perspective. Geographically, management manages and monitors the business in the two primary geographic areas namely, Singapore and Malaysia.

The Board of Directors monitors the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain aspects, as set out below, is measured differently from operating profit or loss in the consolidated financial statements.

The Group is organised into three reportable segments as described below, which are the Group's strategic business units. The strategic business units offer different services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the Board of Directors reviews the internal management reports on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

Aesthetic medical and healthcare:	Provision of aesthetic medical services includes the provision of aesthetic medical, beauty and wellness services.
Trading and distribution:	Trading and distribution of steel raw materials, consumables, instruments and semi-finished products for steel mills, iron and steel foundries and aluminum smelters in the Asia-Pacific region and provision of ancillary services.
Investment and others:	Business of investment holding, provision of management services and provision of marketing, distribution and related services.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31. Segment information (cont'd)

The segment information provided to the Board of Directors for the reportable segments is as follows:

	Aesthetic medical and healthcare		Trading and distribution		Investment and others		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Segment revenue								
– External parties	5,889	7,943	–	98	–	–	5,889	8,041
Gross profit	3,067	4,392	–	8	–	–	3,067	4,400
Other income	336	179	2	–*	128	–*	466	179
Other losses, net	(3,498)	(18)	–	–	–	–	(3,498)	(18)
Expenses								
– Distribution	(129)	(172)	(18)	(69)	–	–	(147)	(241)
– Administrative	(4,426)	(4,636)	(27)	(81)	(1,161)	(1,849)	(5,614)	(6,566)
– Finance	(111)	(182)	–	–*	(44)	(81)	(155)	(263)
Loss before income tax	(4,761)	(437)	(43)	(142)	(1,077)	(1,930)	(5,881)	(2,509)
Income tax credit	73	97	–	–	–	–	73	97
Net loss for the financial year	(4,688)	(340)	(43)	(142)	(1,077)	(1,930)	(5,808)	(2,412)

* Less than S$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31. Segment information (cont'd)

The segment information provided to the Board of Directors for the reportable segments is as follows: (cont'd)

	Aesthetic medical and healthcare		Trading and distribution		Investment and others		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Other information								
Depreciation of property, plant and equipment (Note 18)	1,146	1,271	–	–	5	76	1,151	1,347
Amortisation of intangible assets (Note 21)	37	13	–	–	–	–	37	13
Interest expense of borrowings (Note 10)	23	68	–	–	37	69	60	137
Interest expense of lease (Note 10)	89	114	–	–	6	12	95	126
Additions to:								
Property, plant and equipment (Note 18)	996	175	–	–	1	2	997	177
Assets and liabilities								
Segment and consolidated total assets	2,238	6,564	1	2	803	555	3,042	7,121
Consolidated total assets							3,042	7,121
Segment and consolidated total liabilities	5,140	4,944	4	65	3,240	2,023	8,384	7,032
Consolidated total liabilities							8,384	7,032

The segment loss, segment assets and segment liabilities presented to the Board of Directors are measured in a manner consistent with that of the financial statements. All items are allocated to respective reportable segments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31. Segment information (cont'd)

(a) *Revenue from major products and services*

Revenue from external customers is derived mainly from the trading and distribution; and rendering of aesthetic medical and healthcare services. Investment holding and provision of management services are included in "**Others**".

(b) *Revenue from external customers*

During the financial years ended 31 December 2024 and 31 December 2023, the Group did not have revenues from transactions with any single external customer amounting to 10 per cent or more of the Group's revenues.

(c) *Geographical information*

The Group's two major business segments operate in two main geographical areas:

- Singapore – the Company is headquartered and has operations in Singapore. The operation in this area are principally investment holding and trading and distribution of steel mill consumable products;
- Malaysia – the operation in these areas are principally provision of aesthetic medical and healthcare services.

	Group	
	2024	2023
	S$'000	S$'000
Revenue		
– Singapore	67	98
– Malaysia	5,822	7,943
	5,889	8,041

	Group	
	2024	2023
	S$'000	S$'000
Non-current assets		
Singapore	62	137
Malaysia	1,164	5,263
	1,226	5,400

32. Events after reporting date

(a) On 6 January 2025, pursuant to the vesting of the Share Awards under the JCG SPP, the Company has allotted and issued 2,777,778 new shares.

(b) On 10 January 2025, the Company completed the allotment and issuance of (i) 24,096,385 shares at an issue price of S$0.0083 per share pursuant to the completion of the Subscription Share Issuance to Tan Chin Hong, (ii) 24,691,358 shares at an issue price of S$0.0081 per share pursuant to the completion of the Subscription Share Issuance to Lim Beoy Kee with total subscription proceeds amounting to S$400,000, and (iii) 11,111,111 shares at an issue price of S$0.0090 per share in connection with the payment of professional fees amounting to S$100,000 to Evolve Capital Advisory Private Limited.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

32. Events after reporting date (cont'd)

(c) On 6 February 2025, the Company completed the allotment and issuance of 61,728,395 shares at an issue price of S$0.0081 per share with total subscription proceeds amounting to S$500,000, pursuant to the completion of the Subscription Share Issuance to Mark Phillip Jones.

(d) On 3 March 2025, the Company entered into a share subscription agreement to issue 11,904,761 shares at an issue price of $0.0084 per share to Leow Hoi Loong, for total subscription proceeds amounting to S$100,000.

(e) At an Extraordinary General Meeting (EGM) held on 24 March 2025, the Company's shareholders have approved the allotment and issuance of (i) 49,447,956 debt conversion shares to Dato Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed debt capitalisation, (ii) 8,215,053 debt conversion shares to Howard Ng How Er pursuant to the proposed debt capitalisation, (iii) 7,182,795 debt conversion shares to Yap Siean Sin pursuant to the proposed debt capitalisation, and (iv) 516,129 debt conversion shares to Ng Jwee Phuan @ Frederick (Eric) pursuant to the proposed debt capitalisation.

Accordingly, the Company allotted and issued in aggregate 65,361,933 ordinary shares in the capital of the Company, which was satisfied by the capitalisation of debts totalling $607,866 due to the above-mentioned person, who are the four directors of the Company as approved by the EGM.

(f) On 28 March 2025, the Company entered into a share subscription agreement to issue 57,471,264 shares at an issue price of $0.0087 per share to Mark Phillip Jones, for total subscription proceeds amounting to S$500,000.

33. Comparative information

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2023 were audited by another firm of auditors whose report dated 5 April 2024 expressed a disclaimer of opinion on those financial statements. Below is the extract of the basis for disclaimer of opinion.

Extracted from auditor's report for the financial year ended 31 December 2023

Basis for Disclaimer of Opinion

1. Going concern

The following circumstances give rise to material uncertainties on the Group's and the Company's abilities to continue as going concerns and whether the use of the going concern assumption in the preparation of the accompanying financial statements of the Group and the statement of financial position of the Company is appropriate for the current financial year.

As disclosed in Note 4 to the financial statements, the Group and the Company incurred total losses of S$2,412,000 and S$1,555,000 respectively and as at that date, the Group's and Company's current liabilities exceeded their current assets by S$4,052,000 and S$1,412,000 respectively.

Nevertheless, the Board of Directors of the Company believe that the use of the going concern assumption in the preparation of the financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2023 is appropriate after taking into consideration the assumptions and measures elaborated in Note 4 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Comparative information (cont'd)

Extracted from auditor's report for the financial year ended 31 December 2023 (cont'd)

Basis for Disclaimer of Opinion (cont'd)

1. Going concern (cont'd)

The abilities of the Group and of the Company to continue in operational existence in the foreseeable future and to meet their financial obligations as and when they fall due are dependent on the positive outcome of the actions and measures undertaken as disclosed in Note 4 to the financial statements. Therefore, we were unable to obtain sufficient audit evidence to be able to form an opinion as to whether the going concern basis of presentation of the accompanying financial statements of the Group and the statement of financial position of the Company is appropriate.

If the Group and the Company are unable to continue in operational existence in the foreseeable future, the Group and the Company may be unable to discharge their liabilities in the normal course of business and 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 could 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 to current assets and liabilities respectively. The financial statements do not include any adjustment which may arise from these uncertainties.

2. Formal Purchase Price Allocation to be completed

The Group acquired a 100% stake in Beverly Bangsar Sdn Bhd ("**BBSB**") on 15 September 2023 (the "**Acquisition date**").

A Purchase Price Allocation ("**PPA**") exercise was conducted by an external expert and pending finalisation at the reporting date. The PPA exercise is expected to be completed latest by 31 August 2024. This is in compliance with Singapore Financial Reporting Standard (International) 3 *Business Combinations,* which allows the Group to complete the assessment of the PPA within a year.

Prior to the completion of the formal PPA exercise, the Group has performed a provisional PPA exercise. The provisional PPA exercise has resulted in an element of goodwill amounting to S$1,045,000. A formal PPA exercise is likely to attribute fair values to the respective assets acquired and liabilities assumed which could cause the residual goodwill value to change.

In view of the above, we were unable to obtain sufficient appropriate audit evidence, subject to the completion of the formal PPA exercise, with respect to:

i. The fair value of identifiable intangible asset of S$345,000;

ii. The fair value of assets acquired of S$720,000;

iii. The fair value of the liabilities assumed of S$581,000; and

iv. The goodwill recognised of S$1,045,000.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

33. Comparative information (cont'd)

Extracted from auditor's report for the financial year ended 31 December 2023 (cont'd)

Basis for Disclaimer of Opinion (cont'd)

3. Impairment assessment of property, plant and equipment and investments in subsidiaries

As at 31 December 2023, the carrying amounts of the Group's property, plant and equipment and the Company's investments in subsidiaries were S$3,355,000 and S$10,711,000 respectively. As at 31 December 2023 and 2022, management has not prepared their impairment assessment on the above non-financial assets in accordance with SFRS(I) 1-36 Impairment of Assets, and therefore we were unable to obtain sufficient appropriate audit evidence to support the carrying amount of the Group's property, plant and equipment and the Company's investments in subsidiaries as at 31 December 2023 and the corresponding impact to profit or loss for the year then ended. Any impairment loss which might have been necessary on these balances would have increased the loss for the financial year and reduced the net assets as at that date by the same amount.

4. Impairment assessment of amounts due from subsidiaries

As at 31 December 2023, the Company's amounts due from subsidiaries amounted to S$728,000. As at 31 December 2023 and 2022, management has not prepared their impairment assessment on this balance in accordance with SFRS(I) 9 Financial Instruments, and therefore we were unable to obtain sufficient appropriate audit evidence to support the carrying amount of the Company's amounts due from subsidiaries as at 31 December 2023 and the corresponding impact to profit or loss for the year then ended. Any impairment loss which might have been necessary on this balance would have increased the loss for the financial year and reduced the net assets as at that date by the same amount.

34. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Beverly JCG Ltd. on 14 April 2025.

STATISTICS OF SHAREHOLDINGS

As at 17 March 2025

Issued Share Capital	:	S$92,476,078
No. of Issued Shares	:	757,274,859
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share
No. of Treasury Shares	:	Nil
No. of Subsidiary Shares	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	305	10.90	6,185	0.00
100 – 1,000	758	27.09	458,141	0.06
1,001 – 10,000	1,023	36.56	4,371,325	0.58
10,001 – 1,000,000	662	23.66	65,186,633	8.61
1,000,001 and above	50	1.79	687,252,575	90.75
Total	**2,798**	**100.00**	**757,274,859**	**100.00**

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	UOB Kay Hian Private Limited	141,739,879	18.72
2	United Overseas Bank Nominees (Private) Limited	68,424,172	9.04
3	Maybank Securities Pte. Ltd.	67,534,143	8.92
4	Phillip Securities Pte Ltd	47,678,664	6.30
5	CGS International Securities Singapore Pte. Ltd.	38,267,446	5.05
6	Tan Suying	37,222,221	4.92
7	DBS Nominees (Private) Limited	31,596,359	4.17
8	Alexander Ng Zhonglie	27,863,796	3.68
9	Raffles Nominees (Pte.) Limited	27,142,901	3.58
10	Lim Beoy Kee	24,691,358	3.26
11	Citibank Nominees Singapore Pte Ltd	20,854,708	2.75
12	KGI Securities (Singapore) Pte. Ltd	18,583,838	2.45
13	Yuen Pui Leng Eunice	18,571,428	2.45
14	Loke Lai Wan	10,607,142	1.40
15	Teong Teck Lean	8,489,373	1.12
16	BK Hospital Pte Ltd	7,801,733	1.03
17	Ng Jwee Phuan @ Frederick (Eric)	7,422,600	0.98
18	Tan Eng Chua Edwin	5,398,218	0.71
19	Chia Suat Peng (Xie Xueping)	5,178,571	0.68
20	Foo Yu Yuan (Fu Yuyuan)	5,178,571	0.68
	Total	**620,247,121**	**81.89**

STATISTICS OF SHAREHOLDINGS

As at 17 March 2025

SHAREHOLDINGS HELD IN THE HAND OF PUBLIC SHAREHOLDERS

Based on information available to the Company as at 17 March 2025, approximately 57.99% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Catalist Rules Section B: Rules of the Catalist is complied with.

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
Name of Substantial Shareholders	**No. of shares**	**%**	**No. of shares**	**%**
Rest Investments Ltd[1]	57,142,857	7.55	–	-
Chua Chuan Seng[2]	100	–	57,142,857	9.69
Mark Phillip Jones	61,728,395	8.15	–	-
Dato' Ng Tian Sang @ Ng Kek Chuan[3]	70,777,780	9.35	89,363,991	11.80

Notes:

(1) The 57,142,857 voting shares described as direct interests of Rest Investments Ltd are held through UOB Kay Hian Private Limited as intermediary.

(2) Chua Chuan Seng is the sole shareholder of Rest Investments Ltd, which holds voting shares in the Company and hence he is deemed interested in such voting shares. The total deemed interest consists of 57,142,857 voting shares held by Rest Investments Ltd's intermediary, UOB Kay Hian Private Limited.

(3) Out of the 70,777,780 voting shares described as direct interests of Dato' Ng Tian Sang @ Ng Kek Chuan, 66,356,574 and 4,421,206 voting shares are held through United Overseas Bank (Nominees) Private Limited and Philip Securities Pte Ltd as intermediaries respectively. Dato' Ng Tian Sang @ Ng Kek Chuan is deemed to be interested in the 26,450,483, 35,049,712 and 27,863,796 voting shares held by Datin' Wong Ling Chu, Howard Ng How Er and Alexander Ng Zhonglie, who are his spouse and sons respectively.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Beverly JCG Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") will be held at Connection 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 29 April 2025 at 2.30 p.m. for the following purposes as set out below.

This Notice has been made available on SGXNet and the Company's website.

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' Statement and the Auditors' Report. **(Ordinary Resolution 1)**

2. To re-elect Mr Ng Jwee Phuan @Frederick (Eric) who is retiring pursuant to Regulation 96 of the Company's Constitution.

*Mr Ng Jwee Phuan @Frederick (Eric), if re-elected, will remain as Chairman of the Risk Management Committee and a member of the Audit Committee, Nominating Committee and Remuneration Committee. Mr Ng Jwee Phuan @ Frederick (Eric) will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rule of Catalist) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"). Additional information on Mr Ng Jwee Phuan @Frederick (Eric) may be found in the section "Additional Information on Directors Seeking Re-Election" of the Annual Report.* **(Ordinary Resolution 2)**

3. To re-elect Mr Yap Siean Sin who is retiring pursuant to Regulation 90 of the Company's Constitution.

Mr Yap Siean Sin, if re-elected, will remain as the Independent Non-Executive Chairman of the Board of Directors, Chairman of the Nominating Committee and the Remuneration Committee, member of the Audit Committee and the Risk Management Committee. Mr Yap Siean Sin will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Additional information on Mr Yap Siean Sin may be found in the section "Additional Information on Directors Seeking Re-Election" of the Annual Report. **(Ordinary Resolution 3)**

4. To approve the payment of Directors' fees of S$108,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears (FY2024: S$84,000). **(Ordinary Resolution 4)**

5. To re-appoint UHY Lee Seng Chan & Co. for the financial year ending 31 December 2025 as the Company's auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

6. To transact any other business that may be transacted at an annual general meeting.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without modifications:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806 of the Catalist Rules, the directors of the Company (the "**Directors**") be and are hereby authorised to allot and issue:

a) shares in the capital of the Company ("**Shares**");

b) convertible securities; or

c) additional securities issued pursuant to adjustment to (b) above; or

d) Shares arising from the conversion of securities in (b) and (c) above,

in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:

(i) the aggregate number of Shares and convertible securities that may be issued must not be more than 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings. For the purpose of determining the aggregate number of Shares and convertible securities that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings is based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for (aa) new Shares arising from the conversion or exercise of convertible securities; (bb) new Shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (cc) any subsequent bonus issue, consolidation or subdivision of Shares;

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

(iii) unless revoked or varied by the Company in a general meeting, such authority conferred by this resolution 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 the earlier." [See Explanatory Note (i)] **(Ordinary Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to authorise the Directors of the Company to grant awards ("**Awards**") in accordance with the provisions of the JCG Share Performance Plan ("**JCG SPP**") and to allot and issue from time to time such number of fully paid-up ordinary shares in the capital of the Company (the "**Shares**") as may be required to be allotted and issued pursuant to the vesting of Awards under the JCG SPP, provided that the aggregate number of Shares available under the JCG SPP, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time. [See Explanatory Note (ii)] **(Ordinary Resolution 7)**

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Company Secretaries

14 April 2025

Explanatory Notes:

(i) The ordinary resolution 6 proposed in item 7 above, if passed, will empower the Directors from the passing of the AGM until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding, in total, 100% of the number of issued Shares in the capital of the Company at the time of passing of this resolution, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company. For determining the aggregate number of Shares that may be issued the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time of this ordinary resolution 6 above is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution 6 above is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(ii) The ordinary resolution 7 proposed in item 8 above, if passed, will empower the Directors to grant Awards under the JCG Share Performance Plan and to allot and issue shares as may be required to be issued pursuant to the vesting of Awards under the JCG Share Performance Plan, provided that the aggregate number of shares over which the Committee may grant Awards on any date, when added to the number of shares issued and issuable in respect of all Awards granted under the JCG Share Performance Plan (and any other share-based incentive scheme of the Company), shall not exceed 15% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date.

Notes:

(1) The members of the Company are invited to attend physically at the AGM. **There will be no option for shareholders to participate virtually.** This notice of AGM ("**Notice of AGM**") and the proxy form will be despatched to Members via post. This Notice of AGM and the proxy form have been uploaded on SGXNet on 14 April 2025. This announcement may also be accessed at the URL https://www.beverlyjcg.com/investor-relations/announcements/. The Annual Report for the financial year ended 31 December 2024 may be accessed at the Company's website at the URL https://www.beverlyjcg.com/investor-relations/annual-report/ under "Annual Report 2024", and has also been made available on SGXNet.

(2) Members (including Central Provident Fund ("**CPF**") Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the AGM by:

(a) attending the AGM in person;

(b) raising questions at the AGM or submitting questions in advance of the AGM; and/or

(c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2025, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

NOTICE OF ANNUAL GENERAL MEETING

(3) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.

(4) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning prescribed to it in Section 181 of the Companies Act:

(a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital markets services licence holder to provide custodial services under the Securities and Futures Act 2001 of Singapore ("**SFA**") and who holds shares in that capacity; or

(c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

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

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction is given as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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

(a) if sent by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or

(b) if by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com,

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

The instrument appointing a proxy(ies) must be signed by the appointer or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) 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 be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy (such as in the case where the appointer submits more than one (1) instrument of proxy).

In the case of a member whose shares are entered against his/her/its name in the Depository Register (as defined in Section 81SF of the SFA), the Company may reject any instrument of proxy lodged if such member, being the appointer, is not shown to have any shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time set for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF ANNUAL GENERAL MEETING

(7) Members may raise questions at the AGM and/or submit questions related to the Resolutions to be tabled for approval at the AGM, in advance of the AGM. For members who would like to submit questions in advance of the AGM, they may do so by 2.30 p.m. on 22 April 2025:

(a) in hard copy by sending by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or

(b) by email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

(a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;

(b) the member's NRIC/Passport/UEN number;

(c) the member's contact number and email address; and

(d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members before the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses made during the AGM to such questions together with the minutes of the AGM on SGXNET and the Company's website at https://www.beverlyjcg.com/investor-relations/announcements/ within one (1) month after the date of the AGM.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof or by attending the AGM and/or any adjournment thereof, submitting any details of Relevant Intermediary Participants in connection with the AGM, submitting any questions to the Company, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service provider) of the appointment of the Chairman of the AGM as proxy, submission of questions and the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service provider) of the personal data of such Relevant Intermediary Participants 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.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Ng Jwee Phuan @Frederick (Eric) and Mr Yap Siean Sin are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 29 April 2025 ("**AGM**") (the "**Retiring Directors**").

Pursuant to Rule 720(5) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below:

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
Date of Appointment	1 July 2024	27 June 2017
Date of last re-appointment (if applicable)	NA	28 April 2023
Age	78	67
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("**NC**") and has reviewed and considered the qualification, work experience and suitability of Mr Ng Jwee Phuan @Frederick (Eric) for re-appointment as an Independent Director of the Company. The Board has reviewed and concluded Ng Jwee Phuan @Frederick (Eric) possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has reviewed and considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Yap Siean Sin for re-appointment as an Independent Non-Executive Chairman of the Company. The Board has reviewed and concluded Mr Yap Siean Sin possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chairman of the Risk Management Committee and a member of the Audit Committee, Nominating Committee and Remuneration Committee	Independent Non-Executive Chairman, Chairman of the Nominating Committee and the Remuneration Committee, Member of the Audit Committee and the Risk Management Committee.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
Professional qualifications	Bachelor of Science (Business Administration), University of California Master in Business Administration, Buckingham University	Bachelor of Science (Hons) Degree in Architecture and a Post Graduate Diploma in Advance Architecture from Robert Gordon University Aberdeen, UK, Post Graduate Diploma in Town Planning from University of Westminster London, UK, Corporate member of the Royal Institute of British Architects, Malaysia Institute of Town Planners, Malaysian Institute of Architects, British Institute of Interior Design, and an Associate Member of the British Institute of Building Engineers
Working experience and occupation(s) during the past 10 years	2012 – 2021 Non-Resident Chairman, GBM Gold Ltd 2008 – 2020 Independent Non-Executive Chairman, Chasen Holdings Ltd 2014 – 2018 Non-Resident Executive Director, Ephraim Resources Ltd 2011 – 2016 Audit Committee Chairman, Richfield International Ltd	2009 – present Executive Director in Spring Rise Pte Ltd 1995 – present Executive Director in Cavacole (S) Pte Ltd
Shareholding interest in the listed issuer and its subsidiaries	Yes Beverly JCG Ltd. Direct Interest: 7,422,600 Shares	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

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships# (for the last 5 years) * "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)	Past (for the past 5 years): – Chasen Holdings Ltd – GBM Gold Ltd Present: – Nil	Present: – Executive Director in Spring Rise Pte Ltd – Executive Director in Cavacole (S) Pte Ltd – Spring Malaysia (MM2H) Sdn Bhd – Timur Baiduri Sdn Bhd – Arealink Corporation Sdn Bhd – Seni Rancang (M) Sdn Bhd – Moi Siean Holdings Sdn Bhd – Jururancang YSS (Sole Proprietorship) – Arkitek Seni Perunding (Sole Proprietorship) – Pacific Coast Pte Ltd
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR NG JWEE PHUAN @ FREDERICK (ERIC)	MR YAP SIEAN SIN
(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 was so concerned with the entity or business trust?		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

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PROXY FORM

ANNUAL GENERAL MEETING

BEVERLY JCG LTD.
ACRA Registration Number: 200505118M
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. For investors who have used their Central Provident Fund or Supplementary Retirement Scheme monies to buy Shares in the Company (the "**CPF Investors**" or "**SRS Investors**"), 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.
2. CPF or SRS Investors may:
   (a) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
   (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should contact and instruct their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM, i.e. by 5.00 p.m. on 16 April 2025, to allow sufficient time for their respective Relevant Intermediaries to submit a proxy form(s) to appoint the Chairman of the AGM to vote on their behalf.

*I/We ______________________________ (Name)

of ______________________________ (Address)

being a *member/members of Beverly JCG Ltd. (the "**Company**") hereby appoint:

(a)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

OR

(b) the Chairman of the Annual General Meeting ("**AGM**"), as my/our proxy to attend and to vote for me/us on my/our behalf at the AGM of the Company to be held physically at Connection 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 29 April 2025 at 2.30 p.m. and at any adjournment thereof.

*I/We direct *my/our proxy/proxies to vote for or against the resolutions or abstain from the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, in respect of a resolution, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion.

No.	Resolutions Relating To:	For	Against	Abstain
	Ordinary Business			
1.	**Ordinary Resolution 1** Adoption of Directors' Statement, Auditors Report and Audited Financial Statements for the financial year ended 31 December 2024			
2.	**Ordinary Resolution 2** Re-election of Mr Ng Jwee Phuan @Frederick (Eric) as a Director of the Company			
3.	**Ordinary Resolution 3** Re-election of Mr Yap Siean Sin as a Director of the Company			
4.	**Ordinary Resolution 4** Approval of Directors' Fees for the financial year ending 31 December 2025			
5.	**Ordinary Resolution 5** Re-appointment of UHY Lee Seng Chan & Co. as auditors of the Company			
	Special Business			
6.	**Ordinary Resolution 6** Authority to allot and issue shares			
7.	**Ordinary Resolution 7** Authority to allot and issue shares pursuant to the JCG Share Performance Plan			

(The resolutions put to vote at the AGM shall be decided by poll. Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the resolutions or to abstain from voting on a resolution as set out in the Notice of AGM. Alternatively, if you wish to exercise some and not all of your votes both "For" and "Against" the relevant resolution and/or to abstain from voting in respect of the relevant resolution, please indicate the number of shares in the boxes provided. **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.**)

* Please delete accordingly

Dated this __________ day of 2025.

Number of Shares held in

CDP Register	
Member's Register	
TOTAL	

____
Signature of Shareholder(s) or Common Seal

Important: Please read notes overleaf

Notes:

1. For this AGM, members of the Company (including relevant intermediaries) may vote by way of this Proxy Form appointing the Chairman of the Meeting to vote in accordance with the Proxy Form or by their duly appointed proxies as set out in the Notice of AGM.

2. Please insert the total number of 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), 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 registered in 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy must be specified in the relevant proxy form.

4. A "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such a member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

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

7. The proxy form appointing a proxy must be signed under the hand of the appointor or by his attorney duly authorised in writing. Where the proxy form appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a proxy form(s) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be sent with the executed proxy form either by post or by email, failing which the proxy form may be treated as invalid.

8. The duly executed instrument appointing a proxy or proxies must be sent by post to the office of our Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 or submitted via email to our Share Registrar, at srs.proxy@boardroomlimited.com, not less than forty-eight (48) hours before the time set for the AGM.

9. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form (including any related attachment) (such as in the case where the appointor submits more than one proxy form appointing the Chairman of the AGM as proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form appointing the Chairman of the AGM as proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

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

Beverly Wilshire Medical Centre Sdn. Bhd.
Level 9, Kenanga Tower,
No. 237 Jalan Tun Razak,
50400 Kuala Lumpur
Tel (Reception): 03 2118 2888

Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd.
Level 9, Kenanga Tower,
No. 237 Jalan Tun Razak,
50400 Kuala Lumpur.
Tel: 03 2118 2999

Beverly Wilshire Medical Centre (JB) Sdn. Bhd.
Level 3 (05-09), Menara Landmark, 12,
Jalan Ngee Heng,
80000 Johor Bahru, Johor
Tel: 07 2282 888

Beverly Ipoh Sdn. Bhd.
Clinic name: Dr Elaine @ Beverly (Ipoh)
No. 24, Lorong Taman Ipoh 1,
Taman Ipoh Selatan,
31400 Ipoh Perak Malaysia
Tel: 05 610 1031

Beverly Wilshire Tropicana City Mall Sdn. Bhd.
L1-03, Level 1, 3 Damansara,
No. 3, Jalan SS 20/27,
47400 Petaling Jaya, Selangor
Tel: 03 7710 6888

Beverly Bangsar Sdn Bhd
79, Jalan Maarof, Bangsar,
59000 Kuala Lumpur,
WP Kuala Lumpur
Tel: 018-7770774

BEVERLY JCG LTD.

BEVERLY WILSHIRE
MEDICAL CENTRE
碧 薇 麗

BEVERLY JCG LTD.
(Company Registration Number: 200505118M)

REGISTERED OFFICE
160 Robinson Road #05-08 SBF Centre Singapore 068914

BUSINESS ADDRESS
160 Robinson Road #05-08 SBF Centre Singapore 068914
T 65 6904 1282 | E ir@jcg-investment.com |
W www.beverlyjcg.com