UnUsUaL™
飛凡有限公司 LIMITED

STAYING FOCUSED CURATING PERFORMANCES FOR THE FUTURE

ANNUAL REPORT 2025

This annual report has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Limited.

It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Mr. Kaeson Chui, Vice President, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, Telephone (65) 6415 9886.

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CORPORATE PROFILE

Founded in 1997, the UnUsUaL Group is an established producer and promoter of large-scale live events and concerts in Singapore and in the region.

Under our production business segment, we provide a full range of support to the artiste's team or the event organiser in terms of their design set creation and stage design, as well as the installation of sound, light and video ("**SLV**") requirement. We also assist to conceptualise and develop creative inputs for the entire event.

Under our promotion business segment, we are involved in the planning and managing of concerts and events, down to the coordinating of ticketing matters, as well as the marketing leading to the opening of the concert/events.

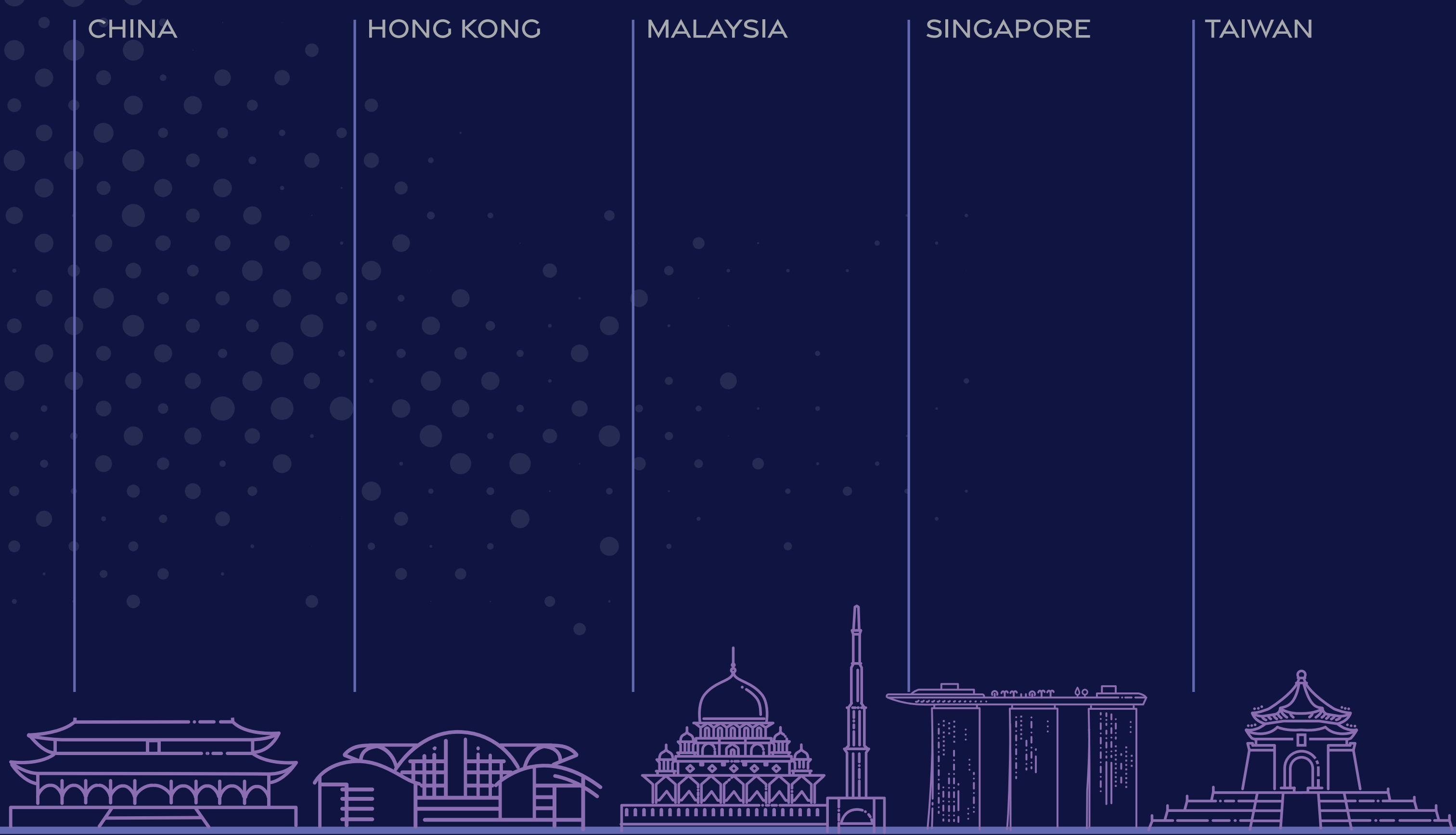
UnUsUaL Limited is the holding company of UnUsUaL Entertainment Pte. Ltd. ("**UnUsUaL Entertainment**"), UnUsUaL Productions Pte. Ltd. ("**UnUsUaL Productions**"), UnUsUaL Development Pte. Ltd. ("**UnUsUaL Development**"), UnUsUaL Productions (M) Sdn. Bhd. ("**UnUsUaL Malaysia**"), UnUsUaL Entertainment International Limited ("**UnUsUaL Hongkong**"), UnUsUaL Culture Development Co., Ltd ("**UnUsUaL China**"). White Mount International Pte. Ltd. ("**WMI**") and Isotope Productions Pte. Ltd. ("**ISO**") are associated companies of UnUsUaL Limited (collectively referred to as the "**Group**").

Our major shareholder is mm2 Asia Ltd. ("**mm2**"). mm2 is a leading producer and distributor of content in the region. We expect to synergise with mm2 in our effort to expand in the Asia region.

On 10 April 2017, the Company was listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Catalist Board (SGX stock code: 1D1).

"UnUsUaL" is a registered trademark in Malaysia, the People's Republic of China, Hong Kong, Taiwan and Singapore. Through the years, we have won numerous awards and accolades awarded by the Singapore Ministry of Defence, Ministry of Education, as well as the People's Association and others.

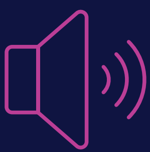
For more information, please visit http://www.unusual.com.sg



REVENUE SOURCE

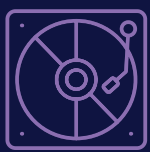
PROMOTION INCOME

is derived from the promotion of concerts and events. We take charge of the overall planning and managing of concerts and events which includes working with artiste managers to assess venues and co-ordinate artistes' availability, handling ticketing matters, marketing and promotion of concerts and events.



PRODUCTION INCOME

is derived from the provision of technical and creative expertise for large-scale live events and concerts. We conceptualise and develop creative input, provide consultancy services, design solutions for set creation, stage design and other requirements.

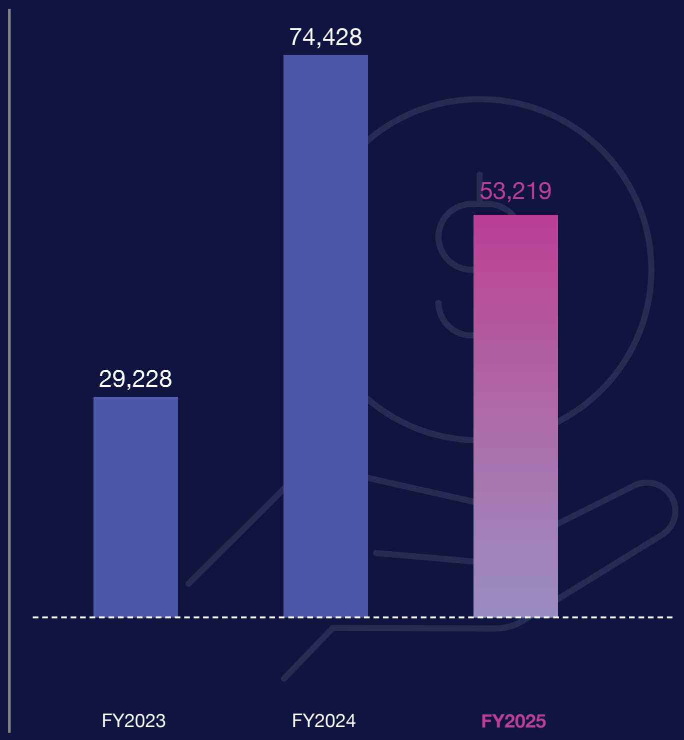


OTHER INCOME

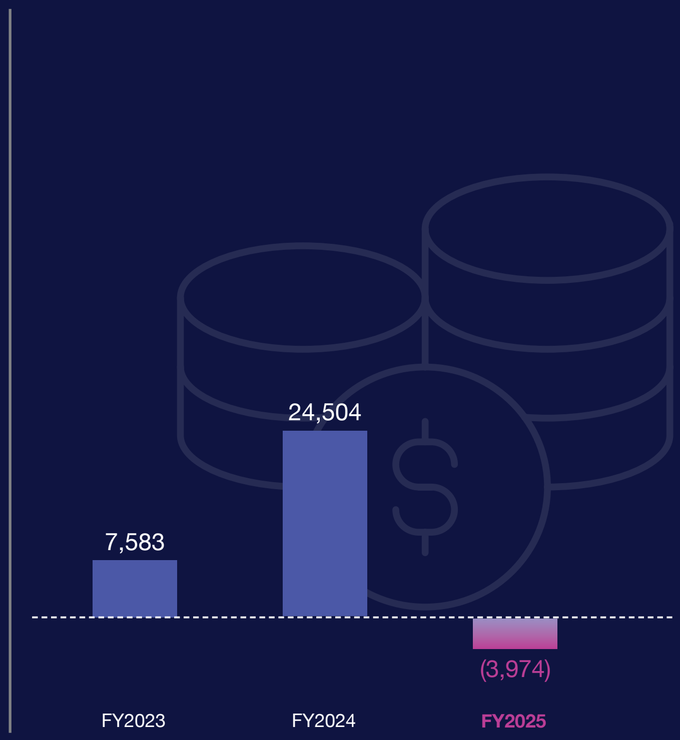
is derived from co-management of exhibition/concert halls, provision of exhibition/concert halls and related equipment and provision of equipment.

FINANCIAL HIGHLIGHTS

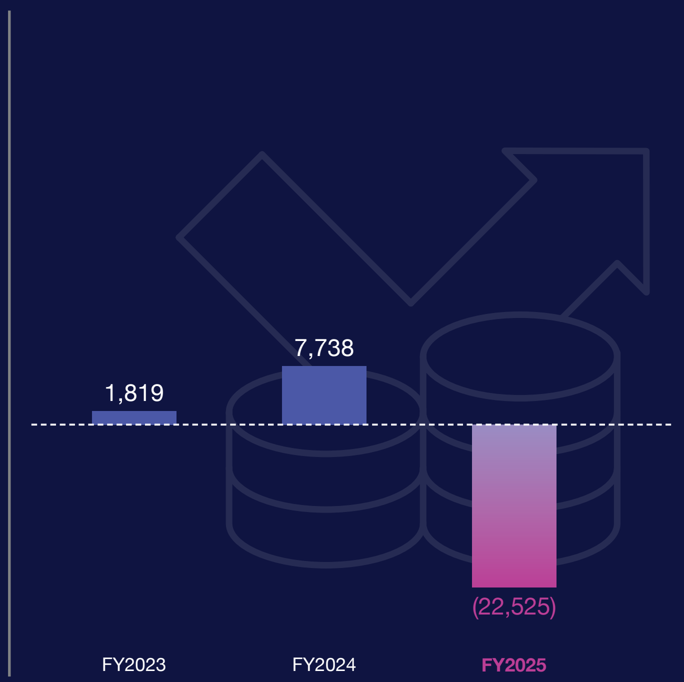
REVENUE
($'000)



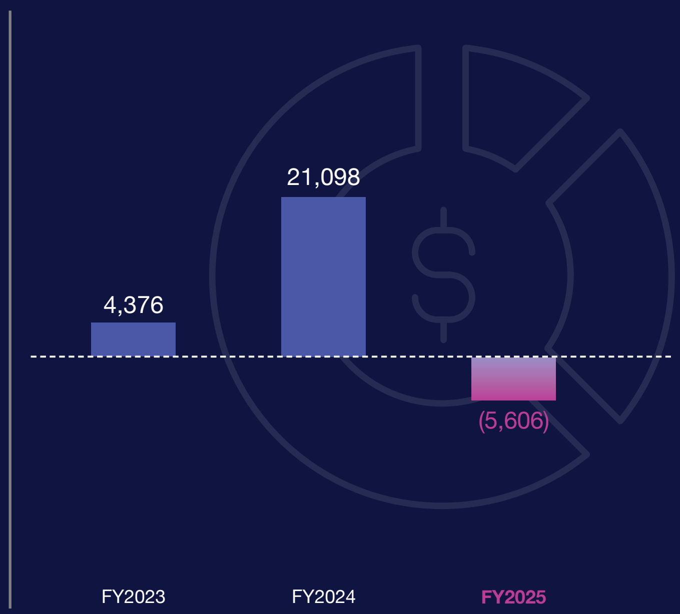
GROSS PROFIT/(LOSS)
($'000)



PROFIT/(LOSS) AFTER TAX
($'000)

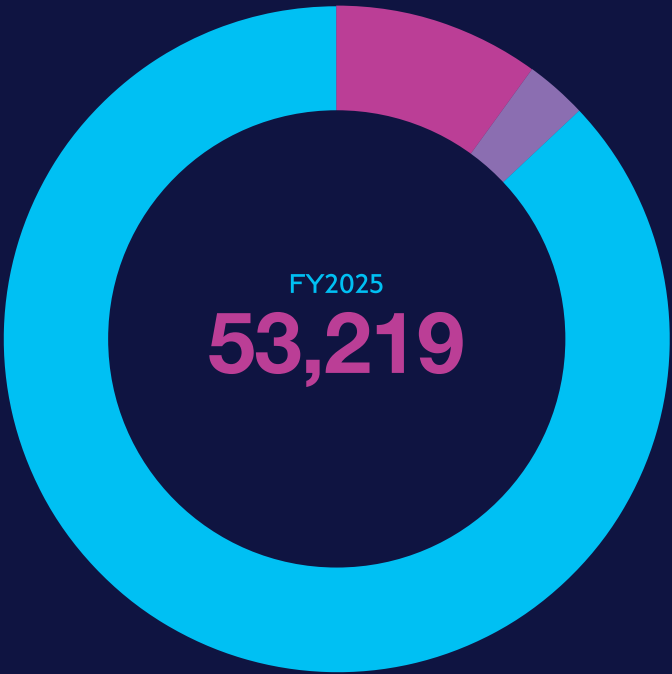


EARNINGS/(LOSS) BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION ("EBITDA"/"(LBITDA)")
($'000)



REVENUE BY BUSINESS SEGMENT

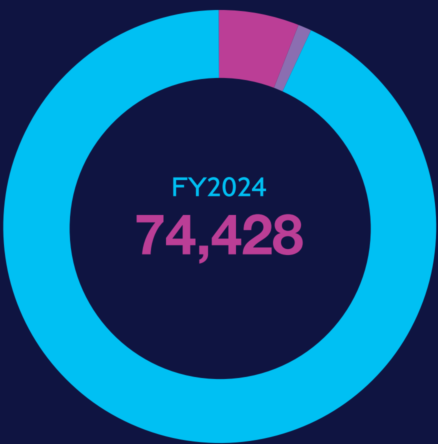
($'000)



46,427
PROMOTION INCOME
87.2%

5,412
PRODUCTION INCOME
10.2%

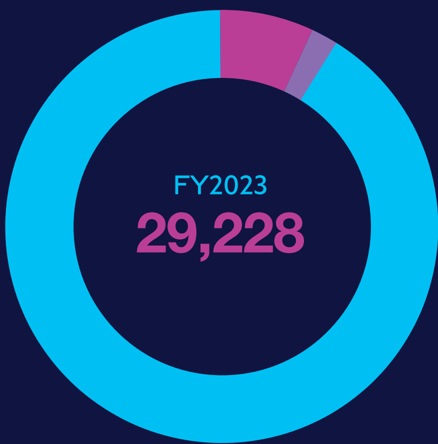
1,380
OTHER INCOME
2.6%



69,752
PROMOTION INCOME
93.7%

4,386
PRODUCTION INCOME
5.9%

290
OTHER INCOME
0.4%



26,600
PROMOTION INCOME
91.0%

2,189
PRODUCTION INCOME
7.5%

439
OTHER INCOME
1.5%

OPERATING FINANCIAL REVIEW

COMPREHENSIVE INCOME

Revenue

Revenue decreased by $21.2 million or 28.5% from $74.4 million in FY2024 to $53.2 million in FY2025. These changes were mainly due to a lower number of projects completed in FY2025 and increase in fair value loss on financial assets at FVPL by $0.5 million or 35.8% from $1.6 million in FY2024 to $2.1 million in FY2025. This higher fair value loss was largely due to the management's decision to pivot away from certain genres (in this case, family-theme genre, such as Walking With Dinosaur).

Cost of sales

The cost of sales increased by $7.3 million or 14.6% from $49.9 million in FY2024 to $57.2 million in FY2025. This increase was mainly due to higher show fees of $4.1 million, coupled with a rise in operational costs, particularly in professional fees and labour costs, partially driven by global inflationary trends.

Gross (loss)/profit

In FY2025, the Group recorded a gross loss of $4.0 million, compared to gross profit of $24.5 million in FY2024. This decrease in FY2025 was mainly due to (A) a lower number of completed projects, (B) an increase in loss on financial assets at FVPL and (C) higher show fees as mentioned earlier that brought up the cost of sales significantly.

Other income

Total other income increased by $13,000 from $230,000 in FY2024 to $243,000 in FY2025. These increases were mainly due to one-off sale of miscellaneous project assets used in show/event.

Other losses - net

Total other losses increased by $7.0 million from $6.1 million in FY2024 to $13.1 million in FY2025. The increase was mainly due to impairment loss on property, plant and equipment of $5,173,587 and impairment loss on intangible assets of $5,454,155, partially offset by a lower provision of loss allowance ("**expected credit loss**"). Impairment losses on assets were recognised, as these assets are no longer expected to generate the previously anticipated level of economic benefits. In particular, the impairment loss on intangible assets arose from the rationalisation (through re-purposing and re-sized) of the Apollo project.

Administrative expenses

Administrative expenses decreased by $1.6 million or 20.3% from $7.7 million in FY2024 to $6.1 million in FY2025. The changes were mainly due the absence of provision for Executive Directors' contracted incentive.

Finance expenses

Finance expenses decreased by $190,000 or 56.2% from $339,000 in FY2024 to $148,000 in FY2025, mainly due to overall lower bank borrowings following repayment during the year.

Share of (loss)/profit of associated companies

The Group's share of (loss)/profit was solely attributable to its joint venture group comprising Isotope Productions Pte. Ltd. and its wholly owned subsidiary, White Mount International Pte. Ltd..

Income tax credit/(expense)

The Group had income tax credit of $0.6 million in FY2025, compared to income tax expense of $2.9 million in FY2024.

(Loss)/Profit after tax

Overall, the Group recorded a loss after tax of $22.5 million in FY2025, compared to profit after tax of $7.7 million in FY2024.

FINANCIAL POSITION

Current assets

The current assets decreased by $12.6 million or 37.8% from $33.2 million as at 31 March 2024 to $20.6 million as at 31 March 2025. This was mainly due to:

(i) Trade and other receivables decreased by $3.7 million or 50.6% from $7.3 million as at 31 March 2024 to $3.6 million as at 31 March 2025, mainly due to:

- Trade receivables decreased by $2.2 million, mainly due to additional provision of loss allowance ("**expected credit loss**") of $1.8 million, as well as collections of $0.4 million received.

- Other receivables decreased by $1.5 million, mainly due to additional provision of loss allowance ("**expected credit loss**") of $0.6 million, as well as collections of $0.9 million received.

(ii) Other current assets decreased by $8.2 million or 62.6% from $13.2 million as at 31 March 2024 to $4.9 million as at 31 March 2025, mainly due to prepaid costs were charged out as completed event expenses and partially offset by prepaid costs for upcoming events.

(iii) Financial assets, at FVPL decreased by $4.5 million or 77.1% from $5.8 million as at 31 March 2024 to $1.3 million as at 31 March 2025, mainly due to derecognition of financial assets at FVPL upon settlement, fair value loss of financial assets, and partially offset by additional investment of financial assets.

Non-current assets

The non-current assets decreased by $12.0 million or 41.7% from $28.8 million as at 31 March 2024 to $16.8 million as at 31 March 2025. This was mainly due to:

(i) Property, plant and equipment decreased by $4.9 million or 33.0% from $14.7 million as at 31 March 2024 to $9.9 million as at 31 March 2025, mainly due to acquisition of additional property, plant and equipment of $3.0 million, and offset by depreciation charges of $2.7 million and impairment charge of $5.2 million.

(ii) Intangible assets decreased by $7.1 million, mainly due to amortisation charges of $1.7 million and impairment charge of approximately $5.5 million.

Current liabilities

The current liabilities decreased by $1.2 million or 12.0% from $10.3 million as at 31 March 2024 to $9.1 million as at 31 March 2025. This was mainly due to:

(i) Trade and other payables increased by approximately $0.8 million or 12.3%, from $6.5 million as at 31 March 2024 to $7.3 million as at 31 March 2025. This was mainly due to the following:

- Trade payables decreased by $0.3 million, mainly due to higher payments made to suppliers.
- Other payables increased by $0.3 million, mainly due to lower repayment of rental charges to related parties.
- Contract liabilities increased by $0.4 million, mainly due to advance receipt from ticket sales and customer for the upcoming projects and these amounts will be recognised as revenue when the performance obligations are fulfilled.
- Deposit received increased by $1.6 million, mainly due to refundable deposit for Promotion projects.
- The accrual for operating expenses decreased by $1.2 million, mainly due to reversal of accrual upon receipt of invoices.

(ii) Borrowings increased by $0.4 million, mainly due to the drawdown of bank borrowings of $7.3 million and renewal of lease, partially offset by the repayment of bank borrowings of $7.5 million and repayment of lease liabilities.

(iii) Income tax payable decreased by $2.5 million, mainly due to the repayment of tax.

Non-current liabilities

Non-current liabilities decreased by $0.9 million or 68.9% from $1.4 million as at 31 March 2024 to $0.4 million as at 31 March 2025. This was mainly due to:

(i) Borrowings decreased by $0.3 million, mainly due to the repayment of bank borrowings, partially offset by increase in lease liabilities.

(ii) Deferred income tax liabilities decreased by $0.6 million, mainly due to a reduction in temporary differences arising from property, plant and equipment.

CASH POSITION

As at 31 March 2025, the cash and cash equivalents amounted to $9.5 million, compared to $5.8 million as at 31 March 2024. The increase in cash and cash equivalents was mainly due to:

Net cash generated from operating activities

The operating cash before working capital changes was net cash outflow of $3.3 million in FY2025, compared to net cash inflow of $22.7 million in FY2024.

The working capital changes was net cash inflow of $12.7 million in FY2025, compared to net cash outflow of $9.2 million in FY2024. The change in working capital in FY2025 were mainly due to:

(i) Increase in trade and other receivables of $2.0 million due to improved collections from customers;

(ii) Increase in trade and other payables of $0.8 million due to reduced payments to suppliers;

(iii) Increase in other current assets of $8.2 million due to occurrence of prepaid costs for upcoming events which the amounts would be recognised to profit and loss upon fulfilment of performance obligations; and

(iv) Decrease in investment in financial assets, at FVPL of $1.7 million due to an additional investment of $1.3 million, offset by proceeds from divestment of $3.0 million.

Net cash used in investing activities

In FY2025, net cash used in investing activities amounted to $2.3 million, mainly due to purchase of property, plant and equipment.

Net cash used in financing activities

In FY2025, net cash used in financing activities amounted to $0.7 million, mainly due to repayment of lease liabilities, bank borrowings and interest expenses, partially offset by net proceeds from bank borrowings.

CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS,

FY2025 marked a challenging chapter for UnUsUaL Limited. The Group faced significant headwinds amidst a highly competitive and inflationary environment. While this performance is a stark contrast to the preceding year's success, it is important to place it in context. FY2024 was buoyed by an exceptional confluence of favourable factors—availability of top-tier artistes, ideal venue access, and pent-up demand from post-pandemic recovery. Such a convergence was difficult to replicate in FY2025.

The operational environment evolved rapidly over the year. Rising professional fees and labour costs added pressure to margins, while strategic pivots resulted in necessary asset impairments. These decisions, though painful, were prudent and aligned with a long-term recalibration of our portfolio.

Despite the financial setbacks, we remained active across our core markets in Singapore, Malaysia, and Australia. We also expanded our content mix to include broader demographics and genres, positioning us for more sustainable and diversified growth. The Board remains confident that the Group has the strategic agility, operational resilience, and leadership capability to navigate the current turbulence and emerge stronger.

On behalf of the Board, I wish to thank our shareholders, partners, and employees for their continued trust and support during this period of transition. We remain focused on delivering long-term value and look forward to more promising chapters ahead.

MELVIN ANG WEE CHYE
Non-Executive Chairman and Non-Independent Director

CEO'S STATEMENT

DEAR SHAREHOLDERS,

The past year challenged our business fundamentals and prompted important decisions to position UnUsUaL for the future. The Group generated revenue of S$53.2 million mainly due to a significantly reduced number of completed projects and combined with cost pressures, we suffered a net loss of S$22.5 million. This outcome arose not only challenging external conditions, but also deliberate strategic decisions made to reposition the business for long-term sustainability.

In response, we took decisive steps to reshape our portfolio. Underperforming initiatives were streamlined and resources were redirected toward higher-potential segments. The impairments recorded during the year were necessary and reflected a forward-looking reassessment of asset values amid evolving market dynamics.

Despite these pressures, our team remained focused and resilient. We delivered a series of high-profile concerts featuring artistes such as Andy Lau, JJ Lin, Eric Chou, A.R. Rahman, and Ayumi Hamasaki. We also brought back favourites like Doh Kyung Soo and Wakin Chau, reflecting strong audience demand and our focus on delivering consistent, high-quality live experiences. Additionally, we ventured into new audience segments through family-oriented productions like Disney Junior Live, to be staged across major cities in Southeast Asia and Australia. These projects reflect our strategic pivot toward content diversification and regional expansion. They also underscore our commitment to broadening cultural reach by promoting performances not only in our tradition eastern/oriental languages - Chinese, Cantonese, and Korean - but also extending to Indian (A.R Rahman) and Japanese (King Gnu) projects — thereby engaging a far wider and diverse audience.

Looking ahead, the live entertainment landscape remains vibrant and full of opportunity. Our project pipeline is healthy, and we are sharpening our commercial focus, enhancing operational efficiency, and investing in scalable content formats. These initiatives are key to building a more balanced and resilient business model. We also remain committed to strengthening our presence in existing markets while exploring new territories beyond the Asia-Pacific region where our strengths can be further leveraged.

To our shareholders, partners, and team — thank you for your continued trust and support. While uncertainties remain, our commitment to excellence, innovation, and long-term value creation remains steadfast.

LESLIE ONG CHIN SOON
Chief Executive Officer and Executive Director

BOARD OF DIRECTORS

ANG WEE CHYE
Non-Executive Chairman
Non-Independent Director

ANG WEE CHYE ("**Melvin Ang**") is our Non-Executive Chairman and Non-Independent Director. He is also the Founder, Executive Chairman and Executive Director of mm2 Asia Ltd., responsible for supervising the overall business operations and management of the mm2 Group of Companies, as well as business planning and providing executive leadership and supervision to the Group's senior management team.

In August 1997, he was employed by the Television Corporation of Singapore as Vice President, Business Development. He was subsequently employed by SPH MediaWorks Ltd as its Chief Operating Officer of its Media Business Group between November 2000 and April 2003.

Between July 2003 and March 2007, Melvin Ang was employed as Managing Director of MediaCorp Studios. Before setting up mm2 Malaysia and mm2 Singapore in January 2009, he served as Media Prima Berhad's Executive Advisor between July 2007 and December 2008.

Melvin Ang graduated from Macquarie University with an MBA in 1997.

ONG CHIN SOON
Executive Director
Chief Executive Officer

ONG CHIN SOON ("**Leslie Ong**") is our Executive Director and Chief Executive Officer ("**CEO**"). He is responsible for the overall management, strategic planning and business development of our Group. Leslie Ong has been with our Group since its inception in 1997 and has more than 20 years of experience in the production and promotion business. Leslie Ong obtained his diploma in Electronic Engineering in 1988 from Ngee Ann Polytechnic.

ONG CHIN LEONG
Executive Director
Chief Operating Officer

ONG CHIN LEONG ("**Johnny Ong**") is our Executive Director and Chief Operating Officer ("**COO**"). He is responsible for the day-to-day operations of our Group, including managing our Group's overall business development and operations. Together with Leslie Ong, Johnny Ong has been with our Group since its inception in 1997 and has more than 20 years of experience in the production and promotion business. Johnny Ong completed his secondary education in 1984.

TAN WEE PENG KELVIN
Lead Independent Director
Chairman of the Audit Committee

TAN WEE PENG KELVIN ("**Kelvin Tan**") is our Lead Independent Director and Chairman of the Audit Committee. He has over 30 years of professional and management experience in the private and public sectors in Singapore. From 1996 to 2003, Kelvin Tan was with Temasek Holdings Pte Ltd, where his last held position was the Managing Director of its Private Equity Funds Investment Unit. From 2003 to 2004, he was the Global Head of Business Development of PSA International Pte. Ltd. and concurrently CEO of PSA India Pte Ltd. He later assumed the position of the President of AETOS Security Management Pte Ltd from 2004 to 2008. From 2008 to 2014, Kelvin Tan was the Managing Director of GBE Holdings Pte. Ltd. Kelvin Tan also advises private companies and private equity funds in the areas of corporate governance, finance and investments, business strategy and corporate development, and leadership development and was also formerly an Adjunct Associate Professor with the NUS Business School.

Kelvin Tan graduated from the National University of Singapore with a Bachelor of Accountancy (First Class Honours) on a Police Scholarship and also obtained a Master of Business Administration from the National University of Singapore. He has also attended the Program for Management Development at the Harvard Business School. Kelvin Tan is a former fellow of the Institute of Singapore Chartered Accountants and a former member of the Singapore Institute of Directors.

TAN YEW CHEE WILLIAM
Independent Director
Chairman of the Remuneration Committee

TAN YEW CHEE WILLIAM ("**William Tan**") is our Independent Director and Chairman of the Remuneration Committee. He has more than 30 years of experience in the accounting and finance industries. He started his career as an audit assistant at a local audit firm in 1990. From 1992 to 2001, he was Managing Director for a local small and medium enterprise before joining Nixvue Systems Pte Ltd as Financial Controller from 2001 to 2005.

From 2005 to 2007, William Tan was the Group Financial Controller of Unidux Electronics Ltd where he was responsible for the overall finance and accounting, human resource, business development and planning functions of the group. In July 2007, he joined SNF Corporation Ltd as Group Chief Financial Officer. In 2008, William Tan was engaged as a financial consultant by Sinocome Solar Group, a solar energy solutions provider in Beijing. From 2012 to 2015, William Tan was a non-executive independent director of China Sky Chemical Fibre Co Ltd, a company listed on the Mainboard of the SGX-ST. He has been the Chief Financial Officer of Sinostar PEC Holdings Limited, a company listed on the Mainboard of the SGX-ST, from 2008 till Jan 2023. He is currently engaged as a Financial Planning and Compliance Advisor for a business consultancy firm and employed as business consultant of a China Family Office group of companies. William Tan is also a non-executive independent director of Mermaid Maritime Public Company Limited, a company listed on the Mainboard of the SGX-ST since April 2025.

William Tan is a Chartered Accountant and a member of the Institute of Singapore Chartered Accountants and a fellow of the Association of Certified Chartered Accountants (UK).

TANG TUNG KIN
Independent Director
Chairman of the Nominating Committee

TANG TUNG KIN ("**Michael Tang**") is our Independent Director and Chairman of the Nominating Committee. He has about 23 years of experience in the media industry, across areas such as broadcast engineering, channel programming, pay TV, satellite services business and subtitling and dubbing services. He started his career as a broadcast engineer with the Television Corporation of Singapore in 1992. He was a programming manager (Channel 5) from 1996 to 1998 and worked at Channel NewsAsia as a programming manager from 1998 to 2000, before joining Williams Vyvx Services as a Regional Director in 2000. He was the Director of Affiliate Sales, South East Asia, at Turner Broadcasting System Asia Pacific, Inc. from 2001 to 2004. Michael Tang joined SDI Media Hong Kong Limited as its Managing Director, Asia in 2004 where he is responsible for the management, overall business development and operations of the SDI Media Group across Asia. Michael Tang is also a director of SDI Media Hong Kong Limited, SDI Media Japan KK, SDI Media (Thailand) Ltd, SDI Media (Malaysia) Sdn Bhd, and Causeway Challenge Sdn. Bhd.

Michael Tang graduated from Imperial College London with a Bachelor in Electrical Engineering (First Class Honours) on a Singapore Broadcasting Corporation Scholarship in 1992 and was also conferred an Associateship of the City and Guilds of London Institute in the same year.

SENIOR MANAGEMENT

LING EE DEE
Financial Controller

LING EE DEE joined the Company as Financial Controller in March 2025. He is responsible for the Group's financial accounting and reporting matters, as well as other corporate functions. Prior to joining the Company, Ee Dee served as the Group Financial Controller of a company listed on the Catalist board of the Singapore Exchange, a position he held for three years. He has several years of experience in auditing, financial reporting, and accounting roles across various organisations. Ee Dee holds an Advanced Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College. He is also a Chartered Accountant and a member of the Institute of Singapore Chartered Accountants (ISCA).

GROUP STRUCTURE

- Holding corporation
- Subsidiary corporation
- Associated company
- Branch

UnUsUaL™ 飛凡有限公司 LIMITED
Singapore

100%
UNUSUAL ENTERTAINMENT PTE. LTD.
Singapore

100%
UNUSUAL PRODUCTIONS PTE. LTD.
Singapore

100%
UNUSUAL DEVELOPMENT PTE. LTD.
Singapore

100%
UNUSUAL DEVELOPMENT PTE. LTD.
Taiwan Branch
新加坡商飛凡娛樂有限公司
台灣分公司

100%
UNUSUAL PRODUCTIONS (M) SDN. BHD.
Malaysia

100%
UNUSUAL ENTERTAINMENT INTERNATIONAL LIMITED
Hong Kong

100%
UNUSUAL CULTURE DEVELOPMENT CO., LTD
Shanghai, China
三优文化发展(上海)
有限公司

50%
WHITE MOUNT INTERNATIONAL PTE. LTD.
Singapore

100%
ISOTOPE PRODUCTIONS PTE. LTD.
Singapore

CORPORATE INFORMATION

BOARD OF DIRECTORS
Melvin Ang
Non-Executive Chairman and Non-Independent Director
Leslie Ong
Executive Director and CEO
Johnny Ong
Executive Director and COO
Kelvin Tan
Lead Independent Director
William Tan
Independent Director
Michael Tang
Independent Director

AUDIT COMMITTEE
Kelvin Tan *(Chairman)*
William Tan
Michael Tang

REMUNERATION COMMITTEE
William Tan *(Chairman)*
Kelvin Tan
Michael Tang

NOMINATING COMMITTEE
Michael Tang *(Chairman)*
Leslie Ong
Kelvin Tan

COMPANY SECRETARY
Shirley Tan Sey Liy (MSc Mgmt (Hons) (UCD), FCS, FCG)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE
45 Kallang Pudding Road
#01-01 Alpha Building
Singapore 349317
Telephone Number: 6841 4555
Fax Number: 6841 0129

SHARE REGISTRAR
B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

INDEPENDENT AUDITOR
CLA Global TS Public Accounting Corporation
80 Robinson Road, #25-00
Singapore 068898

Director-in-charge: **Lim Hui Ki**
(Appointed since financial year ended 31 March 2025)

PRINCIPAL BANKERS
United Overseas Bank Ltd
80 Raffles Place
UOB Plaza
Singapore 048624

Resona Merchant Bank Limited
8 Marina View
#32-03, Asia Square Tower 1
Singapore 018960

Standard Chartered Bank (Singapore) Limited
8 Marina Boulevard #27-01
Marina Bay Financial Centre
Singapore 018981

CONTINUING SPONSOR
Hong Leong Finance Limited
16 Raffles Quay, #01-05
Hong Leong Building
Singapore 048581

COMPANY WEBSITE
http://www.unusual.com.sg

STOCK CODE
1D1

FINANCIAL CONTENTS

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**") and the Management (the "**Management**") of UnUsUaL Limited (the "**Company**") and together with its subsidiary corporations, (the "**Group**"), are committed to achieving high standards of corporate governance to ensure investor confidence in the Group as a trusted business enterprise. The Board and the Management of the Company continue to uphold good corporate governance practices to enhance the long-term sustainability of the Group's business, performance and shareholders' interest.

This Report describes the Group's corporate governance structures and practices adopted by the Group for the financial year ended 31 March 2025 ("**FY2025**"), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (last amended 11 January 2023) (the "**Code**") and accompanying Practice Guidance, which forms part of the continuing obligations of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

The Board believes that it has substantially complied with the principles and guidelines as set out in the Code where appropriate. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

A. BOARD MATTERS
B. REMUNERATION MATTERS
C. ACCOUNTABILITY AND AUDIT
D. SHAREHOLDER RIGHTS AND ENGAGEMENT
E. MANAGING STAKEHOLDERS RELATIONSHIP

A. BOARD MATTERS

The Board's Conduct of its Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Provision 1.1 - Duties of the Board

The Board assumes responsibility for stewardship of the Company and the Group, and is primarily responsible for the protection and enhancement of long-term value and returns for the shareholders. It has oversight responsibility over the management of the business and affairs of the Group. The Board also sets the tone for the Group where ethics and values are concerned.

The Company is headed by an effective Board which comprises six Directors (the "**Directors**") of whom the Chairman is a Non-Executive Chairman and Non-Independent Director, two Executive Directors, and three Independent Directors. Together, the Directors command a vast array of experiences, business entrepreneurship, music and entertainment, media, and financial investment experience that collectively contribute to the success of the Group. The Board oversees the business activities, and management's performance, formulates strategic direction, basically responsible for the protection and enhancement of long-term value and returns for shareholders.

Besides its statutory responsibilities, the Board also:

1. provides entrepreneurial leadership and guidance on the overall strategic direction, oversees the proper conduct of the business, performance and affairs of the Group and ensures that the necessary financial, human and operational resources are in place for the Group to meet its objectives;

2. sets objective performance criteria to evaluate itself, fellow directors and each of the committees of its performance and succession planning process;

3. reviews the adequacy and effectiveness of the Group's risk management and internal controls framework including financial, operational, compliance and information technology controls and establishes risk appetite and parameters to safeguard shareholders' interests and the Group's assets;

4. reviews and approves key operational and business initiatives, major funding proposals and other corporate actions, significant investment and divestment proposals, including determining the Group's operating and financial performance, the Group's annual budgets and capital expenditure, release of the Group's half-year and full-year financial results and other strategic initiatives proposed by Management;

5. approves all Board appointments/re-appointments and appointment of Chief Executive Officer and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**" or "**KMP**"), evaluates their performance and reviews their remuneration packages;

6. establishes goals and priorities for Management and reviews Management's performance by monitoring the achievement of these goals;

7. approves the nominations for the Board by the Nominating Committee;

8. reviews recommendations made by the Audit Committee ("**AC**") on the appointment, re-appointment or removal of Financial Controller ("**FC**"), independent auditor and internal auditor;

9. reviews recommendations made by the Remuneration Committee and approves the remuneration packages for the Board and KMP;

10. identifies the key stakeholder groups and recognises their perceptions that affect the Company's reputation;

11. sets the Company's values and standards (including ethical standards), and ensures that obligations to shareholders and other stakeholders are understood and met; and

12. considers sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Independent Judgement

All Directors exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interest of the Group. The Directors have the appropriate core competencies and diversity of experience that enable them to contribute effectively. They are able to objectively raise issues and seek clarification as and when necessary from the Board and the Management on matters relating to their area of responsibilities and actively help the Management in the development of strategic proposals and oversee the effective implementation by the Management to achieve the objectives set. The Board puts in place a code of conduct and ethics, set an appropriate tone-from-the-top and desired organisation culture and ensures proper accountability within the Company.

Conflict of Interest

Every Director of the Company is required to disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction within the Group as soon as practicable after the relevant facts have come to his or her knowledge. On an annual basis, each Director is also required to submit details of his or her associates for the purpose of monitoring interested person transactions. When there is conflict or potential conflict of interest, the concerned Directors shall, abstain from voting, and recuse themselves from discussion or decision-making involving the issue of conflict and related matters.

Provision 1.2 - Directors' Orientation and Training

All newly-appointed Directors attend an orientation programme to familiarise themselves with the Group's business, operations and governance practices. The Board has the opportunity to visit/participate in concerts and/or events hosted by the Company and meet with the staff to gain a better understanding of the Group's business operations. In addition, Directors are provided with the contact numbers and email addresses of key executives, the Company Secretary and Auditors to facilitate efficient and direct access of information to make informed decision to properly discharge their duties and responsibilities. A formal letter of appointment would be furnished to every newly-appointed Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as member of the Board. There was no new Director appointed during the relevant financial year.

To keep pace with a fast-changing regulatory environment, the Board is kept informed of any relevant changes to legislation and regulatory requirements. New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are also circulated to the Board. The Company Secretary and/or her representatives inform the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company as well as the key amendments and impact of the Code and Catalist Rules. The Independent Auditor would update the Audit Committee and the Board on new and revised financial reporting standards annually.

The Directors and Management also attend courses to keep abreast of changes in the law and governance matters that may affect the Group. The Board values ongoing professional development and recognises the importance of all Directors receiving regular training so as to be able to serve effectively and contribute to the Board.

As at the date of this report, all Directors of the Company have attended and completed the sustainability training courses conducted by providers that represent different constituencies in the capital markets as prescribed by the SGX-ST under Practice Note 4D of the Catalist Rules.

The Board as a whole is updated regularly on risk management, corporate governance, insider trading (if any) and key changes to the relevant regulatory requirements and financial standards, so as to enable them to properly discharge their duties as Board or Board Committee members. Our Independent Directors are engaged full time in their respective professions, that also keep them updated in their fields of knowledge.

In FY2025, the independent auditor, Messrs CLA Global TS Public Accounting Corporation ("**CLA Global TS**") briefed the AC and Board on the developments in financial reporting standards.

Provision 1.3 - Board Approval

The Group has adopted internal guidelines on governing matters that require the Board's approval which has been clearly communicated to the Management.

The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those prescribed limits to Board Committees and specific members of the key management via a structured Delegation of Authority matrix, which is reviewed on a regular basis and accordingly revised when necessary.

The matters require Board's approval include:

- annual budget, corporate strategies and business plans;
- material and/or significant acquisition and disposal of assets/investments;
- corporate/financial restructurings;

- incorporation and dissolution of subsidiaries and/or associates entities;
- any non-ordinary business agreement, e.g. joint venture agreement, investment, guarantee, banking facilities, profit sharing agreement;
- financing activities;
- issuance of shares, declaration of dividend and other returns to shareholders;
- risk appetite and risk tolerance for different categories of risk;
- nomination of Directors and Key Management Personnel;
- matters as specified under the SGX-ST's interested person transaction policy;
- announcement of the Group's financial results and the release of the Annual Reports; and
- any other matters as prescribed under the relevant legislations and regulations, as well as the provisions of the Company's Constitution.

While matters relating in particular to the Company's objectives, strategies and policies require the Board's direction and approval, Management is responsible for the day-to-day operation and administration of the Company in accordance with the objectives, strategies and policies set by the Board.

Provision 1.4 - Delegation by the Board to Board Committees

To assist in the execution of its responsibilities, the Board had established three Board Committees consisting of the AC, the Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") (collectively "**Board Committees**") and delegate specific areas of responsibilities to these Board Committees. Each of the Board Committee functions within clearly written terms of reference ("**TOR**"), which have been approved by the Board. As at the date of this report, the composition of the Board Committees for is tabulated below:

DIRECTORS	AC	NC	RC
Ang Wee Chye ("**Melvin Ang**")	–	–	–
Ong Chin Soon ("**Leslie Ong**")	–	Member	–
Ong Ching Leong ("**Johnny Ong**")	–	–	–
Tan Wee Peng Kelvin ("**Kelvin Tan**")	Chairman	Member	Member
Tang Tung Kin ("**Michael Tang**")	Member	Chairman	Member
Tan Yew Chee William ("**William Tan**')	Member	–	Chairman

The Board Committees have the delegated power to deliberate any issue that arises in their specific areas of responsibilities within their respective TOR and report to the Board with their decisions and/or recommendations. The ultimate responsibility and authority for the decisions and actions on all matters rests with the Board. Each Board Committee's activities and roles are elaborated further in Provisions 4.1, 6.1 and 10.1.

Provision 1.5 - Board Meetings and Attendance
Provision 1.6 - Access of Information

The Board and Board Committees meet regularly and whenever necessary to discharge their duties. When required, the Board also sets aside time at scheduled meetings to meet without the presence of Management. An annual schedule of Board and Board Committees meeting dates is set by the Directors in advance.

Ad-hoc meetings are convened when required to address any significant issues that may arise in-between scheduled meetings. Where physical meetings are not possible, timely communication with members of the Board and Board Committees is achieved through electronic means and circulation of written resolutions for approval by the Board or relevant Board Committees. The Company's Constitution ("**Constitution**") provides the flexibility for the Directors to conduct meetings via telephone conference calls or video conference or other methods of simultaneous communication.

All draft agendas for meetings are reviewed by the Chairman of the Board and the Chairman of the respective Board Committees. Meeting materials are forwarded to the Directors prior to the meeting for their review and perusal. Members of Management are invited to attend the meetings to present information and/or render clarification when required. However, sensitive matters may be tabled or discussed at board meetings without any board papers distributed. Board and Board Committees papers are provided electronically and can be accessed via tablet devices.

Presentations are also made by senior executives on performance of the Group's business and business strategies at these meetings. This allows the Board to have a good understanding of the Group's operations and be actively engaged in robust discussions with the Group's senior executives.

Directors are entitled to request for further explanation, briefings or discussions on any aspect of the Group's operations or business from Management. As and when required, board members meet to exchange views outside the formal settings of board meetings. The number of meetings held by the Board and Board Committees and attendance records taken during FY2025 are as follows:

	BOARD MEETING		NC MEETING		RC MEETING		AC MEETING		ANNUAL GENERAL MEETING	
NAME OF DIRECTOR	NO. HELD	NO. ATTENDED	NO. HELD	NO. ATTENDED	NO. HELD	NO. ATTENDED	NO. HELD	NO. ATTENDED	NO. HELD	NO. ATTENDED
Melvin Ang	4	4	1*	1*	1*	1*	4*	4*	1	1
Leslie Ong	4	4	1	1	1*	1*	4*	4*	1	1
Johnny Ong	4	4	1*	1*	1*	1*	4*	4*	1	1
Kelvin Tan	4	4	1	1	1	1	4	4	1	1
Michael Tang	4	4	1	1	1	1	4	4	1	1
William Tan	4	4	1*	1*	1	1	4	4	1	1
Loh Woon Yen#	4	3	1*	1*	1*	1*	4*	3*	1	1

* By invitation

\# Loh Woon Yen has resigned as Non-Executive and Non-Independent Director with effect from 30 November 2024.

Provision 1.7 - Independent Access to Management and Company Secretary

The Board has a separate and independent access to the Management as well as the Company Secretary where required, to obtain additional information to facilitate informed decision-making. Information provided includes background or explanatory materials related to matters to be reviewed and matters under review by the Board, copies of disclosure documents, budgets, forecasts and internal financial statements. Any material variance between the projections and actual results in respect of budgets, is also disclosed and explained.

Minutes of the Board and Board Committee meetings which provide a fair and accurate record of the discussions and key deliberations and decisions taken during the meetings, are circulated and made available to the Board and Board Committees so that Directors are aware of and kept updated as to the proceedings and matters discussed during such meetings.

The Company Secretary and/or her representatives attend the Board and Board Committees meetings and are responsible for ensuring that board procedures are observed and that applicable rules and regulations are complied. The Company Secretary and/or her representatives also periodically update the Board on relevant regulatory changes affecting the Company. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

Access to independent professional advice at the Company's expense

The Company has in place the procedure to enable the Directors, whether as a group or individual, to obtain independent professional advice at the Company's expense as and when necessary in furtherance of their duties. Independent advisors include legal, financial, tax, board compensation and merger & acquisition functions. The appointment of such professional advisor is subject to approval by the Board.

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.

Board Composition and Guidance

Provision 2.1 - Board Independence
Provisions 2.2 and 2.3 - Proportion of Non-Executive and Independent Directors
Provision 2.4 - Board Composition & Diversity
Provision 2.5 - Meetings of Non-Executive Directors and Independent Directors

The Board comprises six Directors, three of whom are independent and non-executive Directors (the "**Independent and Non-Executive Directors**"), one Non-Executive and Non-Independent Director and two Executive Directors. Majority of the Board is made up of Non-Executive Directors which is in compliance with Provision 2.3 of the Code. The Chairman is not independent and although the Independent Directors of the Company do not make up a majority of the Board pursuant to Provision 2.2 of the Code, the Board and the NC are satisfied that the Board has substantial independent elements to ensure that objective judgment is exercised on corporate affair. In addition, the Board has put in place a Lead Independent Director, who is available to shareholders where they have concerns. The NC will continue to review the board composition and size as and when the circumstances arise and make appropriate recommendations to the Board. There is no individual or small group of individuals that dominate the Board's decision-making process. Matters requiring the Board's approval are discussed and deliberated with participation from each member of the Board and all major decisions are made collectively.

As at the date of this report, the composition of the Board is as follows:

Melvin Ang	(Chairman, Non-Executive and Non-Independent Director)
Leslie Ong	(Executive Director and Chief Executive Officer)
Johnny Ong	(Executive Director and Chief Operating Officer)
Kelvin Tan	(Lead Independent and Non-Executive Director)
Michael Tang	(Independent and Non-Executive Director)
William Tan	(Independent and Non-Executive Director)

The NC reviews annually the independence of each Director taking into account the existence relationships or circumstances, including those provided in the Code. Each Independent and Non-Executive Director is required to complete a Confirmation of Independence form drawn up based on Principal 2 of the Code for the NC review and recommendation to the Board. None of the Independent and Non-Executive Directors and their immediate family member are a substantial shareholder of or partner in or an executive officer of or a Director of, any organisation to which the Company or any of its subsidiaries made, or from which the Company or any of its subsidiaries received, significant payments or material services aggregated over any financial year in excess of $50,000 (to an individual) or $200,000 (to a firm), which may include auditing, banking, consulting and legal services, in the current or immediate past financial year.

Taking into consideration the foregoing, the NC has determined that Kelvin Tan, Michael Tang and William Tan, to be independent. Each of these Directors has also confirmed their independence.

The Board concurred with the views of the NC. Each of the Independent Director abstained from the deliberation of his own independence.

The Company recognises that Independent Directors may over time develop significant insights into the Group's business and operations, and can continue to provide noteworthy and valuable contribution objectively to the Board as a whole. The independence of the Independent Directors must be based on the substance of their professionalism, integrity and objectivity, and not merely based on the number of years that they have served on the Board.

The dates of appointment and last re-election of each Director are set out below:

NAME OF DIRECTOR	DESIGNATION	DATE OF APPOINTMENT	DATE OF LAST RE-ELECTION
Melvin Ang	Non-Executive Chairman and Non-Independent Director	11 August 2016	25 July 2023
Leslie Ong	Executive Director and Chief Executive Officer	3 May 2016	29 July 2024
Johnny Ong	Executive Director and Chief Operating Officer	3 May 2016	25 July 2023
Kelvin Tan	Lead Independent and Non-Executive Director	17 March 2017	29 July 2024
Michael Tang	Independent and Non-Executive Director	17 March 2017	29 July 2024
William Tan	Independent and Non-Executive Director	17 March 2017	25 July 2022

The profile of the Directors including their academic and professional qualifications and other appointments are set out on pages 11 to 13 and 29 to 30 of this Annual Report.

The NC noted that none of the Independent and Non-Executive Directors has served on the Board beyond nine years from the date of his first appointment. To-date, none of the Independent and Non-Executive Directors of the Company has been appointed as Director of the Company's principal subsidiaries, which is based in Singapore and overseas.

The Board and Board Committees are made up of a team of high caliber leaders whose diverse expertise and experience in accounting and finance, strategic planning, human resource management, business and management, legal and regulatory, media and music entertainment industry knowledge combined provide the core competencies necessary to lead and govern the Group effectively. The Directors' objective judgment, collective experience and knowledge are invaluable to the Group and this has allowed for the useful exchange of ideas and views.

The Board has adopted a Board Diversity Policy to assist the NC and the Board in identifying prospective candidates for directorship that meet the criteria as determined by the NC and that support the diversity's objectives. The Board Diversity Policy promotes the diversity among the Directors in order to improve performance and to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short-term and long-term goals. The diversity includes the appropriate mix of complementary skills, business and industry experience, gender, age, ethnicity, geographic background, length of service and other distinctive qualities of the board members. The Company recognises that an effective Board requires Directors to possess not only integrity, commitment, relevant experiences, qualifications and skills in carrying out their duties effectively but also include right blend of skills, industry knowledge and diverse background towards promoting good corporate governance. The NC will discuss and agree on the relevant measurable objectives for promoting and achieving diversity on the Board and make recommendations for consideration and approval by the Board. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly. The NC will review and modify this Board Diversity Policy periodically, as appropriate, to ensure effective governance of the Company.

In concurrence with the NC, the Board is of the view that the current board members have the appropriate structure, size, diversity and composition to provide effective guidance and make decisions in the best interests of the Group. During FY2025, the Board comprises one female and six male Directors in the age group of his or her forties to sixties respectively. Each Director has been appointed based on the strength of his and her calibre, experience, grasp of corporate strategy and potential contribution to the Company and its business.

As the NC has assessed the current level of diversity on the Board to be satisfactory, the Company generally does not set concrete timeline for achieving board diversity targets. Instead, the Company takes the approach that maintaining a satisfactory level of diversity as an ongoing process. The targets to ensure the existing skill sets and core competencies of the Board are complementary and enhances the efficacy of the Board and to achieve diversity on the Board are assessed from time to time by the NC, based on the composition of the Board and operations of the Group at the relevant time. In view of Loh Woon Yen's resignation during FY2025, the Board is seeking and will continue to explore opportunities to appoint a female director, and the NC will request for female candidates to be fielded for consideration when seeking to identify a new director for appointment for the Board.

The NC reviews the size and composition of the Board and Board Committees of the Company to ensure that the size of the Board and Board Committees are conducive for effective discussions and decision-making and that the Board and Board Committees have the appropriate mix of skills, knowledge and experience as well as an appropriate balance of Independent Directors. The NC with the concurrence of the Board and Board Committees, consider their current board size appropriate for effective decision-making, taking into account the scope and nature of the Group's operations.

The Independent and Non-Executive Directors exercise objective judgment on the Group's affairs independently from Management. The Independent and Non-Executive Directors also contribute to the board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternate perspectives to the Group's business. When challenging Management's proposals or decisions, they bring independent judgment to bear on business activities and transactions involving conflicts of interest and other complexities. The Independent and Non-Executive Directors also meet regularly without presence of Management to facilitate more open discussions and feedback was thereafter provided to the Chairman of the Board after such meeting.

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 - Chairman and Chief Executive Officer ("CEO") should be separate persons

The roles of the Chairman and CEO are separate to ensure an appropriate balance of power, and accountability to achieve greater independent decision-making to the Board.

Melvin Ang, was appointed as the Non-Executive Chairman of the Board on 11 August 2016 and Leslie Ong was appointed as the CEO of the Company on 3 May 2016. Both the Chairman and the CEO are not related to each other and will act independently in their own capacity.

CORPORATE GOVERNANCE REPORT

Provision 3.2 - Role of Chairman and CEO

The Chairman presides over the business of the Board and monitors the translation of the Board's decisions and directions into executive action. In addition, the Chairman provides close oversight, guidance, advice and leadership to the CEO and senior management. The Chairman also plays a crucial role in fostering constructive dialogue between shareholders, the Board and Management at the Company's general meeting. The Chairman leads the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Board, Management and Company Secretary.

The Chairman leads the Board and ensures the effectiveness on all aspects of its role. His responsibilities include, *inter alia*:

1. constructively determining and approving, with the Board, the Company's strategy;

2. ensuring that the Board is properly organised, functioning effectively and meeting its obligations and responsibilities;

3. setting the agenda and ensuring adequate time is available for discussion of all agenda items, in particular, strategic issues;

4. ensuring that Directors receive complete, adequate and timely information;

5. fostering effective communication and constructive relations amongst the Directors, within Board Committees, between shareholders, between the Directors and Management;

6. encouraging the constructive exchange of views within the Board and between board members and Management;

7. facilitating the effective contribution of Non-Executive and Independent Directors;

8. promoting a culture of openness and debate at the board level and promoting high standards of corporate governance; and

9. establishing a relationship of trust with the CEO.

The role of CEO includes the execution of strategic business directions as well as oversight of the operations and business development of the Group.

All major decisions made by the Board are subject to majority approval of the Board. The Board believes that there are adequate safeguards in place to ensure an appropriate balance of power and authority within the spirit of good corporate governance.

Provision 3.3 - Lead Independent Director

As the Non-Executive Chairman is not independent, to be in compliance with Provision 3.3 of the Code, the Board has appointed Kelvin Tan as the Lead Independent Director to lead the Independent Directors, to provide independent view and foster constructive discussion. He also acts as the main liaison on board issues and is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Non-Executive Chairman or Management are inappropriate or inadequate. The Independent Directors, led by Kelvin Tan meet at least once annually without the presence of the Executive Directors to discuss matters of significance, which are thereon reported to the Board and/or Chairman accordingly.

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 - Nominating Committee Composition and Role

The NC comprises three members, majority of whom including the Chairman are independent. The Lead Independent Director, Kelvin Tan is also a member of the NC. Please refer to Provision 1.4 above on the names of the members and the composition of the NC.

The NC, which has written terms of reference, is responsible for making recommendations to the Board on all board appointments and re-appointments. The NC's responsibilities include the following:

a) make recommendations to the Board on new appointments and re-appointment of Directors (including Alternate Director, if any) to the Board;

b) make recommendations to the Board on the re-nomination of retiring Directors standing for re-election at the Company's Annual General Meeting ("**AGM**"), having regard to the Directors' contribution and performance (e.g. attendance, preparedness, participation and candour);

c) ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once in every three years;

d) review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and KMPs;

e) review the process and criteria for evaluation of the performance of the Board, its Board Committees and individual Directors;

f) review the size and composition of the Board with the objective of achieving a balanced board in terms of the mix of experience and expertise;

g) determine annually whether or not a Director is independent;

h) in respect of a Director who has multiple board representation on various companies, to decide whether or not such Director is able to and has been adequately carrying out his/her duties as Director, having regard to the competing time commitments that are faced when serving on multiple boards;

i) review and approve any new employment of related persons and the proposed terms of their employment;

j) ensure complete disclosure of key information of Directors in the Company's annual reports as required under the Code;

k) decide on how the Board's performance may be evaluated and recommend objective performance criteria to the Board;

l) report to the Board on its activities and proposals;

m) review training and professional development programs for the Board, if necessary; and

n) carry out such other duties as may be agreed to by the NC and the Board.

Provision 4.3 - Reviewing and Recommending Nomination for Re-appointment of Directors

The NC is responsible for identifying and recommending new Directors to the Board, after considering the necessary and desirable competencies. In selecting potential new Directors, the NC will seek to identify the competencies required as well as evaluate the profession, knowledge and experience of the candidate to enable the Board to fulfill its responsibilities. The NC may engage consultants to undertake research on, or assess candidates applying for new positions on the Board, or to engage such other independent experts, as it considers necessary to carry out its duties and responsibilities. Recommendations for new Directors are put to the Board for consideration and/or approval.

Under the Catalist Rule 720(4) of the SGX-ST and Regulation 97 of the Constitution, all Directors are required to submit themselves for re-nomination and re-election at least once every three years, and at least one-third of the Directors for the time being to retire from office by rotation. New Directors appointed during the year are subject to retirement and re-election at the following AGM of the Company in accordance to Regulation 96 of the Constitution. The NC makes recommendation to the Board on re-appointment of Directors based on, among others, the Director's attendance, preparedness, participation at Board and Board Committees meetings, his and her qualification, experience and expertise and the time and effort dedicated to the activities of each Board Committee and contributions to the Group's business and affairs, including the Management's access to the Directors for guidance or exchange of views as and when necessary.

The Board and the NC have endeavoured to ensure that the Directors appointed to the Board possess the relevant experience, knowledge and expertise critical to the Group's business.

Johnny Ong and William Tan are subject to retiring pursuant to Regulation 97 of the Constitution at the forthcoming AGM of the Company. The Board has accepted the NC's nominations of the retiring Directors who have given their consents for re-election at the forthcoming AGM of the Company after taking into consideration the retiring Directors' attendance, participation and contribution to the business and operations of the Company as well as the board processes.

Each of these Directors, being interested in the matter, had abstained from voting and making recommendation and/or participating in any deliberations in respect of their own re-election as Directors of the Company.

Information regarding the Directors nominated for re-election, including the information required under Appendix 7F of the Catalist Rule is given in the "Board of Directors" section, pages 11 to 13 of this Annual Report.

Provision 4.4 - Continuous Review of Director's Independence

The NC is guided by the definition and criteria of independence given in the Code in determining if a Director is independent.

NC has annually, and as and when circumstances require, determined if a Director is independent, bearing in mind the circumstances and other salient factors set forth in Provision 2.1 of the Code. Any Director who has served on the Board beyond nine years from the date of his or her first appointment is subject to particularly rigorous review by the NC.

Each Independent Director is required to complete a Confirmation of Independence form drawn up based on Principle 2 of the Code for the NC's review and recommendation to the Board.

For the financial year under review, the Board concurred with the NC's view that the three Independent Directors are independent (as defined in the Code) in character and judgement and there were no circumstances which would likely affect or appear to affect their independent judgement in the best interest of the Company.

During FY2025, there was no appointment of Alternate Directors on the Board.

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Provision 4.5 - Directors' Commitments

Where a Director has multiple board representations, the NC will determine if the Director has been able to devote sufficient time and attention to the Company's affairs and if he or she has been adequately carrying out his or her duties as a Director. The recommendation of the NC for the nomination of a Director for re-election is made to the Board. The Board will review this recommendation.

The NC is of the view that the number of directorships a Director can hold and his and her principal commitments should not be prescriptive as the time commitment for each board membership will vary. The NC will review the number of listed company board representations which each Director holds on an annual basis or from time to time when the need arises. In this respect, the NC believes that it would not be necessary to prescribe a maximum number of listed company board representations a Director may hold. The Board affirms and supports this view.

During the year, the NC had reviewed the directorships and principal commitments disclosed by each Director and was of the view that the existing directorships and principal commitments of the respective Directors have not impinged on their abilities to discharge their duties. The Board concurred with the NC.

The table below - Key Information of Directors, also shows the disclosure of directorships and chairmanships held over the preceding three years in other listed companies as well as other principal commitments of each respective Director:

Key Information of Directors

NAME OF DIRECTOR	ACADEMIC & PROFESSIONAL QUALIFICATIONS	DESIGNATION	PAST DIRECTORSHIPS IN OTHER LISTED COMPANIES AND OTHER MAJOR APPOINTMENTS OVER THE PRECEDING THREE YEARS	PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES AND OTHER MAJOR APPOINTMENTS
Melvin Ang	Master of Business Administration from Macquarie University	Non-Executive Chairman	None	• mm2 Asia Ltd. • mm2 Entertainment Pte. Ltd. • mm2 Entertainment Sdn. Bhd. • UnUsUaL Management Pte. Ltd. • Cathay Cineplexes Pte Ltd • mm2 Entertainment Hong Kong Limited • MA Holdings Management Company Limited • mmLive Pte Ltd • MMSync Pte. Ltd.
Leslie Ong	Diploma in Electronic Engineering from Ngee Ann Polytechnic	Executive Director & CEO and member of NC	• FunBase Pte. Ltd. • Mercury Rights Pte. Ltd.	• Unusual Limited and its subsidiary corporations • White Mount International Pte. Ltd. • Isotope Productions Pte. Ltd. • UnUsUaL Management Pte. Ltd. • Axcel Properties Pte. Ltd. • Fei Fan (Shanghai) Culture Communication Co. Ltd.

NAME OF DIRECTOR	ACADEMIC & PROFESSIONAL QUALIFICATIONS	DESIGNATION	PAST DIRECTORSHIPS IN OTHER LISTED COMPANIES AND OTHER MAJOR APPOINTMENTS OVER THE PRECEDING THREE YEARS	PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES AND OTHER MAJOR APPOINTMENTS
Johnny Ong	Secondary Education	Executive Director & COO	• Mercury Rights Pte. Ltd.	• Unusual Limited and its subsidiary corporations • White Mount International Pte. Ltd. • Isotope Productions Pte. Ltd. • UnUsUaL Management Pte. Ltd. • Axcel Properties Pte. Ltd. • Esports Entertainment Asia Pte. Ltd.
Kelvin Tan	Bachelor of Accountancy (First Class Honours) from National University of Singapore	Lead Independent Director, Chairman of AC and member of RC and NC	• Orient Straits Fund II-D • ISCA Pte. Ltd. • ATT(S) Ltd.	None
William Tan	Accountant, Non-Practicing member of the Institute of Singapore Chartered Accountants and a fellow member of the Association of Chartered Certified Accountants (UK)	Independent Director, Chairman of RC and member of AC	• Company Secretary of Pacific Commerce (Holdings) Pte. Ltd. and Pacific Commerce Shipping Pte. Ltd. • Chief Financial Officer of Sinostar PEC Holdings Limited	• Mermaid Maritime Public Company Limited • JWZ Property Pte Ltd
Michael Tang	Bachelor in Electrical Engineering (First Class Honours) from Imperial College London	Independent Director, Chairman of NC and member of RC and AC	None	• Iyuno Hong Kong Limited • Iyuno Thailand Limited • Iyuno Malaysia Sdn Bhd

Board Performance

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

Provision 5.1 - Performance Criteria and Evaluation
Provision 5.2 - Assessment of the Board, Board Committees and Individual Directors

Based on the recommendations by the NC, the Board has established processes and objective performance criteria for evaluating the effectiveness of the Board as a whole and each of its Board Committees and individual Directors. Such processes are aimed to assess whether each Director continues to contribute effectively and demonstrate commitment to the role.

During the financial year under review, each Director was required to complete the evaluation form and individual Director's annual assessments adopted by the NC on the overall effectiveness of the Board as a whole, Board Committees and each Director's contributions, and the results have been collated by the Chairman of the NC for review or discussion.

In evaluating the Board's performance, the NC considers a set of quantitative and qualitative performance criteria. The performance criteria for the Board evaluation are in respect of board size and composition, board process, board information and accountability, board performance in relation to discharging its principal functions and responsibilities and financial targets. The individual Directors' performance criteria were in relation to their industry knowledge and/or functional expertise, contribution and workload requirements, sense of independence and attendance at the Board and Board Committees meetings.

The NC evaluated the performance of the Board as a whole, each of its Board Committee and individual Directors taking into consideration the Board's discharge of its principal responsibilities and Board's deliberation of Company's long-term strategy. The NC considered the Board's performance to be satisfactory and met its performance objectives. In addition, the NC is also satisfied that sufficient time and attention have been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The Board concurred with the NC's recommendation.

No external facilitator was used in the evaluation process. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

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 - Remuneration Committee Composition and Role
Provision 6.3 - Reviewing of Remuneration Terms
Provision 6.4 - Remuneration Consultants

The RC comprises three members, all of whom including the Chairman are independent. Please refer to Provision 1.4 above on the names of the members and the composition of the RC.

The members of the RC carried out their duties in accordance with the term of references, which include the following:

a) make recommendations to the Board on the framework of remuneration for the Executive Director and Executive Officers;

b) make recommendations to the Board on the specific remuneration packages for each Executive Director, CEO, Chief Operating Officer ("**COO**") (or executive of equivalent rank) and KMP of the Company. If such KMP is not an Executive Director, such recommendations must be submitted for endorsement by the Board and should cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits in kind;

c) review all benefits (including share schemes) and compensation packages for Directors, Executive Directors and KMP of the Company;

d) report to the Board on its activities and proposals; and

e) carry out such other duties as may be agreed by the RC and the Board.

The Company adopts a formal procedure for fixing of the remuneration packages of individual Directors, CEO and KMPs. No Director is involved in deciding his or her own remuneration. The Directors' fees to be paid to the Non-Executive and Independent Directors are subject to shareholders' approval at the forthcoming AGM.

The RC may, from time to time and where necessary, seek advice from external remuneration consultant in framing the remuneration policy and determining the level and mix of remuneration for Directors and KMPs. The Board has not engaged any external remuneration consultant to advise on remuneration matters in FY2025.

The RC reviews the Company's obligations arising in the event of termination of Executive Directors and KMP's contracts of service to ensure such contracts of service contain fair and reasonable termination clauses.

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.

Provision 7.1 - Remuneration of Executive Directors and Key Management Personnel
Provision 7.2 - Remuneration of Non-Executive Directors
Provision 7.3 - Appropriateness of Remuneration

In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of each individual Director. The RC also ensures that the remuneration policies support the Company's objectives and strategies.

As part of its review, the RC ensures that the performance-related elements of remuneration form an appropriate part of the total remuneration package of the KMP and that each package is designed to align their interests with those of shareholders and link rewards to corporate and individual performances. The RC will review the key performance indicators ("**KPIs**") of the KMP and such KPIs will be tied to the profitability of the specific business which the individuals are managing.

Executive Directors do not receive Directors' fees. The remuneration policy for Executive Directors and KMP consists of two key components, that is, fixed cash and annual variable components. The fixed components include salary and other allowances. The variable component comprises performance-based bonus which forms a significant proportion of the total remuneration package of Executive Directors and KMP and is payable on the achievement of individual and corporate performance targets. The Executive Directors' performance bonus would be calculated based on a percentage of the Group's profit before tax ("**PBT**") for each financial year, provided that the Group's PBT is not less than $3.5 million for that financial year.

The service contracts for the Executive Directors have a fixed appointment period of three years and clauses relating to early termination. The Executive Directors' service contracts shall be automatically renewed annually. None of the service contracts has any onerous removal clauses.

Non-Executive and Independent Directors, including the Non-Executive Chairman, have no service contract with the Company and their terms are specified in the Constitution of the Company. The Independent Directors are paid with a basic fee for serving as Director and any of the Board Committees roles. The Non-Executive Chairman and Non-Executive Director does not collect fees for their positions. In determining the quantum of such fees, factors such as time spent and responsibilities of Directors are taken into account. Such fees are subject to the approval of the shareholders at the AGM of the Company.

The Company has adopted the UnUsUaL Employee Share Option Scheme ("**UnUsUaL ESOS**") and UnUsUaL Performance Share Plan ("**UnUsUaL PSP**"). The Group's Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the RC which consists of William Tan, Kelvin Tan and Michael Tang. There have been no options or share awards granted under the UnUsUaL ESOS and UnUsUaL PSP in FY2025.

There are, at present, no contractual provisions allowing the Company to reclaim incentive components of remuneration from Executive Directors and KMPs save for exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself of remedies against the Executive Directors in the event of such breach of fiduciary duties.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Provision 8.1 - Remuneration of Directors and Key Management Personnel

Directors

A breakdown of compensation table of Directors' remuneration from the Company for FY2025 is set out below:

NAME OF DIRECTOR	TOTAL REMUNERATION	SALARY	BONUS/PROFIT SHARING	OTHER BENEFITS[1]	FEES	TOTAL
	($'000)	%	%	%	%	%
Below $250,000						
Melvin Ang	–	–	–	–	–	–
Leslie Ong	475	79	6	15	–	100
Johnny Ong	273	93	7	–	–	100
Kelvin Tan	40	–	–	–	100	100
Michael Tang	30	–	–	–	100	100
William Tan	30	–	–	–	100	100
Loh Woon Yen[2]	–	–	–	–	–	–

Note:
(1) Other benefits refer to benefits-in-kind such as car etc made available to Directors as appropriate.
(2) Resigned as the Non-Executive and Non-Independent Director on 30 November 2024.

Key Management Personnel

A summary compensation table of the KMP receiving remuneration from the Company for FY2025 is appended below:

REMUNERATION BAND[1] & NAME OF KEY MANAGEMENT PERSONNEL	SALARY	BONUS	OTHER BENEFITS[2]	TOTAL
	%	%	%	%
Below $250,000				
Alan Meng [3]	93	7	–	100
Chen Ai Vern [4]	85	14	1	100
Ling Ee Dee [5]	99	–	1	100

Notes:

(1) Remuneration amounts are inclusive of salary, bonus, incentives, allowances and Central Provident Fund contributions
(2) Other benefits refer to allowance
(3) Resigned as Director of Sales and Operations of Group on 31 March 2025
(4) Resigned as Financial Controller on 08 April 2025
(5) Appointed as Financial Controller on 13 March 2025

The Board is of the view that the remuneration of the key management personnel was shown in bands of $250,000 due to the Company's concern over poaching of these executives by competitors. The aggregate remuneration paid to the aforesaid KMP (who are not Directors or CEO of the Company) in FY2025 is approximately $350,385.

The Company has disclosed the remuneration paid to each key management personnel using percentage terms and remuneration bands, as well as the breakdown of the components of their remuneration, for transparency. Accordingly, the Board is of the view that the non-disclosure of the exact quantum of the remuneration of each key management personnel will not be prejudicial to the interest of shareholders and complies with the intent of Provision 8.1 of the Code.

The RC has reviewed and approved the remuneration packages of the Executive Directors and key management personnel, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Directors and key management personnel are adequately but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which Executive Directors and key management personnel entitlement to short-term and long-term incentive schemes and will make the necessary disclosures as and when it deems necessary.

Provision 8.2 - Employees who are substantial shareholders of the company, or are immediate family member of Directors, CEO or substantial shareholder of the company whose remuneration amounts exceed $100,000 per annum

Leslie Ong, the Executive Director and CEO and Johnny Ong, the Executive Director and COO, of the Company are siblings, whose remuneration exceeds $100,000 in FY2025.

The basis of determining the remuneration of the related employees is the same as the basis of determining the remuneration of other unrelated employees.

Save for the above disclosure, there were no employees who are substantial shareholders of the Company, or are immediate family members of a Director, CEO or substantial shareholder whose remuneration amounts exceed $100,000 per annum.

Provision 8.3 - All forms of remuneration and other payments and benefits paid by the Company and its subsidiaries to Directors and KMP

The Company has adopted the UnUsUaL ESOS and UnUsUaL PSP. The Group's Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the RC which consists of William Tan, Kelvin Tan and Michael Tang. There have been no options or share awards granted under the UnUsUaL ESOS and UnUsUaL PSP to Directors and KMPs in FY2025.

The Company is of the view that the current disclosure provides sufficient overview of the remuneration of the Group while maintaining confidentiality of staff remuneration matters. Annual variable bonuses would be linked to achievement of financial and non-financial KPIs such as core values, competencies, key result areas, performance rating and potential of the employees (including key management). Long-term incentive plans are conditional upon pre-determined performance targets being met and the long-term incentive plans serve to motivate and reward employees and align their interests to maximise long term shareholders' value. The RC will continue to review the share grant option when appropriate.

The RC ensures that there is a strong correlation between bonuses payable, and the achievement and performance of the Group and individual staff. The RC also ensures that there is a good balance of short-term and long-term incentive schemes to motivate continuous and sustainable performance.

C. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

Provision 9.1 - Nature and Extent of Significant Risks

The Board has overall responsibilities for the governance of risk and exercises oversight of the significant risks in the Group's business. The Board ensures that the Management maintains a sound system of internal controls and effective risk management policies to safeguard shareholders' interests and the Group's assets and in this regard, is assisted by the AC which reviews the adequacy and effectiveness of the Group's internal controls and risk management systems.

Given the nature and size of the Group's business and operations, the Board did not establish a separate risk committee to review and assess the internal controls systems and risk management framework. The Board is currently assisted by the AC, internal auditor and independent auditor in carrying out its responsibility of overseeing the Group's risk management framework and policies.

The Group's risks profile is updated based on Management inputs on a yearly basis and reported to the AC together with the proposed counter measures to mitigate identified risks.

To further enhance the risk management procedures in place, the Group had established a structured Enterprise Risk Management ("**ERM**") framework which provide documented guidance on the process for identifying and assessing risks, adequacy of countermeasures and the manner in which risk matters are reported to the Board and AC. This risk framework has five principal risk categories, namely strategic, financial, operational, information technology control and compliance risks.

The pilot ERM programmes of the Group covers the following areas:

(1) ERM policies and procedures

An overall framework for risk management has been documented in a manual to be disseminated to personnel responsible for oversight of risk and operations of risk countermeasures. This ERM manual includes the various personnel responsible for monitoring and managing risks in the Group. The ERM process will also require ongoing identification of key risks to the Company and reporting these risks to the Board to better determine whether appropriate measures have been taken to address relevant risks. Risk workshops attended by key management personnel will be conducted to provide a structured approach of identification and assessment of risks.

(2) Risk appetite

The risk appetite of the Group in managing risks was discussed during the ERM project. Generally, the Group will rely on the Management to monitor day to day operations while subjecting key corporate decisions, such as investments or acquisitions of business to the approval of the Board. The Company's performance is monitored closely by the Board periodically and any significant matters that might have an impact on the operating results are required to be brought to the immediate attention of the Board.

The Company has also taken a strict stance towards avoiding any risks that might result in breaching relevant laws, regulations and risks that could adversely affect the reputation of the Group. Active efforts are also in place to manage risks within impact such as transferring them to third party insurer or having internal control procedures to better mitigate the likelihood of their occurrence. Internal audits will be regularly conducted to assess the ongoing compliance with the established controls to address key risk areas where applicable.

(3) Risk assessment and monitoring

Based on the ERM framework, the nature and extent of risks to the Company will be assessed regularly and risk reports covering top risks to the Group will be submitted periodically to the Board. A set of risk registers to document risks arising from this ERM exercise has also been established to document key risks and the corresponding countermeasures.

The risk framework is reviewed regularly taking into account changes in the Group's business and operating environment as well as evolving corporate governance requirements.

The identification and management of risks are delegated to the Management, who assume ownership and day-to-day management of these risks. The Management is responsible for the effective implementation of risk management strategies, policies and processes to facilitate the achievement of business plans and goals within the risk tolerance established by the Board. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. Identified risks that affect the achievement of the Group's business objectives are compiled in the Group Risks Register and are being ranked according to the likelihood and consequential impact to the Group as a whole.

The main risks arising from the Group's financial operations are liquidity risk, foreign currency risk, credit risk, equity price risk and interest rate risk. These risks are monitored by the AC and the Board on a yearly basis. Details on the foregoing are set out in the Notes to the Financial Statements.

The Board recognises that the risk management and internal control systems established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also noted that all internal control systems contain inherent limitations and no system of risk management and internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

The internal auditor has reviewed key internal controls as part of the internal audit plan and have independently reported their assessment to the AC and the Board on the adequacy and effectiveness of the Group's internal controls and risk management systems.

The internal auditor presents their findings to the AC on a yearly basis. The internal audit report, comprising the details of any non-compliance or internal control weaknesses are noted during the audit, the corresponding recommendations and the Management's responses were submitted and presented to the AC. The AC also follows up on the actions taken by the Management on the recommendations made by the internal auditor and independent auditor arising from their works performed. Based on the reports submitted by the internal auditor and independent auditor received by the AC and the Board, nothing material has come to the attention of the AC and the Board to cause the AC and the Board to believe that the internal controls are not satisfactory based on the current size and nature of the Company's business.

As part of the annual internal audits, the internal auditor also reports any significant deficiencies of such internal controls to the AC, who reviews the adequacy and effectiveness of the risk management and internal controls system.

Provision 9.2 - Assurance from the CEO, COO and FC

For the financial year under review:

(a) Written assurance was received from the CEO, COO and FC that the financial records of the Group have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

(b) Written assurance was received from the CEO, COO, FC and other key management personnel that the Group's risk management and internal controls systems in place were adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.

Based on the Group's framework of management controls in place, the internal policies and procedures established and maintained by the Group, as well as the review performed by the independent auditor and internal auditor, the Board with the concurrence of the AC, is of the opinion that risk management and internal controls systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 March 2025 to address the risks that the Group considers relevant and material to its operations, while noting that no system of internal control could provide absolute assurance against the occurrence of errors, fraud or other irregularities.

The AC, Executive Directors and FC will continue to review and strengthen the Group's internal controls environment and allocate more resources and expertise towards improving its internal policies and procedures to maintain a high level of governance and internal controls.

Audit Committee

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

Provisions 10.1 and 10.2 - Audit Committee Composition and Role
Provision 10.4 - Internal Audit Function

The AC comprises three members, all of whom including the Chairman are independent. At least two members, including the Chairman, have the relevant accounting or related financial management expertise or experience. Please refer to Provision 1.4 above on the names of the members and the composition of the AC.

CORPORATE GOVERNANCE REPORT

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of the Management and full discretion to invite any Executive Directors, Non-Executive Director and/or KMP to attend its meetings. The AC has adequate resources, including access to the external consultants and independent auditor, to enable it to discharge its responsibilities properly.

The AC met four times in FY2025 and all the Executive Directors, Non-Executive Director and KMP were invited to attend the meetings.

The Board is of the view that the members of the AC have sufficient financial management expertise and experience to discharge the AC's functions. The AC which has written terms of reference, performs delegated functions:

(a) review quarterly, half-yearly and annual financial statements and auditor's report of the Group before submitting to the Board;

(b) review the audit plans of independent auditor of the Company and ensure the adequacy of the Group's system of accounting and co-operation given by the Management to the independent auditor;

(c) review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;

(d) review all non-audit services provided by the independent auditor to the Group to ensure that the nature and extent of such services would not affect the independence of the independent auditor;

(e) review the adequacy and effectiveness of the Company's internal controls and risk management systems;

(f) review the assurance from the CEO, COO and FC on the financial records and financial statements;

(g) review the adequacy, effectiveness, independence, scope and results of the independent audit and the Company's internal audit function;

(h) review the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed upon;

(i) review and discuss with the independent auditor and internal auditor of any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;

(j) make recommendation to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the independent auditor, and approve the remuneration and terms of engagement of the independent auditor;

(k) review interested person transactions in accordance with the requirements of the Catalist Rules;

(l) review potential conflicts of interests and to set out a framework to resolve or mitigate any potential conflicts of interest;

(m) review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

(n) review the key financial risk areas, with a view to provide an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;

(o) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(p) generally, undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;

(q) review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and

(r) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

Independent Audit

The AC reviews the scope and results of the audit carried out by the independent auditor, the cost effectiveness of the audit and the independence and objectivity of the independent auditor. It seeks to balance the maintenance of objectivity of the independent auditor and their ability to provide value-for-money professional services. The AC undertook the review of the independence and objectivity of the independent auditor, CLA Global TS, through discussions with the independent auditor as well as reviewing the non-audit services provided and the fees paid to them. Based on the review, the AC is of the opinion that CLA Global TS is, and is perceived to be, independent for the purpose of the Group's statutory audit. CLA Global TS has provided confirmation of their independence to the AC.

The fees payable to the independent auditor is set out below:

	$'000	%
Audit fees	107	82.3
Non-audit fees	23	17.7
Total	130	100.0

The AC recommends to the Board the appointment, re-appointment and removal of independent auditor, and approves the remuneration and terms of engagement of the independent auditor. The re-appointment of the independent auditor is subject to shareholders' approval at the AGM of the Company.

In reviewing the nomination of CLA Global TS for re-appointment at the forthcoming AGM of the Company, the AC has considered the adequacy of the resources, experience and competence of CLA Global TS, and has taken into account the Audit Quality Indicators relating to CLA Global TS at the firm level and on the audit engagement level. Consideration was also given to the experience of the engagement director and key team members in handling the audit. The AC also considered the audit team's ability to work in a co-operative manner with Management whilst maintaining integrity and objectivity and to deliver their services professionally and within agreed timelines.

On the basis of the above, the AC is satisfied with the standard and quality of work performed by CLA Global TS. It has recommended to the Board the nomination of CLA Global TS for re-appointment as independent auditor at the forthcoming AGM of the Company.

For FY2025, the Company has complied with Catalist Rules 712, 715 and 716 of the SGX-ST in relation to the appointment of its independent auditor. The AC and the Board are satisfied with the standards and the effectiveness of the audits performed by the independent auditor, other than those of the Company.

For FY2025, the AC agreed with the independent auditor that expected credit losses on trade and other receivables, valuation of financial assets, at fair value through profit or loss and valuation of property, plant and equipment and intangible assets were the key audit matters and is pleased to report that the AC is satisfied with the audit process undertaken by the independent auditor and their findings therefrom.

Internal Audit

The primary role of internal audit is to assist the Board to evaluate the adequacy and effectiveness of the internal controls and risk management processes of the Group.

The internal audit function plans its internal audit schedule in consultation with, but independent of the Management. The AC examines the internal audit plan, determines the scope of audit examination and approves the internal audit budget.

It also oversees the implementation of the improvements required on internal control weaknesses identified and ensures that Management provides the necessary co-operation to enable the internal auditor to perform its function.

The internal auditor reports primarily to the Chairman of the AC and has unrestricted access to the documents, records, properties and personnel of the Group.

The AC annually reviews the adequacy, effectiveness and independence of the internal audit function to ensure that resources are adequate and that the internal audits are performed effectively and independently. It approves the appointment, termination, evaluation and the remuneration of the internal auditor.

The internal audit function of the Group was outsourced to BDO Advisory Pte. Ltd., which is an established international auditing firm. BDO Advisory Pte. Ltd. conducts their internal audits based on the BDO Global Internal Audit Methodology which is consistent with the International Professional Practices Framework established by the Institute of Internal Auditors. The engagement partner has more than 20 years of audit and advisory experience and is a Chartered Accountant (Singapore), Certified Internal Auditor and Certified Information System Auditor. Members of the internal audit team also have relevant academic qualifications, professional certifications and internal audit experiences.

The AC is satisfied that the internal audit function is adequate, independent and staffed by suitably qualified and experienced professionals with the relevant experience to perform its function effectively. BDO Advisory Pte. Ltd. has provided a confirmation on their independence to the AC.

Fraud and Whistle-blowing Policy

The Group has designated and implemented an independent whistle-blowing policy whereby accessible channels are provided for employees to raise concerns about possible improprieties in matters of financial reporting or other matters which they become aware and to ensure that:

(i) independent investigations are carried out in an appropriate and timely manner;

(ii) appropriate action is taken to correct the weakness in internal controls and policies which allowed the perpetration of fraud and/or misconduct and to prevent a recurrence; and

(iii) administrative, disciplinary, civil and/or criminal actions that are initiated following the completion of investigations are appropriate, balance and fair, while providing reassurance that employees will be protected from reprisals or victimisation for whistle-blowing in good faith and without malice.

The policy is aimed at encouraging the reporting of such matters in good faith, with the confidence that staff of the Company and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal or unfair treatment. There was no whistle-blowing report received during FY2025.

Provision 10.3 - Former Partners or Directors of the Company's existing Audit Firm in AC

No former partner or Director of the Company's existing auditing firm or auditing corporation is a member of the AC.

Provision 10.5 - Meeting Auditors without the Management

The AC meets with the independent auditor and the internal auditor, at least once a year, without the presence of the Management, to review any matter that might be raised. These meetings enable the auditors to raise any issues in the course of their works directly to the AC.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Provision 11.1 - Participating and Voting at General Meetings
Provision 11.2 - Tabling of Resolutions

Conduct of General Meetings

The forthcoming AGM will be held in a wholly physical format. The arrangements relating to attendance and voting at the AGM, appointment of proxies, submission of questions in advance of the AGM, addressing of substantial and relevant questions at the AGM and access to documents, will be set out in the Notice of AGM.

Notices for general meetings are announced via SGXNet and advertised in the newspapers within the prescribed timeframe prior to the meetings (or as otherwise disseminated in accordance with such laws and regulations as may be applicable). The notices, together with relevant documents (such as annual report, letter to shareholders or circular) will be published on SGXNet and the Company's website at https://www.unusual.com.sg.

In order to provide ample time for the shareholders to review, the notice of general meeting, together with the relevant documents, is distributed to all shareholders at least 14 days before the scheduled general meeting date for ordinary resolutions, or at least 21 days for special resolutions (or as otherwise disseminated in accordance with such laws and regulations as may be applicable). As part of the Group's commitment to conserve the environment, the Company will provide the shareholders printed copies of the Annual Report and circulars (if any) via post upon specific request by them for it. Shareholders are invited to attend the general meetings, to put forth any questions they may have on the motions to be debated and decided upon.

The Constitution allows members of the Company to appoint one or two proxies to attend and vote at general meetings. A relevant intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified). An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.

All shareholders are entitled to vote in accordance with the established voting rules and procedures at the general meeting. Each share is entitled to one vote.

An external firm is appointed as scrutineer for the general meeting voting process, which is independent of the firm appointed to undertake the poll voting process.

The Chairman of the meeting will read out the total number of votes cast for, against and/or abstained and the respective percentages on each resolution are tallied after each poll conducted during the general meeting.

The resolutions tabled at the general meetings are on each substantially separate issue, including treating the election or re-election of each Director as a separate subject matter.

Detailed information on each item in the general meeting agenda is provided in the explanatory notes to the notice of general meeting in the annual report.

Provision 11.3 - Interaction with Shareholders

At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the Directors and the Management questions regarding matters affecting the Company. The Directors and Management will present at the AGM to address shareholders' questions.

The Company's independent auditor, CLA Global TS, are also invited to attend the AGM 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 of the auditor's report.

Provision 11.4 - Shareholders' Participation

The Company supports active shareholders' participation at general meetings. All shareholders are encouraged to attend the general meetings to ensure high level of accountability and to stay informed of the Group's strategies and visions.In usual circumstances, if shareholders are unable to attend the meetings, the Constitution allows for shareholders who are not relevant intermediaries to appoint not more than two proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries to appoint more than two proxies to attend, speak and vote at general meetings. In order to have a valid registration of proxy, the proxy forms must be completed and deposited in advance to the place(s) as specified in the notice of the general meetings at least 72 hours before the time set for the general meetings.

The Company is not implementing absentia voting methods such as voting via mail, email or fax until security, integrity and other pertinent issues are satisfactorily resolved.

Provision 11.5 - Minutes of General Meetings

The Board views the AGM as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues relating to the resolutions tabled for approval and/or ask the Directors or the Management questions regarding the Company and its operations. The Company will prepare and publish the minutes of AGM within one month from the AGM on SGXNet. The minutes recorded substantial and relevant queries from shareholders relating to the agenda of the general meeting, and responses from the Board or Management. Such minutes is also available to shareholders upon their request.

Provision 11.6 - Dividend Policy

The Company does not have a formal dividend policy. The form, frequency and amount of any proposed dividends will take into consideration the Group's profit growth, cash position, positive cash generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. The Company endeavours to pay dividends and where dividends are not paid, the Company will disclose its reason(s) accordingly.

The Company did not declare any dividends in FY2025 as the Group intends to conserve cash for potential upcoming projects.

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.

Provision 12.1 - Communication between the Board and Shareholders
Provisions 12.2 and 12.3 - Investor Relations Policy

Disclosure of information on timely basis

The Group is firmly committed to corporate governance and transparency by disclosing to its stakeholders, including its shareholders, as much relevant information as is possible, in a timely, fair and transparent manner as well as to hearing its shareholders' views and addressing their concerns.

By supplying shareholders with reliable and timely information, the Company is able to strengthen the relationship with its shareholders based on trust and accessibility.

All the information relevant to shareholders will be disclosed in a timely manner via SGXNet, its corporate website at https://www.unusual.com.sg and the social media. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all others as soon as possible.

The Board acknowledges its obligation to furnish timely information to shareholders and ensures that full disclosure of material information in its Annual Report to comply with statutory requirements and Catalist Rules of the SGX-ST. The Company focuses on facilitating the communications with all stakeholders, shareholders, analysts and social media on a regular basis, attending to their queries or concerns as well as keeping the investors publicly apprised of the Group's corporate developments and financial performance.

In view of the above, the Company did not implement a formal investor relation policy because there are existing channels to actively engage and promote regular, effective and fair communication with shareholders.

E. MANAGING STAKEHOLDERS RELATIONSHIPS

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 - Arrangements to Identify and Engage with Stakeholders
Provision 13.2 - Management of Stakeholder Relationships

Stakeholders' Engagement

The Group has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long term growth.

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who similarly are able to impact the Group's business and operations. Eight key group of stakeholders have been identified through an assessment of their significance to the business operations. They are namely, consumers and customers, third party contractors, employees, artists and agents, mainstream media, venue managers, investors and shareholders, and government and regulators.

The Company has undertaken a process to determine the environmental, social and governance (ESG) issues which are important to these stakeholders. These issues form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.

Having identified the stakeholders and the material issues, the Company has mapped out the key areas of focus in relation to the management of the respective stakeholder relationships.

Please refer to the Sustainability Report on the Company's website for further details.

Provision 13.3 - Corporate Website

All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNet, press releases and the Company's website. The Company does not practice selective disclosure of material information. All materials on the half-yearly and full year financial results are available on the Company's website - https://www.unusual.com.sg. The comprehensive website, which is updated regularly, contains various information on the Group and the Company which serves as an important resource for investors and all stakeholders.

DEALING IN SECURITIES

- Catalist Rule 1204(19) of the SGX-ST

In compliance with Catalist Rule 1204(19) of the SGX-ST on best practices in respect of dealing in securities, the Group has in place an internal compliance policy which prohibits the Company, Directors and employees of the Group and their connected persons from dealing in the Company's shares during the "black-out" period — being one month immediately preceding the announcement of the Company's half-year and full year results respectively, or if they are in possession of unpublished price-sensitive information of the Group. In addition, the Company, Directors, employees and connected persons are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period or while they are in possession of unpublished price-sensitive information of the Group. They are refrained from dealing in the Company's shares on short term considerations.

All Directors are required to seek Board's approval before trading in the Company's shares and are also required to notify the Company Secretary of any change in his or her interest in the Company's shares within two business days of the change.

CORPORATE GOVERNANCE REPORT

MATERIAL CONTRACTS

- Catalist Rule 1204(8) of the SGX-ST

Pursuant to Catalist Rule 1204(8) of the SGX-ST, there was no material contract involving the interests of any Director or controlling shareholder entered into by the Company or any of its subsidiaries since the end of the previous financial year ended 31 March 2024. There was no such contract subsisted at the end of the financial year under review.

INTERESTED PERSON TRANSACTIONS

- Rule 907 of the Catalist Rules

To ensure compliance with Chapter 9 of the Catalist Rules, in FY2025, the AC and the Board, met quarterly to review if the Company will be entering into any interested person transactions. If the Company intends to enter into an interested person transaction, the AC and the Board will ensure that the transaction is carried out fairly and at arm's length based on normal commercial terms and will not be prejudicial to the interest of the Company and its non-controlling shareholders.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules.

The aggregate value of interested person transactions for FY2025, disclosed in accordance with Rule 907 of the Catalist Rules, was as follows:

NAME OF INTERESTED PERSON	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS DURING THE FINANCIAL YEAR UNDER VIEW (EXCLUDING TRANSACTIONS LESS THAN $100,000 AND TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 OF THE CATALIST RULES)	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS CONDUCTED DURING SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 OF THE CATALIST RULES (EXCLUDING TRANSACTIONS LESS THAN $100,000)
Axcel Properties Pte. Ltd.(1)	$450,840	–

Note:

(1) Each of the CEO and COO of the Company is a Director of and has a 50% shareholding interest in Axcel Properties Pte. Ltd.

NON-SPONSOR FEES

The Company is currently under the SGX-ST Catalist sponsor-supervised regime and the continuing sponsor of the Company is Hong Leong Finance Limited ("**Sponsor**"). In compliance with Catalist Rule 1204(21) of the SGX-ST, there were no non-sponsor fees paid to the Sponsor, during the financial year under review.

CORPORATE GOVERNANCE REPORT

APPENDIX - INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

TABLE A NAME OF DIRECTOR	JOHNNY ONG	WILLIAM TAN
Date of appointment	3 May 2016	17 March 2017
Date of last re-election	25 July 2023	25 July 2022
Age	57	57
Country of principal residence	Singapore	Singapore
The Board's comments on this re-election (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board has accepted the NC's recommendation, which has reviewed and considered Johnny Ong's performance as Executive Director and Chief Operating Officer.	The Board has accepted the NC's recommendation, which has reviewed and considered William Tan's performance as Non-Executive and Independent Director. The Board considers William Tan to be independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.
Whether appointment is executive, and if so, the area of responsibility	Executive. Responsible for assisting the Chief Executive Officer on the formulation of the Group's corporate strategies and expansion plans	Non-Executive
Job Title	Chief Operating Officer and Executive Director	Non-Executive and Independent Director, Chairman of the Remuneration Committee and member of the Audit Committee
Professional Qualification	Secondary Education	A Chartered Accountant and a member of the Institute of Singapore Chartered Accountants and a fellow member of the Association of Chartered Certified Accountants (UK)
Working experience and occupation(s) during the past 10 years	Businessman to provide rental and related services on sound, light, audio and video equipment and of event organiser	Chief Financial Officer of Sinostar PEC Holdings Limited and Company Secretary of Pacific Commerce Holdings Pte. Ltd. and Pacific Commerce Shipping Pte. Ltd.

CORPORATE GOVERNANCE REPORT

TABLE A NAME OF DIRECTOR	JOHNNY ONG	WILLIAM TAN
Shareholding interest in the listed issuer and its subsidiaries	Pursuant to Section 7 of the Companies Act 1967, Johnny Ong is deemed to be interested in the 791,203,041 ordinary shares in the Company held through UnUsUaL Management Pte. Ltd. as he owns a 24.5% direct interest in UnUsUaL Management Pte. Ltd and 240,000 ordinary shares of the Company held by the spouse. Johnny Ong is deemed to be interested in 1,117,700 ordinary shares of the Company held under the nominee account with Maybank Kim Eng Securities Pte. Ltd. and DB Nominees (Singapore) Pte. Ltd.	80,000 ordinary shares
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	Johnny Ong is brother of Leslie Ong, who is the Executive Director and Chief Executive Officer of the Company	None
Conflict of interest (including any competing business)	None	None
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		
Past (for the last 5 years)	• Mercury Rights Pte Ltd	None
Present	• Unusual Limited and Subsidiary Corporations • White Mount International Pte. Ltd. • Isotope Productions Pte. Ltd. • UnUsUaL Management Pte. Ltd. • Axcel Properties Pte. Ltd. • Esports Entertainment Asia Pte. Ltd.	• Non-executive independent director of Mermaid Maritime Public Company Limited • Director of JWZ Property Pte Ltd

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the retiring Directors are as follows:

QUESTION		JOHNNY ONG	WILLIAM TAN
(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
(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
(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 fi nding 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

CORPORATE GOVERNANCE REPORT

QUESTION		JOHNNY ONG	WILLIAM TAN
(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	No	No
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
	(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 of business trust?	No	No
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	In 5 April 2023, Mr. William Tan received a private warning from the Singapore Exchange, in his capacity as the former CFO of Sinostar PEC Holdings Limited, for certain breaches of SGX Mainboard listing rules related to Interested Person Transactions. Save for the private warning from the Singapore Exchange, no further action was taken against the nominee

DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2025

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 March 2025 and the statement of financial position of the Company as at 31 March 2025.

In the opinion of the directors,

(i) the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025 and of the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Ang Wee Chye
Ong Chin Soon
Ong Chin Leong
Tan Wee Peng Kelvin
Tan Yew Chee William
Tang Tung Kin

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

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

	HOLDINGS REGISTERED IN THE NAME OF DIRECTOR		HOLDINGS IN WHICH DIRECTOR IS DEEMED TO HAVE AN INTEREST	
	AT 31.03.2025	AT 01.04.2024	AT 31.03.2025	AT 01.04.2024
UnUsUaL Limited				
(No. of ordinary shares)				
Ang Wee Chye [1]	–	–	791,203,041	791,203,041
Ong Chin Soon [2][3]	27,845,664	27,845,664	791,443,041	791,443,041
Ong Chin Leong [2][3][4]	–	–	792,560,741	792,560,741
Tan Wee Peng Kelvin	80,000	80,000	–	–
Tan Yew Chee William	80,000	80,000	–	–
Tang Tung Kin	80,000	80,000	–	–

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES (CONTINUED)

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

	HOLDINGS REGISTERED IN THE NAME OF DIRECTOR		HOLDINGS IN WHICH DIRECTOR IS DEEMED TO HAVE AN INTEREST	
	AT 31.03.2025	AT 01.04.2024	AT 31.03.2025	AT 01.04.2024
Immediate Holding Corporation				
- UnUsUaL Management Pte. Ltd.				
(No. of ordinary shares)				
Ang Wee Chye (1)	–	–	102	102
Ong Chin Soon (2)	49	49	–	–
Ong Chin Leong (2)	49	49	–	–
Ultimate Holding Corporation				
- mm2 Asia Ltd.				
(No. of ordinary shares)				
Ang Wee Chye (1)	335,400	335,400	921,653,700	921,653,700
Ong Chin Soon	5,909,300	5,909,300	3,300,000	3,300,000
Ong Chin Leong	–	–	9,000,000	9,000,000
Tan Wee Peng Kelvin	1,200,000	1,200,000	–	–
Tang Tung Kin	800,000	800,000	–	–
Tan Yew Chee William	5,882,300	–	–	–

(1) Mr. Ang Wee Chye, who by virtue of his interest of not less than 20% of the issued capital of the ultimate holding corporation, is deemed to have interests in the shares of the Company and all the subsidiary corporations.

(2) Mr. Ong Chin Soon and Mr. Ong Chin Leong, who by virtue of their interests of not less than 20% of the issued capital of the immediate holding corporation, are deemed to have interests in the shares of the Company and all the subsidiary corporations.

(3) Mr. Ong Chin Soon and Mr. Ong Chin Leong's deemed interests of 240,000 shares respectively, are held by their spouses.

(4) Mr. Ong Chin Leong is deemed to have interests in 1,117,700 ordinary shares held under the nominee account with Maybank Kim Eng Securities Pte. Ltd. and DBS Nominees Pte. Ltd..

There was no change in any of the above-mentioned interests in the Company between the end of the financial year ended and 21 April 2025.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares or debentures of the Company or its related corporations, either at the beginning of the financial year or at the end of the financial year.

SHARE OPTIONS

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

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

EMPLOYEE SHARE OPTION SCHEME ("ESOS")

Performance Share Plan ("PSP")

The Company has adopted the UnUsUaL Employee Share Option Scheme ("**UnUsUaL ESOS**") and UnUsUaL Performance Share Plan ("**UnUsUaL PSP**"). The Company's Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnsUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the Remuneration Committee (the ''**RC**") which consists of Tan Yew Chee William, Tan Wee Peng Kelvin and Tang Tung Kin.

There have been no options or share awards granted under the UnUsUaL ESOS and UnUsUaL PSP since adoption of both UnUsUaL ESOS and UnUsUaL PSP.

AUDIT COMMITTEE

The members of the Audit Committee (the "**AC**") at the end of the financial year and at the date of this statement are as follows:

Tan Wee Peng Kelvin	Lead Independent director, Chairman
Tan Yew Chee William	Independent director
Tang Tung Kin	Independent director

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, (the "**Act**"), the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual and the Code of Corporate Governance. In performing those functions, the AC:

- Review with the independent auditor the audit plans and the audit report;
- Review with the internal auditor the internal audit plans and their evaluation of the adequacy of internal control and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report (where necessary);
- Review the effectiveness and adequacy of the internal control and procedures and ensure coordination between the independent auditor and the management, and review the assistance given by the management to the independent auditor, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the independent auditor may wish to discuss (in the absence of the management where necessary);
- Review the co-operation given by the management to independent auditor;
- Review the quarterly results and financial report announcements before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;
- Review any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;
- Consider the appointment or re-appointment of the independent auditor and matters relating to resignation or dismissal of the independent auditor;
- Review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

AUDIT COMMITTEE (CONTINUED)

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967 (the "**Act**"), the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual and the Code of Corporate Governance. In performing those functions, the AC: (continued)

- Review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;

- Review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

- Review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;

- Undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

- Undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time; and

- Review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.

The AC confirmed that they have undertaken a review of all non-audit services provided by the independent auditor to the Group and is satisfied that the nature and the extent of such services would not affect the independences of the independent auditor.

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

INDEPENDENT AUDITOR

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

On behalf of the Board of Directors

Ong Chin Soon
Director

Ong Chin Leong
Director

9 July 2025

INDEPENDENT AUDITOR'S REPORT

to the Members of UnUsUaL Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of UnUsUaL Limited (the "**Company**") and its subsidiary corporations (the "**Group**"), which comprise the consolidated financial position of the Group and the statement of financial position of the Company as at 31 March 2025, 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, as set out on pages 61 to 123.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("**SSAs**"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (continued)

Expected credit losses ("ECL") on trade and other receivables
(Refer to Note 2.10, Note 3(a), Note 13 and Note 28(b) to the financial statements)

Area of focus

As at 31 March 2025, the Group and the Company have trade and other receivables amounted to $3,602,173 and $24,128,851 (2024: $7,290,971 and $25,408,444) respectively, representing 10% and 97% (2024: 12% and 95%) of the Group's and the Company's total assets.

With reference to SFRS(I) *9 Financial Instruments*, the Group and the Company determine the ECL on trade receivables by applying simplified approach (lifetime expected credit losses), using a provision matrix and undertakes additional debtor-specific assessment on ECL for customer with long overdue balances. For other receivables, it is generally measured at an amount equal to 12-months ECL. However, if the credit risk associated with other receivables significantly increases after their initial recognition, the 12-months ECL is replaced by the lifetime ECL.

The Group and the Company assessed the ECL associated with its trade and other receivables at each financial year end. These assessments take into accounts relevant historical information to evaluate the probability of default of trade and other receivables and incorporated forward-looking information including, inflation rate, GDP growth rate and unemployment rate.

The ECL provided for trade receivables and other receivables as of 31 March 2025 are $6,351,320 and $4,147,966 respectively.

We focus on this area as the ECL assessment on trade and other receivables involved significant management's judgement and assumptions in estimating the ECL.

How our audit addressed the area of focus

In obtaining sufficient appropriate audit evidence, the following procedures were carried out:

- Evaluated management's assessment and determination of ECL on the Group's trade and other receivables by reviewing the reasonableness of management estimation of ECL rates and provisioning policies, which are based on the historical loss rates for each category of customers and adjusted to reflect forward-looking information including, inflation rate, GDP growth rate and unemployment rate;

- Reviewed the aging of trade receivables as at year end on a sampling basis;

- Assessed the recoverability of long outstanding trade and other receivables by comparing management's assumptions and judgements used to estimate both the amount and timing of the recoverability of outstanding debts to historical patterns of receipts and considered the recoverability of long outstanding trade and other receivables to subsequent receipts and any other evidence for any significant increase in credit risk; and

- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (continued)

Valuation of financial assets, at fair value through profit or loss ("FVPL")
(Refer to Note 2.2(b)(iii), Note 2.10, Note 3(c) and Note 15 to the financial statements)

Area of focus

As at 31 March 2025, the financial assets at FVPL of the Group amounted to $1,337,258 (2024: $5,841,655), representing 4% (2024: 9%) of the Group's total assets. The financial assets at FVPL are carried at their estimated fair values in accordance with SFRS(I) *13 Fair Value Measurement*.

Financial assets, at FVPL of the Group represent investments in concerts and other entertainment events, which entitle the Group to the rights to share a certain percentage of the net profit or loss of the respective concerts and entertainment events in accordance with the terms set out in the respective investment agreements.

The fair value of financial assets, at FVPL were measured based on significant unobservable inputs and are classified within Level 3 of the fair value hierarchy. The fair value of these investments are determined based on the income approach using discounted cash flow which involved key assumptions with significant estimates and judgements including estimated ticket sales, estimated cost of sales and discount rates.

We focus on this area as the measurement of financial assets at FVPL involved significant judgement and estimates in determining the fair values.

How our audit addressed the area of focus

In obtaining sufficient appropriate audit evidence, the following procedures were carried out:

- Reviewed investment agreements to assess the classification of the Group's financial instruments in accordance with the relevant SFRS(I);

- Together with our internal valuation specialist, reviewed and evaluated the appropriateness of the valuation methodology and discount rates, assessed the reasonableness of key assumptions used by management in determining the fair values, as well as validated and challenged the underlying assumptions and inputs used in the calculations;

- Reviewed the sensitivity analyses taking into consideration the potential impact of possible downside changes in these key assumptions; and

- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (continued)

Valuation of property, plant and equipment ("PPE") and intangible assets
(Refer to Note 2.5, Note 2.6, Note 2.9, Note 3(b), Note 16 and Note 20 to the financial statements)

Area of focus

As at 31 March 2025, the carrying amount of the Group's PPE and intangible assets amounted to $9,852,118 and $6,270,333 (2024: $14,713,557 and $13,420,624) respectively, representing 26% and 17% (2024: 23% and 21%) of the Group's total assets.

In accordance with SFRS(I) 1-36 *Impairment of Assets*, PPE and intangible assets are subject to impairment testing when there is objective evidence or indication of potential impairment. Where such indicators exist, an impairment assessment is required to determine the recoverable amount. The recoverable amount, being the higher of the fair value less costs of disposal ("**FVLCOD**") and the value-in-use ("**VIU**"), is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets.

During the current financial year, management identified impairment indicators in certain PPE and an intangible asset due to changes in business strategies and priorities, driven by changing market conditions and reduced expectations of future economic benefits. Accordingly, impairment assessments were carried out on these assets.

For PPE relating to rental equipment with carrying amount of $5,173,587, impairment indicators were identified. Following the end of previous tenancy arrangement, management has been actively exploring alternative uses or seeking new tenants. However, the market for this type of assets is niche, no conclusive agreements have been reached despite a few potential negotiations. Due to absence of continued expected future economic benefits, the management was unable to reliably determine the recoverable amount using VIU method. Accordingly, the recoverable amount was determined based on FVLCOD method using available market quotations. As a result, an impairment loss of $5,173,587 was recognised for the financial year ended 31 March 2025.

For intangible asset relating to development content with carrying amount of $11,004,488, impairment indicators were identified. Management engaged an independent certified valuer (the "**management expert**") to assist in the impairment assessment using both FVLCOD and VIU methods. The recoverable amount was determined based on higher of two, which was the FVLCOD method. This was assessed through an income approach based on discounted cash flow that incorporated key inputs and assumptions, including but not limited to, the discount rate, expected return, profit margin, estimated project timeframe. As a result, an impairment loss of $5,454,155 was recognised for the financial year ended 31 March 2025.

The fair value measurements of the abovementioned PPE and intangible asset are classified within Level 3 of the fair value hierarchy.

We focused on this area because the impairment assessments involved significant management judgement in identifying indicators of impairment and the determination of recoverable amount involved valuation techniques with significant estimates and assumptions.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (continued)

Valuation of property, plant and equipment ("PPE") and intangible assets (continued)

How our audit addressed the area of focus

In obtaining sufficient appropriate audit evidence, the following procedures were carried out:

- Reviewed and evaluated management's assessment on indicators of impairment in accordance with SFRS(I) 1-36;
- Evaluated the competencies, expertise and objectivity of the management expert;
- Together with our internal valuation specialist, reviewed and assessed the appropriateness of the valuation methodologies applied, and challenged the reasonableness of key inputs and assumptions, such as discount rates and cash flow projections, used in estimating the recoverable amount of both the PPE and intangible asset provided by management;
- Reviewed the sensitivity analysis in consideration of the potential impact of possible downside changes in the discount rate used; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

to the Members of UnUsUaL Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

to the Members of UnUsUaL Limited

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement director on the audit resulting in this independent auditor's report is Lim Hui Ki.

CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
9 July 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2025

	NOTE	GROUP 2025 $	GROUP 2024 $
Revenue	4	53,218,593	74,428,464
Cost of sales		(57,192,546)	(49,924,614)
Gross (loss)/profit		(3,973,953)	24,503,850
Other income			
- Interest income	7	5,800	107,813
- Others	7	237,434	122,312
		243,234	230,125
Other losses - net			
- Loss allowance on financial assets	28(b)	(2,344,812)	(5,836,709)
- Others	8	(10,808,446)	(289,945)
		(13,153,258)	(6,126,654)
Expenses			
- Administrative expenses		(6,103,955)	(7,660,710)
- Finance expenses	9	(148,259)	(338,608)
		(6,252,214)	(7,999,318)
Share of (loss)/profit of associated companies	19	(4,656)	1,698
(Loss)/Profit before income tax		(23,140,847)	10,609,701
Income tax credit/(expense)	10	616,083	(2,872,162)
Net (loss)/profit for the financial year		(22,524,764)	7,737,539
Other comprehensive (loss)/income, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation – gains/(losses)	25(b)	123,875	(63,719)
Total comprehensive (loss)/income		(22,400,889)	7,673,820
Net (loss)/profit attributable to:			
Equity holders of the Company		(23,349,743)	7,728,974
Non-controlling interest		824,979	8,565
		(22,524,764)	7,737,539
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(23,225,868)	7,665,255
Non-controlling interest		824,979	8,565
		(22,400,889)	7,673,820
(Loss)/Earnings per share attributable to equity holders of the Company (cents per share)			
Basic and diluted	11	(2.27)	0.75

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

	NOTE	GROUP 2025 $	GROUP 2024 $
ASSETS			
Current assets			
Cash and cash equivalents	12	9,513,928	5,802,438
Trade and other receivables	13	3,602,173	7,290,971
Other current assets	14	4,926,286	13,171,165
Financial assets, at FVPL	15	1,337,258	5,841,655
Income tax recoverable		1,269,888	1,100,967
		20,649,533	33,207,196
Non-current assets			
Property, plant and equipment	16	9,852,118	14,713,557
Investments in associated companies	19	698,946	703,602
Intangible assets	20	6,270,333	13,420,624
		16,821,397	28,837,783
Total assets		37,470,930	62,044,979
LIABILITIES			
Current liabilities			
Trade and other payables	21	7,332,371	6,529,462
Borrowings	22	1,726,470	1,294,441
Income tax payables		–	2,468,183
		9,058,841	10,292,086
Non-current liabilities			
Borrowings	22	99,684	400,721
Deferred tax liabilities	23	323,770	962,648
		423,454	1,363,369
Total liabilities		9,482,295	11,655,455
NET ASSETS		27,988,635	50,389,524
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	24	20,542,223	20,542,223
Other reserves	25(a)	515,302	391,427
Retained profits		6,931,110	30,280,853
		27,988,635	51,214,503
Non-controlling interest		–	(824,979)
Total equity		27,988,635	50,389,524

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

STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

	NOTE	COMPANY 2025 $	COMPANY 2024 $
ASSETS			
Current assets			
Cash and cash equivalents	12	122,291	354,101
Trade and other receivables	13	24,128,851	25,408,444
		24,251,142	25,762,545
Non-current assets			
Property, plant and equipment	16	–	–
Investments in subsidiary corporations	18	33,496	242,296
Investments in associated companies	19	698,946	703,602
		732,442	945,898
Total assets		24,983,584	26,708,443
LIABILITIES			
Current liabilities			
Trade and other payables	21	710,262	2,243,848
Income tax payables		–	163,700
		710,262	2,407,548
Total liabilities		710,262	2,407,548
NET ASSETS		24,273,322	24,300,895
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	24	20,542,223	20,542,223
Retained profits	26(b)	3,731,099	3,758,672
Total equity		24,273,322	24,300,895

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

	← ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY →					
	SHARE CAPITAL	RETAINED PROFITS	OTHER RESERVES	TOTAL	NON-CONTROLLING INTEREST	TOTAL EQUITY
	$	$	$	$	$	$
Balance as at 1 April 2024	20,542,223	30,280,853	391,427	51,214,503	(824,979)	50,389,524
Net (loss)/profit for the financial year	–	(23,349,743)	–	(23,349,743)	824,979	(22,524,764)
Other comprehensive income for the financial year	–	–	123,875	123,875	–	123,875
Total comprehensive (loss)/income for the financial year	–	(23,349,743)	123,875	(23,225,868)	824,979	(22,400,889)
Balance as at 31 March 2025	20,542,223	6,931,110	515,302	27,988,635	–	27,988,635
Balance as at 1 April 2023	20,542,223	22,551,879	455,146	43,549,248	(833,544)	42,715,704
Net profit for the financial year	–	7,728,974	–	7,728,974	8,565	7,737,539
Other comprehensive loss for the financial year	–	–	(63,719)	(63,719)	–	(63,719)
Total comprehensive income/(loss) for the financial year	–	7,728,974	(63,719)	7,665,255	8,565	7,673,820
Balance as at 31 March 2024	20,542,223	30,280,853	391,427	51,214,503	(824,979)	50,389,524

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2025

	NOTE	GROUP 2025 $	GROUP 2024 $
Cash flows from operating activities			
Net (loss)/profit		(22,524,764)	7,737,539
Adjustments for:			
- Amortisation of intangible assets	5	1,696,136	1,696,135
- Depreciation of property, plant and equipment	5	2,717,531	2,212,485
- Gain on disposal of property, plant and equipment	8	(8,000)	(31,731)
- Property, plant and equipment written off	8	3,281	–
- Gain from derecognition of lease	8	(548)	–
- Fair value loss on financial assets, at FVPL	4	2,146,065	1,580,672
- Impairment loss on property, plant and equipment	8	5,173,587	–
- Impairment loss on intangible assets	8	5,454,155	404,595
- Interest income	7	(5,800)	(107,813)
- Interest expense	9	148,259	338,608
- Income tax (credit)/expense	10	(616,083)	2,872,162
- Loss allowance on financial assets	28(b)	2,344,812	6,037,201
- Reversal of loss allowance on financial assets	28(b)	–	(200,492)
- Share of loss/(profit) of associated companies	19	4,656	(1,698)
- Unrealised currency translation losses		133,761	113,306
Operating cash flow before working capital changes		(3,332,952)	22,650,969
Change in working capital:			
- Trade and other receivables		2,014,800	2,234,308
- Trade and other payables		800,034	(5,293,927)
- Other current assets		8,244,879	(3,178,814)
- Financial assets, at FVPL		1,687,518	(2,935,020)
Cash generated from operations		9,414,279	13,477,516
Interest received		5,800	107,813
Income tax paid		(2,703,618)	(141,267)
Net cash generated from operating activities		6,716,461	13,444,062
Cash flows from investing activities			
Purchase of property, plant and equipment		(2,343,105)	(3,130,437)
Proceeds from disposal of property, plant and equipment		8,000	31,731
Net cash used in investing activities		(2,335,105)	(3,098,706)
Cash flows from financing activities			
Proceeds from bank borrowings		7,250,000	2,500,000
Repayment of bank borrowings		(7,500,000)	(13,860,025)
Repayment of lease liabilities		(296,535)	(44,961)
Interest paid		(145,384)	(337,932)
Net cash used in financing activities		(691,919)	(11,742,918)
Net changes in cash and cash equivalents		3,689,437	(1,397,562)
Cash and cash equivalents			
Beginning of financial year		5,802,438	7,230,720
Effect on currency translation on cash and cash equivalents		22,053	(30,720)
End of financial year	12	9,513,928	5,802,438

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2025

Reconciliation of liabilities arising from financing activities:

				NON-CASH CHANGES					
	1 APRIL 2024	PROCEEDS FROM BORROWINGS	PRINCIPAL AND INTEREST PAYMENTS	ADDITION DURING THE YEAR	DE-RECOGNITION OF LEASES	INTEREST EXPENSE	MOVEMENT IN ACCRUED INTERESTS	CURRENCY TRANSLATION DIFFERENCES	31 MARCH 2025
	$	$	$	$	$	$	$	$	$
Bank borrowings	1,625,000	7,250,000	(7,625,283)	–	–	128,158	(2,875)	–	1,375,000
Lease liabilities	70,162	–	(316,636)	689,615	(12,088)	20,101	–	–	451,154

				NON-CASH CHANGES					
	1 APRIL 2023	PROCEEDS FROM BORROWINGS	PRINCIPAL AND INTEREST PAYMENTS	ADDITION DURING THE YEAR	DE-RECOGNITION OF LEASES	INTEREST EXPENSE	MOVEMENT IN ACCRUED INTERESTS	CURRENCY TRANSLATION DIFFERENCES	31 MARCH 2024
	$	$	$	$	$	$	$	$	$
Bank borrowings	12,876,965	2,500,000	(14,195,079)	–	–	335,730	(676)	108,060	1,625,000
Lease liabilities	43,137	-	(47,839)	72,353	–	2,878	–	(367)	70,162

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

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

1. CORPORATE INFORMATION

The Company

UnUsUaL Limited (the "**Company**") is listed on Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited ("**SGX-ST**") and incorporated and domiciled in Singapore. The address of its registered and principal place of business is located at 45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary corporations and associated companies are described in Notes 18 and 19 to the financial statements.

The Company's immediate holding corporation is UnUsUaL Management Pte. Ltd. incorporated in Singapore. The ultimate holding corporation of the Company is mm2 Asia Ltd., incorporated in Singapore and is listed in SGX-ST.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

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

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.

The consolidated financial statements are presented in Singapore Dollar except otherwise indicated.

Interpretations and amendments to published standards effective in 2025

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

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

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 Revenue recognition

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

(a) *Production*

(i) *Supply of equipment*

Revenue from provision of stage sound system and equipment is recognised upon completion of the events.

(ii) *Rendering of services*

Revenue from the rendering of technical services is recognised when the services are rendered upon completion of the events.

(b) *Promotion*

(i) *Admission fees and sponsorship*

Revenue from artistic performances and other special events, including the related sponsorship received is recognised when the events have taken place. When subscriptions to a number of events are sold, the fee is allocated to each event on a basis which reflects the extent to which services are performed at each event.

(ii) *Other promotion*

Revenue from trading of performance rights is recognised when the customer obtains control of the rights.

(iii) *Investment income*

Investment in concerts and other entertainment events are measured at fair value through profit or loss with gain or loss arising from net changes in fair value of such financial instrument recognised as revenue in the statement of comprehensive income.

The accounting policy on the recognition and measurement of investment in concerts and other entertainment events is disclosed in Note 2.10 to the financial statements.

(c) *Others*

(i) Revenue from co-management of exhibition/concert halls is recognised upon completion of the events.

(ii) Revenue from provision of exhibition/concert halls and related equipment is recognised upon completion of the events.

(iii) Revenue from provision of equipment is recognised on a straight-line basis over the lease term.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 Revenue recognition (continued)

(d) Interest income

Interest income is recognised using the effective interest method.

Revenue is deferred until completion of related show/event. These are included under contract liabilities disclosed in Note 21 to the financial statements.

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.

2.4 Group accounting

(a) Subsidiary corporations

(i) Consolidation

Subsidiary corporations 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. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on 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 subsidiary corporations have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary corporation'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 consolidated statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary corporation, even if this results in the non-controlling interests having a deficit balance.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting (continued)

(a) Subsidiary corporations (continued)

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group, other than those entities which are under common control.

The consideration transferred for the acquisition of a subsidiary corporation 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 corporations 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.

Acquisitions of entities under common control have been accounted for using the pooling-of-interest method. Under this method:

- The consolidated financial statements of the Group have been prepared as if the Group structure immediately after the transaction has been in existence since the earliest date the entities are under common control;
- The assets and liabilities are brought into the consolidated financial statements at their existing carrying amounts from the perspective of the controlling party;
- The consolidated statement of comprehensive income includes the results of the acquired entities since the earliest date the entities are under common control;
- The cost of investment is recorded at the aggregate of the nominal value of the equity shares issued, cash and cash equivalents and fair values of other consideration; and
- On consolidation, the difference between the cost of investment and the nominal value of the share capital of the merged subsidiary corporation is taken to merger reserve.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting (continued)

(a) Subsidiary corporations (continued)

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary corporation results in a loss of control over the subsidiary corporation, the assets and liabilities of the subsidiary corporation 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).

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.

The accounting policy on the investments in subsidiary corporations in the separate financial statements of the Company is disclosed in Note 2.8 to the financial statements.

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary corporation that do not result in a loss of control over the subsidiary corporation 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.

(c) Associated companies

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Investments in associated companies are accounted for in the consolidated financial statements and the separate financial statements of the Company using the equity method of accounting less impairment losses, if any.

(i) Acquisitions

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies represent the excess of the cost of acquisition of the associated companies over the Group's share of the fair value of the identifiable net assets of the associated companies are included in the carrying amount of the investments.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting (continued)

(c) Associated companies (continued)

(ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of its associated companies' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in associated companies equals to or exceeds its interest in the associated companies, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated companies. If the associated companies subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(iii) Disposals

Investments in associated companies are derecognised when the Group and the Company loses significant influence. If the retained equity interest in the former associated company is a financial asset, the retained equity interest is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

The accounting policy on the investments in associated companies in the separate financial statements of the Company is disclosed in Note 2.8 to the financial statements.

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.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Property, plant and equipment (continued)

(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
Computers and office equipment	3 to 5 years
Furniture, fittings and renovation	5 years
Lighting equipment	10 years
Motor vehicles	5 years
Rental equipment	5 and 10 years

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

Intangible assets comprised of intellectual property rights and development content recognised by the Group for conceptual ideas or specific content. It is initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation on IP rights and development content is calculated on straight-line basis over maximum useful life of 10 years. The amortisation is recognised to profit or loss over its useful life.

The remaining amortisation period for intellectual property rights is 3 years (2024: 4 years) and development content is 8 years (2024: 9 years).

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Borrowing costs

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

2.8 Investments in subsidiary corporations and associated companies

Investments in subsidiary corporations are carried at cost less accumulated impairment losses in the Company's statement of financial position.

Investments in associated companies is accounted using the equity method of accounting less impairment losses, if any, 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

Property, plant and equipment, intangible assets, other current assets and investments in subsidiary corporations and associated companies 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 costs of disposal ("**FVLCOD**") and the value-in-use ("**VIU**")) 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 cash-generating units ("**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.

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

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

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets

(a) Classification and measurement

The Group classifies its financial assets at amortised cost and fair value through profit or loss ("**FVPL**").

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, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial asset carried at FVPL are expensed in profit or loss.

<u>At subsequent measurement</u>

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

There are two subsequent measurement categories, depending on the Group's business model for managing the assets and the cash flow characteristics of the asset.

- *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 recognised using the effective interest rate method.

- *Fair value through profit or loss ("**FVPL**")*

  Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in revenue as set out in Note 2.2(b)(iii) to the financial statements.

  Forex exchange gains and losses that related to financial assets, at FVPL are presented within "other losses – net".

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28(b) to the financial statements details how the Group determines whether there has been a significant increase in credit risk.

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

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

(c) Recognition and derecognition

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

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

On disposal of a debt instrument, the difference between the carrying amount and the sales 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.

2.11 Other current assets

The other current assets comprised of prepaid expenses relate to event expenses including show/event fee advances or deposits and other costs directly related to future shows/events. These prepaid costs are charged to statement of comprehensive income upon completion of the related shows/events.

2.12 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 liabilities simultaneously.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Financial guarantees

The Company has issued a corporate guarantee to a bank for a banking facility of its subsidiary corporation. This guarantee is a financial guarantee as it requires the Company to reimburse the banks if the subsidiary corporation fail to make principal or interest payments when due in accordance with the terms of its 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:

(a) 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

(b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9 under Note 2.10 to the financial statements.

2.14 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.

Covenants that the Group is required to comply with on or before the end of the reporting period are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification at the reporting date.

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 or loss over the period of the borrowings using the effective interest method.

2.15 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.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.16 Leases

(i) 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 (presented within "Property, plant and equipment")

  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 has not been obtained are added to the carrying amounts of the right-of-use assets.

  This right-of-use asset is 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.

	Useful lives
Motor vehicle	2 years
Office and warehouse spaces	3 years
Office equipment	5 years

- Lease liabilities

  The initial measurement of a 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; and

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

  For a 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.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.16 Leases (continued)

(i) When the Group is the lessee: (continued)

- Lease liabilities (continued)

  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 a 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 recognise right-of-use assets and lease liabilities for short-term leases and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(ii) When the Group is the lessor:

The Group leases equipment under operating leases to non-related party.

- Lessor – operating leases

  Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

  Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

  Contingent rents are recognised as income in profit or loss when earned.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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 and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred 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 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 tax liability is recognised on temporary differences arising on investments in subsidiary corporations 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 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 tax is measured:

(i) at the tax rates that are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; 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 taxes are recognised as income or expense in profit or loss.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the statement of comprehensive income as finance expense.

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

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.19 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 on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlements

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.

(c) Profit sharing and bonus plan

The Group recognises a liability and an expense for bonuses, based on a formula that takes into consideration of profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision when contractual obliged to pay or when there is a past practice that has created a constructive obligation to pay.

2.20 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 Dollars, 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 and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

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.

All foreign exchange gains and losses impacting profit or loss are presented in the consolidated statement of comprehensive income within "Other losses – 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.

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.20 Currency translation (continued)

(c) Translation of Group entities' financial statements

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

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

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

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

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.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision-maker whose members are responsible for allocating resources and assessing performance of the operating segments.

2.22 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

2.23 Share capital

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

2.24 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

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

*(a) Expected credit losses ("**ECL**") on trade and other receivables*

The impairment provisions for trade and other receivables are based on expected credit losses. The Group uses judgements and estimates in making these assumptions and selecting the inputs to the ECL, which take into accounts relevant historical information to evaluate the probability of default of trade and other receivables and incorporated forward-looking information including, inflation rate, GDP growth rate and unemployment rate at the end of each reporting period. The amount of ECL is sensitive to changes in circumstances and forward looking information. The Group's historical credit loss experience and applied forward looking information may also not be representative of a debtor's actual default in the future. Changes in these assumptions and estimates could materially affect the results of the assessment and it may be necessary to make an additional impairment charge to profit or loss.

The carrying amount of the Group's and the Company's trade and other receivables are disclosed in Note 13 to the financial statements.

The Group's credit risk exposure for trade and other receivables are set out in Note 28(b) to the financial statements.

*(b) Valuation of property, plant and equipment ("**PPE**") and intangible assets*

Intangible assets with finite useful lives and property, plant and equipment are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

During the financial year, impairment indicators were identified in certain PPE and an intangible asset due to changes in business strategies and priorities driven by changing market conditions and reduced expectations of future economic benefits. No such indicators were noted in the remaining PPE and intangible asset. Accordingly, impairment assessments were carried out on these assets.

Intangible assets

For the intangible asset related to development content, with a carrying amount of $11,004,488, impairment indicators were identified. Management has engaged an independent certified valuer to assist in determining the recoverable amount using both FVLCOD and VIU methods. The assumptions and estimates used in deriving the FVLCOD are evaluated, taking into consideration market participants information and discounted future cash flows. In assessing the VIU, the estimated future cash flow are discounted to their present value using a pre-tax discounts that reflect market assessment of the time value of money and risk specific of the asset. Based on the impairment assessment, the recoverable amount was determined based on higher of two, which was the FVLCOD method. The detail of impairment assessment and recoverable amount of intangible assets as at 31 March 2025 and 2024 are disclosed in Note 20 to the financial statements..

The assessment process involves significant management estimation and relies on assumptions that are influenced by future market and economic conditions. It also requires the use of significant judgements such as the discount rate, expected return, profit margin, estimated project timeframe.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(b) *Valuation of property, plant and equipment (“**PPE**”) and intangible assets (continued)*

Property, plant and equipment

The Group reviews its PPE for indications of impairment at the end of each reporting period. In the event potential impairment indicators are identified, the Group will use projections of future cash flows to determine the recoverable amounts from the assets based on management assumptions.

As at 31 March 2025, management has assessed that apart from certain PPE, comprising rental equipment with carrying amount of $5,173,587, there was no indication of impairment for remaining PPE.

During the financial year, following the end of previous tenancy arrangement, management has been actively exploring alternative uses or seeking new tenants. However, the market for this type of asset is niche, and no conclusive agreements were reached despite a few potential negotiations. Due to absence of continued expected future economic benefits, the management was unable to reliably determine the recoverable amount using VIU method. Accordingly, the recoverable amounts of cash-generating units (“**CGUs**”) to which the identified PPE is attributable to, are determined using FVLCOD method.

Based on the impairment assessment, the Group recognised an impairment loss of $5,173,587 and the carrying amount of PPE as at 31 March 2025 and 2024 are disclosed in Note 16 to the financial statements.

The recoverable amount of certain PPE is assessed by reference to market quotations which involves significant management estimation and relies on assumptions that are influenced by future market and economic conditions.

(c) *Financial assets, at FVPL*

When the fair value of financial instruments at FVPL recorded in the statement of financial position cannot be measured/derived based on quote prices in active markets, their fair values are determined using valuation techniques including discounted cash flow models. The inputs of these models taken relevant observable markets/sources where possible, but where this is not feasible, certain degrees of judgement and estimates are required in establishing fair values. The valuation requires management to make certain key assumptions with significant estimates and judgements, including, inter alia, estimated ticket sales, estimated cost of sales, discount rate and other relevant factors. Changes in assumptions and estimates relating to these factors could affect the reported fair value of the financial assets.

The carrying amount of the financial assets, at FVPL are disclosed in Note 15 to the financial statements.

4. REVENUE

Disaggregation of revenue from contracts with customers

	GROUP	
	2025	2024
	$	$
At a point in time:		
Production	5,412,000	4,385,742
Promotion	48,572,555	71,333,040
Others	1,380,103	290,354
	55,364,658	76,009,136
Loss on financial assets, at FVPL (Note 15)	(2,146,065)	(1,580,672)
	53,218,593	74,428,464
Geographical regions based on location of customers		
Singapore	45,430,230	41,928,654
Malaysia	4,564,748	24,853,889
Australia	1,003,019	6,931,481
Others	2,220,596	714,440
	53,218,593	74,428,464

5. EXPENSES BY NATURE

	GROUP	
	2025	2024
	$	$
Amortisation of intangible assets (Note 20)	1,696,136	1,696,135
Show fees	24,390,227	20,266,310
Concert and event hosting	22,381,990	18,499,523
Depreciation of property, plant and equipment (Note 16)	2,717,531	2,212,485
Employee compensation (Note 6)	2,651,768	4,313,478
Equipment rental	565,299	1,442,118
Manpower/subcontractor	5,615,877	5,514,904
Material cost	177,056	121,294
Professional fees	439,670	382,604
Rental expenses (Note 17(d))	485,665	473,637
Storage expenses	161,045	379,924
Transportation and freight cost	1,677,254	1,932,677
Other expenses	336,983	350,235
Total cost of sales and administrative expenses	63,296,501	57,585,324

6. EMPLOYEE COMPENSATION

	GROUP	
	2025	2024
	$	$
Salaries and bonuses	2,147,065	2,087,877
Directors' fees	100,000	100,000
Directors' incentives	–	1,708,600
Employer's contribution to defined contributions plans including Central Provident Fund	234,819	221,281
Other short-term benefits	169,884	195,720
	2,651,768	4,313,478

Key management's remuneration is disclosed in Note 29(b) to the financial statements.

7. OTHER INCOME

	GROUP	
	2025	2024
	$	$
Interest income - Bank deposits	5,800	107,813
Government grants		
- Wage credit scheme	–	12,582
- NSman relief	7,809	8,908
- Corporate income tax rebate cash grant	6,000	–
- Other grants [(a)]	9,106	938
	22,915	22,428
Miscellaneous income	214,519	99,884
	237,434	122,312
	243,234	230,125

(a) The other grants include government-paid maternity benefit scheme, wage subsidy programme and special government credit.

8. OTHER LOSSES - NET

	GROUP	
	2025	2024
	$	$
(Loss)/Gain on foreign exchange – net	(185,971)	82,919
Gain on disposal of property, plant and equipment	8,000	31,731
Gain arising from derecognition of lease	548	–
Property, plant and equipment written off	(3,281)	–
Impairment loss on property, plant and equipment	(5,173,587)	–
Impairment loss on intangible assets	(5,454,155)	(404,595)
	(10,808,446)	(289,945)

9. FINANCE EXPENSES

	GROUP	
	2025	2024
	$	$
Interest expenses		
- Bank borrowings	128,158	335,730
- Lease liabilities (Note 17(c))	20,101	2,878
	148,259	338,608

10. INCOME TAX EXPENSES/(CREDIT)

	GROUP	
	2025	2024
	$	$
Tax (credit)/expense attributable to profit is made up of:		
(Loss)/Profit for the financial year		
- Current income tax	4,638	2,553,700
- Deferred tax (Note 23)	(876,174)	536,187
	(871,536)	3,089,887
Under/(Over) provision in prior financial years		
- Current income tax	20,570	(4,892)
- Deferred tax (Note 23)	234,883	(212,833)
	255,453	(217,725)
	(616,083)	2,872,162

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

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

	GROUP	
	2025	2024
	$	$
(Loss)/Profit before income tax	(23,140,847)	10,609,701
Tax calculated at tax rate 17% (2024: 17%)	(3,933,944)	1,803,649
Effects of:		
- different tax rates in other countries	(66,565)	109,873
- expenses not deductible for tax purposes	1,923,703	1,366,810
- income not subject to tax	(5,077)	(35,023)
- tax incentives and rebates	1,360	–
- deferred tax assets not recognised	1,208,987	–
- utilisation of deferred tax assets previously not recognised	–	(112,678)
- under/(over) provision of income tax in prior financial years	255,453	(217,725)
- others	–	(42,744)
	(616,083)	2,872,162

The Group has unrecognised tax losses of $7,111,688 (2024: $Nil) at the reporting date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by the entity with unrecognised tax losses and capital allowances in their country of incorporation. The tax losses have no expiry date.

11. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

There were no diluted earnings per share for the financial years ended 31 March 2025 and 2024 as there were no dilutive potential ordinary shares outstanding.

	GROUP	
	2025	2024
Net (loss)/profit attributable to equity holders of the Company ($)	(23,349,743)	7,728,974
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share	1,029,179,292	1,029,179,292
Basic and diluted per share (cents per share)	(2.27)	0.75

12. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2025	2024	2025	2024
	$	$	$	$
Cash at bank and on hand	9,513,928	5,802,438	122,291	354,101

13. TRADE AND OTHER RECEIVABLES

	GROUP	
	2025	2024
	$	$
Trade receivables		
- Related parties [(a)]	812,833	659,612
- Non-related parties	8,271,497	8,883,068
	9,084,330	9,542,680
Less: Loss allowance (Note 28(b))		
- Non-related parties	(6,351,320)	(4,601,309)
Trade receivables – net	2,733,010	4,941,371
Other receivables		
- Associated companies [(b)]	3,832	2,769
- Other related parties [(c)]	–	1,137,373
- Non-related parties	4,620,325	4,428,074
	4,624,157	5,568,216
Less: Loss allowance (Note 28(b))		
- Non-related party	(4,147,966)	(3,558,557)
Other receivables - net	476,191	2,009,659
Deposits	285,486	206,636
Prepayments	48,844	77,331
Accrued income	58,642	55,974
	3,602,173	7,290,971

13. TRADE AND OTHER RECEIVABLES (CONTINUED)

	COMPANY	
	2025	2024
	$	$
Trade receivables - Subsidiary corporations	5,001,550	3,342,750
Other receivables - Other related parties (C)	–	1,137,373
Loan to subsidiary corporations (d)	19,077,581	20,869,614
Deposits	38,770	38,770
Prepayments	10,950	19,937
	24,128,851	25,408,444

(a) Related parties are entities controlled and able to exercise significant influence by the ultimate holding corporation. Trade receivables from related parties are non-interest bearing.

(b) Other receivables due from associated companies of the Group are non-trade in nature, unsecured, interest-free and repayable on demand.

(c) Other receivables due from other related parties include an amount of contracted incentives to be recovered from the overpaid contracted incentives to the Group's key management personnel.

(d) Loan to subsidiary corporations are interest-bearing ranging from 1% to 5.52% (2024: from 1% to 5.53%) per annum, unsecured and repayable on demand.

14. OTHER CURRENT ASSETS

	GROUP	
	2025	2024
	$	$
Prepaid expense relating to future production, promotion and other activities	4,926,286	13,171,165

15. FINANCIAL ASSETS, AT FVPL

	GROUP	
	2025	2024
	$	$
Beginning of financial year	5,841,655	4,503,949
Additions	1,328,809	3,209,670
Change in fair value, net (Note 4)	(2,146,065)	(1,580,672)
Settlement (i)	(3,573,760)	(274,650)
Exchange difference	(113,381)	(16,642)
End of financial year	1,337,258	5,841,655

(i) Included in settlement is an outstanding receivable amounting to $557,433 (2024: $Nil), which remained unpaid as at year-end and is included under trade receivables.

15. FINANCIAL ASSETS, AT FVPL (CONTINUED)

The financial assets, at FVPL represent investments in concerts and other entertainment events, which entitle the Group to, among others, the rights to share a certain percentage of the net profit or loss of the respective concerts and entertainment events attributed to the Group, as appropriate, in accordance with the terms of the respective investment agreements. These investments are classified as financial assets at FVPL as their contractual cash flows are not solely payments of principal and interest.

The Group performed valuation assessment for the financial assets, at FVPL to determine the fair value for its investment in concerts and other entertainment events at each financial year end. As these instruments are not traded in an active market, their fair values have been determined by using valuation techniques, including discounted cash flow approach, taking into consideration market participants information to evaluate the fair value of these investments in concerts and other entertainment events as at 31 March 2025 and 2024. The key assumptions used in the valuation includes, but not limited to, estimated ticket sales, estimated cost of sales, and discount rate. Based on the Group's evaluation, the fair value loss on the investments amounting to $2,146,065 (2024: $1,580,672) had been recognised under revenue for the financial year ended 31 March 2025.

Total unrealised fair value losses for the financial year ended 31 March 2025 included in consolidated statement of comprehensive income for financial assets, at FVPL at the end of the financial year amounting to $1,441,486 (2024: $1,588,429).

The fair values are within Level 3 of the fair value hierarchy.

Sensitivity analysis

If estimated ticket sales, estimated cost of sales, and discount rate had changed by 5% (2024: 5%) respectively with all other variables held constant, the effects would have been:

	INCREASE/(DECREASE) IN FINANCIAL ASSETS, AT FVPL	
	2025	2024
	$	$
Estimated ticket sales		
- increased by 5%	210,382	1,017,083
- decreased by 5%	(210,382)	(1,017,083)
Estimated cost of sales		
- increased by 5%	(174,995)	(932,924)
- decreased by 5%	174,995	932,924
Discount rate		
- increased by 5%	(4,871)	(166,118)
- decreased by 5%	5,216	194,317

16. PROPERTY, PLANT AND EQUIPMENT

	COMPUTERS AND OFFICE EQUIPMENT	FURNITURE, FITTINGS AND RENOVATION	LIGHTING EQUIPMENT	MOTOR VEHICLES	RENTAL EQUIPMENT	OFFICE AND WAREHOUSE SPACES	TOTAL
	$	$	$	$	$	$	$
Group							
31 March 2025							
Cost							
Beginning of financial year	339,070	209,032	8,184,554	489,855	16,335,286	59,711	25,617,508
Currency translation differences	462	3,161	10,641	635	27,601	2,700	45,200
Additions	24,707	–	1,696,081	–	622,317	689,615	3,032,720
Disposals	–	–	–	(58,053)	–	–	(58,053)
Written-off	(10,673)	(73,095)	–	–	–	(62,411)	(146,179)
Derecognition of lease	–	–	–	(55,396)	–	–	(55,396)
End of financial year	353,566	139,098	9,891,276	377,041	16,985,204	689,615	28,435,800
Accumulated depreciation and impairment losses							
Beginning of financial year	290,268	204,924	4,591,165	331,409	5,426,474	59,711	10,903,951
Currency translation differences	462	2,980	6,578	635	20,065	2,700	33,420
Depreciation charge (Note 5)	26,149	1,008	759,922	46,917	1,624,930	258,605	2,717,531
Impairment charge (Note 8)	–	–	–	–	5,173,587	–	5,173,587
Disposals	–	–	–	(58,053)	–	–	(58,053)
Written-off	(10,673)	(69,814)	–	–	–	(62,411)	(142,898)
Derecognition of lease	–	–	–	(43,856)	–	–	(43,856)
End of financial year	306,206	139,098	5,357,665	277,052	12,245,056	258,605	18,583,682
Net book value							
End of financial year	47,360	-	4,533,611	99,989	4,740,148	431,010	9,852,118

16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	COMPUTERS AND OFFICE EQUIPMENT	FURNITURE, FITTINGS AND RENOVATION	LIGHTING EQUIPMENT	MOTOR VEHICLES	RENTAL EQUIPMENT	OFFICE AND WAREHOUSE SPACES	TOTAL
	$	$	$	$	$	$	$
Group							
31 March 2024							
Cost							
Beginning of financial year	307,525	212,826	6,778,175	699,926	13,565,463	62,951	21,626,866
Currency translation differences	(555)	(3,794)	(9,702)	(579)	(25,165)	(3,240)	(43,035)
Additions	38,800	–	1,416,081	55,396	2,794,988	–	4,305,265
Disposals	(6,700)	–	–	(264,888)	–	–	(271,588)
End of financial year	339,070	209,032	8,184,554	489,855	16,335,286	59,711	25,617,508
Accumulated depreciation							
Beginning of financial year	280,974	202,576	3,947,235	561,124	3,944,531	55,942	8,992,382
Currency translation differences	(550)	(3,334)	(5,154)	(564)	(16,763)	(2,963)	(29,328)
Depreciation charge (Note 5)	16,544	5,682	649,084	35,737	1,498,706	6,732	2,212,485
Disposals	(6,700)	–	–	(264,888)	–	–	(271,588)
End of financial year	290,268	204,924	4,591,165	331,409	5,426,474	59,711	10,903,951
Net book value							
End of financial year	48,802	4,108	3,593,389	158,446	10,908,812	–	14,713,557

Right-of-use assets acquired under the leasing arrangement are presented together with owned assets of the same class. Details of such leased assets are disclosed in Note 17(a) to the financial statements.

As at 31 March 2025, no impairment indicators were identified, except for rental equipment with carrying amount of $5,173,587. During the financial year, following the end of previous tenancy arrangement, management has been actively exploring alternative uses or seeking new tenants. However, the market for this type of asset is niche, no conclusive agreements have been reached despite a few potential negotiations. Due to absence of continued expected future economic benefits, the management was unable to reliably determine the recoverable amount using VIU method. Accordingly, management determined the recoverable amount using the FVLCOD method based on the available market quotations.

Based on the impairment assessment, the Group has recognised an impairment loss of $5,173,587 (2024: $Nil) for the financial year ended 31 March 2025. The fair value is within Level 3 of the fair value hierarchy.

If the quoted price increase by 10%, the recoverable amount of the rental equipment would have been higher by $26,129 (2024: $Nil) as at 31 March 2025.

16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the financial year ended 31 March 2024, the Group recorded an addition of $751,869 to property, plant and equipment by offsetting the prepayments made in prior year.

The depreciation charge for the financial year included in cost of sales and administrative expenses amounting to $2,384,848 (2024: $2,148,070) and $332,683 (2024: $64,415) respectively.

	COMPUTERS AND OFFICE EQUIPMENT	FURNITURE, FITTINGS AND RENOVATION	TOTAL
	$	$	$
Company			
31 March 2025 and 2024			
Cost			
Beginning and end of financial year	6,900	25,077	31,977
Accumulated depreciation			
Beginning and end of financial year	6,900	25,077	31,977
Net book value			
End of financial year	–	–	–

17. LEASES – THE GROUP AS A LESSEE

The Group leases office and warehouse spaces, office equipment and motor vehicles for back-office operations.

There are no restrictions or covenants imposed by lease arrangements.

(a) Carrying amounts

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

	GROUP	
	2025	2024
	$	$
Motor vehicles	99,989	158,446
Office and warehouse spaces	431,010	–
Office equipment	13,283	16,674
	544,282	175,120

17. LEASES – THE GROUP AS A LESSEE (CONTINUED)

(b) Depreciation charge during the financial year

	GROUP	
	2025	2024
	$	$
Motor vehicles	46,917	35,376
Office and warehouse spaces	258,605	6,732
Office equipment	3,391	283
	308,913	42,391

(c) Interest expense

	GROUP	
	2025	2024
	$	$
Interest expense on lease liabilities (Note 9)	20,101	2,878

(d) Lease expense not capitalised in lease liabilities

	GROUP	
	2025	2024
	$	$
Lease expense (Note 5)		
- short-term leases	485,665	472,950
- low-value lease	–	687
	485,665	473,637

(e) Cash outflow

	GROUP	
	2025	2024
	$	$
Total cash outflow for all the leases	543,151	408,766

(f) Addition of right-of-use assets during the financial year was $689,615 (2024: $72,353).

18. INVESTMENTS IN SUBSIDIARY CORPORATIONS

	COMPANY	
	2025	2024
	$	$
Equity investments at cost		
Beginning of the financial year	242,296	242,296
Impairment charge	(208,800)	–
End of the financial year	33,496	242,296

Movements in the accumulated impairment of investments in subsidiary corporations are as follows:

	COMPANY	
	2025	2024
	$	$
Beginning of the financial year	–	–
Impairment charge	208,800	–
End of the financial year	208,800	–

As at 31 March 2025, the Company assessed its investments in subsidiary corporations for indicators of impairment and identified such indicators. Accordingly, an impairment assessment was performed, resulting an impairment loss of $208,800 (2024: $Nil) was recognised during the financial year, primarily in relation to a subsidiary corporation whose recoverable amount is lower than the Company's cost of investment.

18. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONTINUED)

The Group had the following subsidiary corporations:

NAME OF COMPANIES	PRINCIPAL ACTIVITIES	COUNTRY OF BUSINESS/ INCORPORATION	PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY THE GROUP		PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY THE COMPANY	
			2025	2024	2025	2024
			%	%	%	%
Held by the Company						
UnUsUaL Entertainment Pte. Ltd.[a]	Organising and promoting all kinds of shows, entertainment acts and other related services	Singapore	100	100	100	100
UnUsUaL Productions Pte. Ltd.[a]	Provision of stage, lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	100	100
UnUsUaL Development Pte. Ltd.[a]	Provision of stage, lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	100	100
UnUsUaL Entertainment International Limited[b][e]	Provision of concert production services promotion of artiste services, provision of stage equipment and investment in concert production	Hong Kong	100	100	100	100
UnUsUaL Productions (M) Sdn. Bhd.[c][e]	Organising and management of events	Malaysia	100	100	100	100
UnUsUaL Culture Development Co., Ltd.[d][e]	Organising and management of events	China	100	100	100	100
Held by UnUsUaL Entertainment Pte. Ltd.						
Mercury Rights Pte. Ltd.[f]	Other holding companies	Singapore	–	60	–	60

(a) Audited by CLA Global TS Public Accounting Corporation.
(b) Audited by Fan, Chan & Co. (Hong Kong) for local statutory purpose.
(c) Audited by STH & Co, Chartered Accountants, Malaysia for local statutory purpose.
(d) Not required to be audited under the laws of the country of incorporation.
(e) For the purpose of preparing the consolidated financial statements, these financial statements have been audited or reviewed by CLA Global TS Public Accounting Corporation.
(f) Struck off on 4 June 2024.

In accordance to Rule 716 of the SGX-ST - Listing Rules, the AC and the Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiary corporations and associated companies would not compromise the standard and effectiveness of the audit of the Group.

19. INVESTMENTS IN ASSOCIATED COMPANIES

	GROUP AND COMPANY	
	2025	2024
	$	$
Beginning of financial year	703,602	701,904
Share of (loss)/profit during the financial year	(4,656)	1,698
End of financial year	698,946	703,602

The Group has the following associated companies:

NAME OF ASSOCIATED COMPANIES	PRINCIPAL ACTIVITIES	COUNTRY OF INCORPORATION	% OF OWNERSHIP INTEREST	
			2025	2024
			%	%
Held by the Company				
White Mount International Pte. Ltd. [(a)]	Production of live theatrical presentations	Singapore	50	50
Held by White Mount International Pte. Ltd.				
Isotope Productions Pte. Ltd. [(a)]	Motion picture, video, television and other programme production activities	Singapore	100	100

(a) Audited by Excelsior Partners, PAF, Singapore

The Group's and the Company's material associated companies are summarised below:

	GROUP AND COMPANY	
	2025	2024
	$	$
White Mount International Pte. Ltd.	698,946	703,602

There are no contingent liabilities relating to the Group's interest in the associated companies.

19. INVESTMENTS IN ASSOCIATED COMPANIES (CONTINUED)

Set out below are the summarised financial information of the Group's and the Company's material associated companies.

Summarised statement of comprehensive income for the financial years ended 31 March:

	WHITE MOUNT INTERNATIONAL PTE. LTD. AND ITS SUBSIDIARY CORPORATION	
	2025	2024
	$	$
Total comprehensive (loss)/income, representing net (loss)/profit	(9,311)	3,395

Summarised statement of financial position as at 31 March:

	WHITE MOUNT INTERNATIONAL PTE. LTD. AND ITS SUBSIDIARY CORPORATION	
	2025	2024
	$	$
Current assets	1,406,725	1,414,683
Current liabilities	(8,832)	(7,480)
Net assets	1,397,893	1,407,203
Includes in current assets:		
- Cash and cash equivalents	653,661	581,188
Includes in current liabilities:		
- Financial liabilities	(8,832)	(7,480)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of the Group's and the Company's interest in associated companies, is as follows:

	WHITE MOUNT INTERNATIONAL PTE. LTD. AND ITS SUBSIDIARY CORPORATION	
	2025	2024
	$	$
Reconciliation to carrying amounts:		
Net assets at beginning of financial year	1,407,203	1,403,808
Net (loss)/profit for the financial year	(9,311)	3,395
Net assets at end of financial year	1,397,892	1,407,203
Shareholding in percentage:	50%	50%
Group's share	698,946	703,602
Carrying amount	698,946	703,602

20. INTANGIBLE ASSETS

	GROUP		
	INTELLECTUAL PROPERTY RIGHTS $	DEVELOPMENT CONTENT $	TOTAL $
31 March 2025			
Cost			
Beginning and end of financial year	2,700,000	14,261,354	16,961,354
Accumulated amortisation and impairment loss			
Beginning of financial year	1,710,000	1,830,730	3,540,730
Amortisation charge (Note 5)	270,000	1,426,136	1,696,136
Impairment charge (Note 8)	–	5,454,155	5,454,155
End of financial year	1,980,000	8,711,021	10,691,021
Net book value			
End of financial year	720,000	5,550,333	6,270,333

	GROUP		
	INTELLECTUAL PROPERTY RIGHTS $	DEVELOPMENT CONTENT $	TOTAL $
31 March 2024			
Cost			
Beginning and end of financial year	2,700,000	14,261,354	16,961,354
Accumulated amortisation and impairment loss			
Beginning of financial year	1,440,000	–	1,440,000
Amortisation charge (Note 5)	270,000	1,426,135	1,696,135
Impairment charge (Note 8)	–	404,595	404,595
End of financial year	1,710,000	1,830,730	3,540,730
Net book value			
End of financial year	990,000	12,430,624	13,420,624

20. INTANGIBLE ASSETS (CONTINUED)

As at 31 March 2025, impairment indicators were identified for development content. Management has engaged an independent certified valuer to assist in determining the recoverable amount as at 31 March 2025. The recoverable amount of the development content is determined by FVLCOD using income approach which is higher of FVLCOD and VIU methods for the financial years ended 31 March 2025 and 2024.

The key assumptions used in the estimation of recoverable amount by FVLCOD (2024: FVLCOD) are as follows:

- The cash flow projection is based on market participants information which includes the estimated average ticket price and number of tickets sold per city, derived from comparable show/event. The cash flow projection also includes an industry profit margin of 20% (2024: 20%) and annual inflation rate of 3% (2024: 3%).

- The pre-tax discount rate of 22.7% (2024: 21.3%) is derived from weighted average cost of capital ("**WACC**"). The WACC takes into account of cost of debt and cost of equity. The cost of equity is derived from the similar industry as benchmark. The cost of debt is based on the interest-bearing borrowing the Group is obliged to service.

- This fair value was based on an estimated cumulative net profit ranging from approximately $1.3 million to $3 million (2024: $2.7 million to $3.4 million) for the relevant period.

Based on the impairment assessment, the Group has recognised an impairment loss of $5,454,155 (2024: $404,595) for the financial year ended 31 March 2025.

The fair values are within Level 3 of the fair value hierarchy.

The amortisation charge for the financial year is included in administrative expenses in the statement of comprehensive income.

<u>Sensitivity analysis</u>

If industry profit margin, annual inflation rate, and discount rate had changed by 2% (2024: 2%) respectively with all other variables held constant, the effects would have been:

	INCREASE/(DECREASE) IN DEVELOPMENT CONTENT	
	2025	2024
	$	$
Industry profit margin		
- increased by 2%	555,033	1,222,842
- decreased by 2%	(555,033)	(1,222,842)
Annual inflation rate		
- increased by 2%	372,940	1,244,492
- decreased by 2%	(351,576)	(1,130,563)
Discount rate		
- increased by 2%	(433,662)	(900,609)
- decreased by 2%	482,780	1,009,297

21. TRADE AND OTHER PAYABLES

	GROUP	
	2025	2024
	$	$
Trade payables		
- Associated companies	–	80,436
- Non-related parties	1,953,184	2,205,575
	1,953,184	2,286,011
Other payables		
- Associated companies	701,892	701,892
- Related parties	409,513	122,854
- Non-related parties	214,638	207,602
	1,326,043	1,032,348
Contract liabilities [(1)]	574,329	140,604
Deposit received	1,551,085	–
Accruals for operating expenses	1,927,730	3,070,499
	7,332,371	6,529,462

	COMPANY	
	2025	2024
	$	$
Other payables		
- Associated companies	50,000	50,000
- Related parties	409,513	122,854
- Non-related parties	58,978	213,482
	518,491	386,336
Accruals for operating expenses	191,771	1,857,512
	710,262	2,243,848

Other payables due to related parties and associated companies are interest-free, unsecured and repayable on demand.

(1) Contract liabilities relate to payments received in advance from customers. The related amounts are recognised as revenue when the Group fulfils its performance obligations under the contract.

As at 1 April 2023, the contract liabilities balance were amounted to $3,969,302.

Revenue recognised in the financial year ended 31 March 2025 amounted to $73,104 (2024: $3,794,302) were included in the contract liabilities balance at the beginning of the financial year. There are no revenue recognised in the current financial year from performance obligations satisfied in previous financial years.

Unsatisfied performance obligations

Management expects that the transaction price allocated to unsatisfied performance obligations as at 31 March 2025 and 2024 will be recognised as revenue in the next reporting periods.

As permitted under SFRS(I) 15, the aggregated transaction price allocated to unsatisfied contracts of periods one year or less, or are billed based on time incurred, are not disclosed.

22. BORROWINGS

	GROUP	
	2025	2024
	$	$
Current		
Bank borrowings	1,375,000	1,250,000
Lease liabilities	351,470	44,441
	1,726,470	1,294,441
Non-current		
Bank borrowings	–	375,000
Lease liabilities	99,684	25,721
	99,684	400,721
Total borrowings	1,826,154	1,695,162

The exposure of the borrowings of the Group to interest rate changes and the contractual re-pricing dates at the reporting date are as follows:

	GROUP	
	2025	2024
	$	$
6 months or less	1,000,000	500,000

The fair values of non-current borrowings approximate their carrying amounts as they are frequently repriced to market interest rates.

The range of floating interest rates paid were as follows:

	GROUP	
	2025	2024
	%	%
Bank borrowings	2.50% to 5.49%	2.50% to 6.08%

The fair values are within Level 2 of the fair value hierarchy.

23. DEFERRED TAXES

Deferred 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 taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

	GROUP	
	2025	2024
	$	$
Deferred tax liabilities		
- To be settled after one year	323,770	962,648

The movement in deferred tax liabilities and assets are as follows:

	ACCELERATED TAX DEPRECIATION	OTHERS	TOTAL
	$	$	$
Group			
31 March 2025			
Beginning of financial year	2,223,032	(1,260,384)	962,648
Currency translation differences	2,413	–	2,413
Tax charged/(credited) to profit or loss (Note 10)	556,536	(1,197,827)	(641,291)
End of financial year	2,781,981	(2,458,211)	323,770
31 March 2024			
Beginning of financial year	1,678,193	(1,033,403)	644,790
Currency translation differences	(5,496)	–	(5,496)
Tax charged/(credited) to profit or loss (Note 10)	550,335	(226,981)	323,354
End of financial year	2,223,032	(1,260,384)	962,648

Deferred tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable.

24. SHARE CAPITAL

	GROUP AND COMPANY	
	NO. OF ORDINARY SHARES	AMOUNT
		$
31 March 2025 and 2024		
Beginning and end of financial year	1,029,179,292	20,542,223

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.

25. OTHER RESERVES

		GROUP	
		2025	2024
		$	$
(a)	Composition:		
	Foreign currency translation reserve	(90,754)	(214,629)
	Merger reserve [1]	606,056	606,056
		515,302	391,427

(1) Merger reserve represents the difference between the cost of investment and the nominal value of share capital of the subsidiary corporations acquired under common control.

(b) Movement

Foreign currency translation reserve

	GROUP	
	2025	2024
	$	$
Beginning of financial year	(214,629)	(150,910)
Net currency translation differences of financial statements of foreign subsidiary corporations	123,875	(63,719)
End of financial year	(90,754)	(214,629)

Other reserves are non-distributable.

26. RETAINED PROFITS

(a) Retained profits of the Group are distributable except for accumulated retained earnings of associated companies amounting to $648,946 (2024: $653,602).

(b) Movement in retained profits of the Company is as follows:

	COMPANY	
	2025	2024
	$	$
Beginning of financial year	3,758,672	3,638,584
Net (loss)/profit for the financial year	(27,573)	120,088
End of financial year	3,731,099	3,758,672

27. CONTINGENT LIABILITIES

(a) *Corporate guarantees*

The Company has issued a corporate guarantee amounting up to $500,000 (2024: $500,000) to a bank for a banking facility of its subsidiary corporations. The performance guarantee issued under the banking facility amounted to $120,000 (2024: $207,008) as at 31 March 2025.

The Company has evaluated the fair values of the corporate guarantees and the consequential liabilities derived from its guarantees to the bank with regards to the subsidiary corporations are minimal, with no default in the payment of borrowings and credit facilities.

(b) *Financial support to subsidiary corporations*

The Company provides financial support to certain subsidiary corporations to enable these subsidiary corporations to operate as going concern and to meet its liabilities as and when they fall due.

28. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, and exposure limits.

Financial risk management is carried out by the finance department in accordance with the policies set by the Board of Directors. The finance personnel identify, evaluates and monitors financial risks in close co-operation with the Group's operating units. The finance personnel measures actual exposures against the limits set and prepares periodic reports for review by the Executive Directors. Regular reports are also submitted to the Board of Directors.

(a) Market risk

(i) *Currency risk*

The Group operates in Asia with dominant operations in Singapore, Malaysia and Hong Kong. Entities in the Group regularly transacts in currencies other than their respective functional currencies ("**foreign currencies**").

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as the United States Dollar ("**USD**"), Hong Kong Dollar (''**HKD**"), Malaysia Ringgit ("**MYR**") and Chinese Yuan ("**CNY**"). To manage the currency risk, individual Group entities manage as far as possible by natural hedges of matching assets and liabilities.

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on information provided to Board of Directors, which is denominated in currencies other than functional currencies of the respective subsidiary corporations are as follows:

	SGD $	USD $	HKD $	MYR $	CNY $	OTHERS $	TOTAL $
31 March 2025							
Financial assets							
Cash and cash equivalents	7,163,711	495,132	157,970	1,290,074	246,652	160,389	9,513,928
Trade and other receivables	704,696	1,196,412	8,076	1,012,408	366,718	265,019	3,553,329
Financial assets, at FVPL	93,989	–	1,243,269	–	–	–	1,337,258
	7,962,396	1,691,544	1,409,315	2,302,482	613,370	425,408	14,404,515
Financial liabilities							
Trade and other payables	(4,814,652)	(992,313)	(700,867)	(194,731)	(49,923)	(5,556)	(6,758,042)
Bank borrowings	(1,375,000)	–	–	–	–	–	(1,375,000)
Lease liabilities	(451,154)	–	–	–	–	–	(451,154)
	(6,640,806)	(992,313)	(700,867)	(194,731)	(49,923)	(5,556)	(8,584,196)
Net financial assets	1,321,590	699,231	708,448	2,107,751	563,447	419,852	5,820,319
Add: Non-financial assets - net	21,738,116	–	–	425,851	–	4,349	22,168,316
Currency profile including non-financial assets	23,059,706	699,231	708,448	2,533,602	563,447	424,201	27,988,635
Currency exposure of financial assets/(liabilities) net of those denominated in the respective entities' functional currencies	–	699,231	–	(124,444)	797,346	424,201	1,796,334

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) *Currency risk (continued)*

The Group's currency exposure based on information provided to Board of Directors, which is denominated in currencies other than functional currencies of the respective subsidiary corporations are as follows: (continued)

	SGD $	USD $	HKD $	MYR $	CNY $	OTHERS $	TOTAL $
31 March 2024							
Financial assets							
Cash and cash equivalents	3,890,028	1,228,747	163,687	172,673	326,639	20,664	5,802,438
Trade and other receivables	4,917,648	229,432	593,037	900,466	417,678	155,379	7,213,640
Financial assets, at FVPL	500,000	4,569,733	–	–	314,936	456,986	5,841,655
	9,307,676	6,027,912	756,724	1,073,139	1,059,253	633,029	18,857,733
Financial liabilities							
Trade and other payables	(4,215,980)	(1,093,257)	(700,591)	(362,040)	-	(16,990)	(6,388,858)
Bank borrowings	(1,625,000)	–	–	–	–	–	(1,625,000)
Lease liabilities	(70,162)	–	–	–	–	–	(70,162)
	(5,911,142)	(1,093,257)	(700,591)	(362,040)	–	(16,990)	(8,084,020)
Net financial assets	3,396,534	4,934,655	56,133	711,099	1,059,253	616,039	10,773,713
Add/(less): Non-financial assets/ (liabilities) - net	32,757,208	6,440,971	–	438,072	–	(20,440)	39,615,811
Currency profile including non-financial assets	36,153,742	11,375,626	56,133	1,149,171	1,059,253	595,599	50,389,524
Currency exposure of financial assets/(liabilities) net of those denominated in the respective entities' functional currencies	–	11,375,626	–	(117,455)	805,995	595,599	12,659,765

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company is not exposed to significant currency risk as most of its financial assets and liabilities as at 31 March 2025 and 2024 are denominated in SGD. The currency risk exposure has been determined by the management as not material to the Company's profit for the financial years ended 31 March 2025 and 2024.

If the USD, MYR and CNY change against the SGD respectively with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset position will be as follows:

	GROUP	
	2025	2024
	%	%
USD against SGD	1	2
MYR against SGD	6	5
CNY against SGD	1	3

	GROUP	
	INCREASE/(DECREASE) PROFIT/(LOSS) AFTER TAX	
	2025	2024
	$	$
USD against SGD		
- strengthened	(5,803)	188,836
- weakened	5,803	(188,836)
MYR against SGD		
- strengthened	6,197	(4,874)
- weakened	(6,197)	4,874
CNY against SGD		
- strengthened	6,618	20,069
- weakened	(6,618)	(20,069)

(ii) Price risk

The Group does 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. As the Group has no significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from bank borrowings and leases at fixed interest rate. The Group manages its interest rate risks by keeping bank loans to the minimum required to sustain the operations of the Group. Therefore, the Group's has no significant exposure on the changes in market interest rates.

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company. The major classes of financial assets of the Group and the Company are cash and cash equivalents and trade and other receivables. The Group's and the Company's exposure to credit risk arises primary from trade and other receivables.

For banks and financial institutions, the Group mitigates its credit risks by transacting only with counterparties who are rated "A" and above by independent rating agencies.

For trade receivables, the Group performs credit reviews on new customers before acceptance and an annual review for existing customers. Credit reviews take into account customers' financial strength, the Group's past experiences with the customers and other relevant factors. For other receivables, the Group and the Company minimise credit risk by dealing only with reputable and/or good credit quality counterparties.

Management is of the view that the credit risk on the amount due from subsidiary corporations is mitigated as it is within the control of the Group to make repayments when necessary.

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. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

(i) Trade receivables

The trade receivables of the Group comprise 3 debtors (2024: 4 debtors), which represented 44% (2024: 58%) of the total trade receivables.

The credit risk of trade receivables (before net of expected credit loss) based on the information provided to key management are as follows:

	GROUP	
	2025	2024
	$	$
By geographical areas		
Singapore	1,302,261	2,102,405
Malaysia	970,824	249,087
Hong Kong	3,309,353	3,160,618
Others	3,501,892	4,030,570
	9,084,330	9,542,680
By types of customers		
Related parties	812,833	659,612
Non-related parties	8,271,497	8,883,068
	9,084,330	9,542,680

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group and the Company have applied the simplified approach by using the provision matrix to measure the lifetime expected credit losses ("**ECL**") for all trade receivables without significant financing component.

To measure the ECL, trade receivables have been grouped based on debtor-specific characteristics of its customers and days past due by reference to the Group's historical observed default rates, customers' ability to pay and adjusted to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. In calculating the ECL rates, the Group has identified the unemployment rate of the countries in which it generates revenue, GDP growth rate and inflation rate to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

There has been no change in the estimation techniques or significant assumptions made during the current financial year.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments. The Group considers a financial asset as default if the counterparty fails to make contractual payments, unless it is rebuttable with reasonable and supportable information available that more lagging default criterion is more appropriate, and, writes off the financial asset when the counterparty has shown the indicators of financial difficulty and the Group has exhausted all means to recover the outstanding receivables. Where trade receivables have been 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.

	GROUP	
	2025	2024
	$	$
Total ECL provided for trade receivables	6,351,320	4,601,309

As at 31 March 2025, management has identified a group of specific trade receivables which is either with repayment plan with the Group or those which the Group did not expect to receive future cash flows. Hence, management has assessed the recoverability of these credit impaired receivables separately from the provision matrix below.

GROUP	2025	2024
	$	$
Gross carrying amount	2,143,740	2,155,398
Less: loss allowance	(2,143,740)	(2,155,398)
Carrying amount net of loss allowance	–	–

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group's credit risk exposure in relation to the remaining trade receivables under SFRS(I) 9 as at 31 March 2025 and 2024 are set out in the provision matrix as follows:

31 MARCH 2025	CURRENT	PAST DUE WITHIN 365 DAYS	1 TO 2 YEARS	4 TO 5 YEARS	MORE THAN 5 YEARS	TOTAL
GROUP	$	$	$	$	$	$
Trade receivables	589,897	1,358,422	824,091	277,350	3,890,830	6,940,590
Loss allowance	–	14,394	25,006	277,350	3,890,830	4,207,580

31 MARCH 2024	CURRENT	PAST DUE WITHIN 365 DAYS	3 TO 4 YEARS	4 TO 5 YEARS	MORE THAN 5 YEARS	TOTAL
GROUP	$	$	$	$	$	$
Trade receivables	1,120,229	1,347,118	280,350	4,618,638	20,947	7,387,282
Loss allowance	–	–	138,771	2,286,193	20,947	2,445,911

No other loss allowance is recognised as the management believes that the amounts that are past due are collectible, based on historical payment behavior and credit-worthiness of the customers.

The movement in credit loss allowance on trade receivables are as follows:

	2025	2024
	$	$
Beginning of financial year	(4,601,309)	(2,756,553)
Loss allowance recognised in profit or loss	(1,762,533)	(3,140,632)
Reversal of allowance recognised in profit or loss	–	200,492
Written off	–	1,093,267
Currency translation differences	12,522	2,117
End of financial year	(6,351,320)	(4,601,309)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(ii) Other receivables

The Group and the Company used general approach for assessment of ECL for other receivables, i.e. non-trade amount due from non-related parties, associated companies and loan to subsidiary corporations.

For the purpose of impairment assessment on other receivables, loss allowance is generally measured at an amount equal to 12-month ECL as there is low risk of default and strong capability to meet contractual cash flows. When the credit quality deteriorates and the resulting credit risk of other receivables increase significantly since its initial recognition, the 12-month ECL would be replaced by lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating the ECL, the Group and the Company 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 and the Company's historical experience, informed credit assessment and forward-looking information.

As at 31 March 2025 and 2024, the Group and the Company have assessed that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and bank balances was negligible.

As at 31 March 2025 and 2024, the Group and the Company have assessed that the other receivables from associated companies, other related parties and loan to subsidiary corporations have a low risk of default and a strong capacity to meet contractual cash flows, except for a receivable from a non-related parties which they do not expect to receive cash inflow in near future. Accordingly, the Group has recognised a loss allowance of $4,147,966 (2024: $3,558,557) as at 31 March 2025.

The movement in credit loss allowance on other receivables are as follows:

	2025 $	2024 $
Beginning of financial year	(3,558,557)	(645,202)
Loss allowance recognised in profit or loss	(582,279)	(2,896,569)
Currency translation differences	(7,130)	(16,786)
End of financial year	(4,147,966)	(3,558,557)

(iii) Financial guarantee contracts

The Company has issued financial guarantees to banks for borrowings of its subsidiary corporations. These guarantees are subject to the impairment requirements of SFRS(I) 9. The Company has assessed that its subsidiary corporations have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and cash equivalents as disclosed in Note 12 to the financial statements.

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 1 AND 2 YEARS	BETWEEN 2 AND 5 YEARS
	$	$	$
Group			
31 March 2025			
Trade and other payables	6,758,042	–	–
Bank borrowings	1,375,000	–	–
Lease liabilities	351,470	93,725	7,360
31 March 2024			
Trade and other payables	6,388,858	–	–
Bank borrowings	1,250,000	378,545	–
Lease liabilities	44,441	16,108	11,200
Company			
31 March 2025			
Trade and other payables	710,262	–	–
Financial guarantee contracts	–	–	–
31 March 2024			
Trade and other payables	2,243,848	–	–
Financial guarantee contracts	500,000	–	–

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(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 reduce borrowings.

Management monitors capital based on the financial position of the Group and the Company. Future decisions to raise capital and funds will be made with the objective to maintain positive working capital structure.

The liabilities-equity ratio is calculated as total liabilities divided by total equity.

	GROUP		COMPANY	
	2025	2024	2025	2024
	$	$	$	$
Total liabilities	9,482,295	11,655,455	710,262	2,407,548
Total equity	27,988,635	50,389,524	24,273,322	24,300,895
Liabilities-equity ratio	34%	23%	3%	10%

Under the terms of a major bank borrowing, which has a carrying amount of $1,375,000 (2024: $1,625,000), the Group is required to maintain at the subsidiary corporation's level, a bank debt to networth ratio of not more than 1.5 times which is tested on annual basis based on the audited financial statements.

The Group has complied with the financial covenant for the financial years ended 31 March 2025 and 2024. As at 31 March 2025, the bank debt-to-net worth ratio was 0.34 (2024: 0.05).

(e) Fair value measurements

The level of fair value measurement hierarchy is as follows:

(i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(ii) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and

(iii) Input for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. Where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

There were no transfer between Level 1, 2 and 3 during the financial year.

28. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair value measurements (continued)

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements approximates their fair values, except for financial assets, at FVPL and non-current borrowings. The fair value measurement disclosure can be found on Notes 15, and 22 to the financial statements respectively.

The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used:

DESCRIPTION	VALUATION TECHNIQUE	SIGNIFICANT UNOBSERVABLE INPUTS	INTER-RELATIONSHIP BETWEEN KEY UNOBSERVABLE INPUTS AND FAIR VALUE MEASUREMENT
Group			
Financial assets, at FVPL			
- Investments in concerts and other entertainment events	Discounted cash flows/ income approach	Discount rate of 11.8% (2024: 8.5% - 12.1%)	The higher the discount rate, the lower the fair value

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
	$	$	$	$
Financial assets, at amortised cost	13,067,257	13,016,078	24,240,192	25,742,608
Financial assets, at FVPL	1,337,258	5,841,655	–	–
	14,404,515	18,857,733	24,240,192	25,742,608
Financial liabilities, at amortised cost	8,584,196	8,084,020	710,262	2,243,848

29. 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:

(a) Sales and purchases of goods and services

	GROUP	
	2025	2024
	$	$
Revenue from		
- related parties	702,628	1,588,112
- other related parties	35,000	15,000
Purchase from		
- related parties	14,400	18,000
- other related parties	630	2,734
Office rental charged by other related party	450,840	450,840

Related parties are entities controlled and able to exercise significant influence by the ultimate holding corporation.

Other related parties comprise mainly companies which are controlled by the Group's key management personnel.

Outstanding balances as at 31 March 2025 and 2024, arising from sale/purchases of goods and services, are unsecured and payable within 12 months from reporting date and are disclosed in Notes 13 and 21 to the financial statements, respectively.

(b) Key management personnel compensation

Key management personnel compensation, representing remuneration of the directors and other key management of the Company.

	GROUP	
	2025	2024
	$	$
Salaries and bonus	986,158	995,864
Employer's contribution to defined contributions plans including Central Provident Fund	39,101	42,607
Directors' fee	100,000	100,000
Directors' incentives	–	1,708,600
Other short-term benefits	72,638	72,428
	1,197,897	2,919,499

30. SEGMENT INFORMATION

The Group's chief operating decision-maker ("**CODM**") comprises Chief Executive Officer and Chief Operating Officer. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources, and assess performance.

The adjusted earnings before income, depreciation, income tax, amortisation and impairment ("**adjusted EBITDA**") is a supplementary indicator of performance used by the Group. The adjusted EBITDA is not governed by SFRS(I).

The Group was organised into three operating segments, which are relating to production, promotion and other activities. This is based on the Group's internal organisation and management structure and the primary way in which the CODM is provided with the financial information.

The three operating segments are mainly:

1. *Production*

   Provision of stage sound system and equipment and rendering of technical services.

2. *Promotion*

   Admission fees, investment income and sponsorship income and trading of performance rights.

3. *Others*

   Provision of exhibition/concert halls and related equipment and co-management of exhibitions/concert halls.

There are no operating segments that have been aggregated to form the above reportable operating segments.

30. SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments are as follows:

For the financial year from 1 April 2024 to 31 March 2025:

	PRODUCTION $	PROMOTION $	OTHERS $	TOTAL $
Revenue				
Sales to external parties	5,377,000	47,869,927	1,380,103	54,627,030
Sales to related parties	35,000	702,628	–	737,628
Loss on financial assets, at FVPL	–	(2,146,065)	–	(2,146,065)
Total revenue	5,412,000	46,426,490	1,380,103	53,218,593
Adjusted (loss)/earnings before interest, tax, depreciation, amortisation and impairment losses (“(LBITDA)”/“EBITDA”)	(367,637)	(6,028,182)	789,452	(5,606,367)
Amortisation of intangible assets	–	(1,696,136)	–	(1,696,136)
Depreciation of PPE	(2,705,967)	(11,564)	–	(2,717,531)
Finance expenses	(19,337)	(128,922)	–	(148,259)
Impairment loss on PPE	–	(5,173,587)	–	(5,173,587)
Impairment loss on intangible assets	–	(5,454,155)	–	(5,454,155)
Loss allowance on financial assets	(530,017)	(1,814,795)	–	(2,344,812)
(Loss)/profit before income tax	(3,622,958)	(20,307,341)	789,452	(23,140,847)

For the financial year from 1 April 2023 to 31 March 2024:

	PRODUCTION $	PROMOTION $	OTHERS $	TOTAL $
Revenue				
Sales to external parties	4,355,742	69,759,928	290,354	74,406,024
Sales to related parties	30,000	1,573,112	–	1,603,112
Loss on financial assets, at FVPL	–	(1,580,672)	–	(1,580,672)
Total revenue	4,385,742	69,752,368	290,354	74,428,464
Adjusted earnings/(loss) before interest, tax, depreciation, amortisation and impairment losses (“EBITDA”/“(LBITDA)”)	(3,342,832)	24,179,990[1]	261,075	21,098,233
Amortisation of intangible assets	–	(1,696,135)	–	(1,696,135)
Depreciation of PPE	(2,207,409)	(5,076)	–	(2,212,485)
Finance expenses	(2,807)	(335,801)	–	(338,608)
Impairment loss on intangible assets	–	(404,595)	–	(404,595)
Loss allowance on financial assets	(337,299)	(5,499,410)	–	(5,836,709)
Profit/(loss) before income tax	(5,890,347)	16,238,973	261,075	10,609,701

(1) Included share of (loss)/profit from associated companies.

30. SEGMENT INFORMATION (CONTINUED)

Disclosure on the measures of total assets and total liabilities for each reportable segment was not presented as the CODM is of the opinion that it is not meaningful and impracticable as they do not use them for operating decision-making on allocation of resources and performance assessment.

Geographical information

Segmental revenue by geographical location is disclosed in Note 4 to the financial statements.

Information of major customer

The Group is not reliant on any single external customer, as no customer contributed revenue amounting to 10% or more of the Group's total revenue for the financial years ended 31 March 2025 and 2024.

31. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 April 2025 and which the Group has not early adopted.

Amendments to SFRS(I) 1-21 - Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

SFRS(I) 1-21 is amended to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, SFRS(I) 1-21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

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

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

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

31. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

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

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

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

(a) Although the adoption of SFRS(I) 18 will have no impact on the group's net profit, the group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the group has performed, the following items might potentially impact operating profit:

- Foreign exchange differences currently aggregated in the line item 'other income and other gains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

- SFRS(I) 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the group currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the group is currently evaluating the need for change.

(b) The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.

(c) The group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

- management-defined performance measures;

- a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and

- for the first annual period of application of SFRS(I) 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying SFRS(I) 18 and the amounts previously presented applying SFRS(I) 1-1.

31. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

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

(d) From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

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

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

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

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

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

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

32. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of the Company on 9 July 2025.

STATISTICS OF SHAREHOLDINGS

As at 19 June 2025

Class of Shares	:	Ordinary shares
Number of shares (excluding treasury shares)	:	1,029,179,292
Voting Rights	:	One vote per share
No. of treasury shares and percentage	:	Nil
No. of subsidiary holdings held and percentage	:	Nil

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	13	1.54	760	0.00
100 - 1,000	49	5.79	29,820	0.00
1,001 - 10,000	255	30.14	1,518,900	0.15
10,001 - 1,000,000	500	59.10	42,363,960	4.12
1,000,001 and above	29	3.43	985,265,852	95.73
Total	846	100.00	1,029,179,292	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	United Overseas Bank Nominees Pte Ltd	624,037,240	60.63
2	Phillip Securities Pte Ltd	108,371,608	10.53
3	CGS International Securities Singapore Pte Ltd	89,855,960	8.73
4	Maybank Securities Pte. Ltd.	36,048,559	3.50
5	Yeo Khee Seng Benny	33,968,864	3.30
6	Unusual Management Pte Ltd	18,162,261	1.76
7	Citibank Nominees Singapore Pte Ltd	9,362,520	0.91
8	UOB Kay Hian Pte Ltd	7,521,400	0.73
9	Ong Chin Soon	7,437,500	0.72
10	Lim & Tan Securities Pte Ltd	5,854,700	0.57
11	DBS Nominees Pte Ltd	5,697,640	0.56
12	OCBC Securities Private Ltd	5,413,360	0.53
13	DBS Vickers Securities (S) Pte Ltd	5,200,000	0.51
14	Raffles Nominees (Pte) Limited	4,037,740	0.39
15	Kang Wen-Mei (Jiang Wenmei)	3,936,900	0.38
16	Ong Soon Foo	2,440,900	0.24
17	Sebastian Yeo Boon Kiat	1,826,920	0.18
18	KGI Securities (Singapore) Pte. Ltd	1,650,100	0.16
19	iFast Financial Pte Ltd	1,588,080	0.16
20	DB Nominees (Singapore) Pte Ltd	1,480,000	0.14
	Total:	973,892,252	94.63

STATISTICS OF SHAREHOLDINGS

As at 19 June 2025

SUBSTANTIAL SHAREHOLDERS AS AT 19 JUNE 2025

as recorded in the Register of Substantial Shareholders

		DIRECT INTEREST		DEEMED INTEREST	
NO.	NAME	NO. OF SHARES HELD	%	NO. OF SHARES HELD	%
1	UnUsUaL Management Pte. Ltd.	791,203,041	76.88	–	–
2	mm2 Asia Ltd. (1)	–	–	791,203,041	76.88
3	Ang Wee Chye ("**Melvin Ang**") (2)	–	–	791,203,041	76.88
4	Ong Chin Soon ("**Leslie Ong**") (3)	27,845,664	2.71	791,443,041	76.90
5	Ong Chin Leong ("**Johnny Ong**") (3)(4)	–	–	792,560,741	77.01

Notes:

(1) mm2 Asia Ltd. ("**mm2**") is deemed to be interested in the shares held by UnUsUaL Management Pte. Ltd. ("**UnUsUaL Management**") by virtue of Section 7 of the Companies Act 1967 as it holds 51% of the shareholdings in UnUsUaL Management.

(2) Melvin Ang is deemed to be interested in the shares held by mm2 by virtue of Section 7 of the Companies Act 1967, as he holds 22.03% of the shareholdings in mm2.

(3) Leslie Ong and Johnny Ong are deemed to be interested in the 791,203,041 shares held by UnUsUaL Management by virtue of Section 7 of the Companies Act 1967, as they hold 24.5% of the shareholdings in UnUsUaL Management, and 240,000 shares held by their respective spouses.

(4) Johnny Ong is deemed to be interested in 1,117,700 ordinary shares held under the nominee account with Maybank Kim Eng Securities Pte. Ltd. and DB Nominees (Singapore) Pte Ltd.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 19 June 2025, 20.24% of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or "**Meeting**") of UnUsUaL Limited ("**Company**") will be held at Play@DPS 1 Stadium Place, #02-09/10 Kallang Wave Mall, Singapore 397628 on Monday, 28 July 2025 at 10.00 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Directors' Statement of the Company and the Group for the financial year ended 31 March 2025 together with the Independent Auditor's Report thereon. **Resolution 1**

2. To approve the payment of Directors' fees of S$100,000 for the financial year ending 31 March 2026, to be paid quarterly in arrears. **Resolution 2**

3. To re-elect the following Directors retiring pursuant to Regulation 97 of the Constitution of the Company:

   Johnny Ong **Resolution 3**
   William Tan **Resolution 4**

   [See Explanatory Note (i)]

4. To re-appoint Messrs CLA Global TS Public Accounting Corporation, as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without modifications:

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Listing Manual - Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")**

   That, pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:

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

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

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

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force,

   ("**Share Issue Mandate**")

provided that:

(1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

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

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

 (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Catalist Rules; and

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

 Adjustment in accordance with sub-paragraphs (2)(a) or (2)(b) above are only to be made in respect of new share arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

(3) in exercising the Share Issue Mandate 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 Company's Constitution; and

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (ii)] **Resolution 6**

7. **Authority to issue shares under the UnUsUaL Employee Share Option Scheme ("UnUsUaL ESOS")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing UnUsUaL ESOS and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the UnUsUaL ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the UnUsUaL ESOS and UnUsUaL Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)] **Resolution 7**

NOTICE OF ANNUAL GENERAL MEETING

8. **Authority to issue shares under the UnUsUaL Performance Share Plan ("UnUsUaL PSP")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the UnUsUaL PSP and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the UnUsUaL PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the UnUsUaL PSP and UnUsUaL ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)] **Resolution 8**

9. **Proposed Renewal of Share Buyback Mandate**

That:

a. for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum percentage (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

   (i) on-market purchases, transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose ("**Market Purchase**"); and/or

   (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act ("**Off-Market Purchase**"),

   and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

b. unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

   a. the date on which the next AGM of the Company is held or required by law to be held;

   b. the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

   c. the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by shareholders of the Company in a general meeting;

c. in this Resolution:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five Market Days ("**Market Day**" being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

"**date of the making of the offer**" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Maximum Percentage**" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date);

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

d. the Directors and/or any one of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate in any manner as they think fit, which is permissible under the Companies Act; and

e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (v)] **Resolution 9**

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 11 July 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) Johnny Ong will, upon re-election as Director of the Company, remain as Executive Director and Chief Operating Officer of the Company. Please refer to Table A of the Corporate Governance Report on page 46 to page 49 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

William Tan will, upon re-election as Director of the Company, remain as Independent Director, Chairman of Remuneration Committee and member of the Audit Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to Table A of the Corporate Governance Report on page 46 to page 49 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

(ii) **Resolution 6** above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (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 percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

(iii) **Resolution 7** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the exercise of options granted or to be granted under the UnUsUaL ESOS provided that the aggregate additional shares to be allotted and issued pursuant to the UnUsUaL ESOS and UnUsUaL PSP do not exceed in total (for the entire duration of the UnUsUaL ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

(iv) **Resolution 8** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the vesting of share awards under the UnUsUaL PSP provided that the aggregate additional shares to be allotted and issued pursuant to the UnUsUaL PSP and UnUsUaL ESOS do not exceed in total (for the entire duration of the UnUsUaL PSP) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

(v) **Resolution 9** above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase and acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2025 are set out in greater detail in the Appendix.

Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified).

3. The Proxy Form must be deposited at the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317** by mail or by email to ir@unusual.com.sg, in each case, no later than **10.00 a.m. on 25 July 2025**, i.e. seventy-two (72) hours before the time appointed for holding the AGM, and failing which, the Proxy Form will not be treated as valid.

4. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

5. A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a Director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

6. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

7. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS Investors) and who wishes to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

Submission of questions prior to the AGM

1. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations no later than 10.00 a.m. on 18 July 2025 by email to ir@unusual.com.sg or by post to the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317**. The Company will endeavour to address substantial and relevant questions and will upload the Company's responses to the queries from shareholders on the SGXNet and Company's website by 22 July 2025.

2. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

** A Relevant Intermediary is:*

(a) a banking corporation licensed under the Banking Act 1970 of the Laws of the Republic of Singapore 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; or

(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of the Laws of the Republic of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of the Laws of the Republic 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 Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This notice has been prepared by the Company and its contents have been reviewed by the Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr Kaeson Chui, Vice President, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, Telephone (65) 6415 9886.

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UnUsUaL LIMITED

Company Registration No. 201611835H
(Incorporated in Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and SRS Operators to appoint the Chairman of the Meeting to act as their proxy, at least 7 working days before the Meeting, in which case, CPF/SRS Investor shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We (Name), ______________________ (NRIC/Passport/Co. reg. No) ______________________

of ____ (Address)

being a member/members of UnUsUaL Limited (the "**Company**") hereby appoint:

NAME	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
ADDRESS			

and/or*

NAME	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
ADDRESS			

or failing *him/her, the Chairman of the Annual General Meeting ("**Meeting**") as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf at the Meeting of the Company to be held at Play@DPS 1 Stadium Place, #02-09/10, Kallang Wave Mall, Singapore 397628 on Monday, 28 July 2025 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

NO.	RESOLUTIONS RELATING TO:	NO. OF VOTES FOR**	NO. OF VOTES AGAINST**	NO. OF VOTES ABSTAIN**
	ORDINARY BUSINESS			
1	Audited Financial Statements for the financial year ended 31 March 2025			
2	Approval of Directors' fees amounting to S$100,000 for the financial year ending 31 March 2026, to be paid quarterly in arrears			
3	Re-election of Johnny Ong as Director			
4	Re-election of William Tan as Director			
5	Re-appointment of Messrs CLA Global TS Public Accounting Corporation as the Independent Auditor and to authorise the Directors to fix their remuneration			
	SPECIAL BUSINESS			
6	Authority to allot and issue new shares			
7	Authority to allot and issue shares under the UnUsUaL Employee Share Option Scheme			
8	Authority to allot and issue shares under the UnUsUaL Performance Share Plan			
9	Proposed Renewal of Share Buy-Back Mandate			

** If you wish to exercise all your votes 'For', 'Against' or 'Abstain', please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

TOTAL NUMBER OF SHARES IN:	NO. OF SHARES
(a) CDP Register	
(b) Register of Members	

Dated this ________ day of___________, 2025

____

Signature of Member

and/or, Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF.

NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of the Laws of the Republic of Singapore, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares 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.

2. A member of the Company (other than a Relevant Intermediary*), entitled to attend and vote at the Meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

3. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number or class of shares shall be specified).

4. Subject to note 8, completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.

5. The Proxy Form must be deposited at the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317** by mail or by email to ir@unusual.com.sg, in each case, no later than **10.00 a.m. on 25 July 2025**, i.e. seventy-two (72) hours before the time appointed for holding the AGM, and failing which, the Proxy Form will not be treated as valid.

6. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

7. A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a Director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

8. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS Investors) and who wishes to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

   **A Relevant Intermediary is:*

   (a) a banking corporation licensed under the Banking Act 1970 of the Laws of the Republic of Singapore 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; or

   (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of the Laws of the Republic of Singapore and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of the Laws of the Republic 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 Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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 Annual General Meeting dated 11 July 2025.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

UnUsUaL™
飛凡有限公司 LIMITED

UNUSUAL LIMITED
45 Kallang Pudding Road, #01-01, Alpha Building
Singapore 349317

Telephone Number : (65) 6841 4555
Facsimile Number : (65) 6841 0129
Website : http://www.unusual.com.sg