



OxPay Financial Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 200407031R)

**CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS FOR THE SIX MONTHS FINANCIAL PERIOD
ENDED 30 JUNE 2025
(UNAUDITED)**

This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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A. Condensed interim consolidated statement of profit or loss and other comprehensive income

		Group		
		6 months ended		
		30-Jun-25	30-Jun-24	Increase/ (Decrease)
		(Unaudited)	(Unaudited)	
	Note	S\$'000	S\$'000	%
Revenue	4	2,277	1,806	26
Cost of sales		(1,052)	(532)	98
Gross profit		1,225	1,274	(4)
Gross profit margin		54%	70%	
Other income	5	160	11	N.M.
Finance income	8	9	32	(72)
Administrative expenses	6	(2,489)	(2,433)	2
Other operating expenses	7	(200)	(100)	100
Finance costs	8	(104)	(38)	N.M.
Loss before taxation		(1,399)	(1,254)	12
Tax expense		-	*	-
Loss for the period		(1,399)	(1,254)	12
Loss attributable to:				
Owners of the Company		(1,371)	(1,226)	12
Non-controlling interests		(28)	(28)	-
Loss for the period		(1,399)	(1,254)	12
Other comprehensive income				
items that are or may be reclassified subsequently to profit or loss:				
Foreign currency translation differences relating to financial statements of foreign subsidiaries		11	37	(70)
Total comprehensive loss for the period		(1,388)	(1,217)	14
Total comprehensive loss attributable to:				
Owners of the Company		(1,356)	(1,175)	15
Non-controlling interests		(32)	(42)	(24)
Total comprehensive loss for the period		(1,388)	(1,217)	14
Loss per share				
Basic (cents)	10	(0.50)	(0.44)	14
Fully diluted (cents)	10	(0.50)	(0.44)	14

N.M.: Not meaningful

* Amount less than S\$1,000.

B. Condensed interim consolidated statement of financial position

	Notes	Group		Company	
		As at 30-Jun-25 (Unaudited) S\$'000	As at 31-Dec-24 (Audited) S\$'000	As at 30-Jun-25 (Unaudited) S\$'000	As at 31-Dec-24 (Audited) S\$'000
Assets					
Property, plant and equipment	11,15	347	340	-	-
Intangible assets and goodwill	12	141	158	-	-
Investment in subsidiaries		-	-	1,096	1,096
Financial assets at fair value through other comprehensive income	13	493	493	-	-
Trade and other receivables		35	36	-	-
Non-current assets		1,016	1,027	1,096	1,096
Trade and other receivables		936	876	42	91
Inventories		8	8	-	-
Cash and cash equivalents (#)		5,059	4,154	1,948	37
Current assets		6,003	5,038	1,990	128
Total assets		7,019	6,065	3,086	1,224
Equity					
Share capital	16	56,161	55,757	170,878	170,474
Capital reserve		37	-	37	-
Currency translation reserve		159	144	-	-
Fair value reserve		(27)	(27)	-	-
Shared-based compensation reserve		-	-	2,515	2,515
Accumulated losses		(55,994)	(54,623)	(174,574)	(174,293)
Equity attributable to owners of the Company		336	1,251	(1,144)	(1,304)
Non-controlling interests		(488)	(456)	-	-
Total equity		(152)	795	(1,144)	(1,304)
Liabilities					
Borrowings	14	1,845	595	1,823	-
Lease liability	15	63	102	-	-
Non-current liabilities		1,908	697	1,823	-
Trade and other payables		4,363	4,072	2,374	2,528
Borrowings	14	830	441	33	-
Lease liability	15	70	60	-	-
Current liabilities		5,263	4,573	2,407	2,528
Total liabilities		7,171	5,270	4,230	2,528
Total equity and liabilities		7,019	6,065	3,086	1,224

As at 30 June 2025, included in the cash and cash equivalents is an amount of S\$2.1 million (31 December 2024: S\$2.0 million) which has been earmarked for settlement of merchant funding.

C. Condensed interim consolidated statement of changes in equity of the Group and statement of changes in equity of the Company

	Share capital S\$'000	Currency translation reserve S\$'000	Fair value reserve S\$'000	Capital reserve S\$'000	Accumulated losses S\$'000	Equity attributable to owners of the Company S\$'000	Non- controlling interests S\$'000	Total equity S\$'000
The Group								
At 1 January 2025 (audited)	55,757	144	(27)	-	(54,623)	1,251	(456)	795
Total comprehensive income / (loss) for the period								
Loss for the period	-	-	-	-	(1,371)	(1,371)	(28)	(1,399)
Other comprehensive income / (loss)								
Foreign currency translation differences	-	15	-	-	-	15	(4)	11
Total other comprehensive income / (loss)	-	15	-	-	-	15	(4)	11
Total comprehensive income / (loss) for the period	-	15	-	-	(1,371)	(1,356)	(32)	(1,388)
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of ordinary shares for cash	424	-	-	-	-	424	-	424
Share issue expense	(20)	-	-	-	-	(20)	-	(20)
Issuance of convertible loan	-	-	-	40	-	40	-	40
Convertible loan issue expense	-	-	-	(3)	-	(3)	-	(3)
	404	-	-	37	-	441	-	441
At 30 June 2025 (unaudited)	56,161	159	(27)	37	(55,994)	336	(488)	(152)

C. Condensed interim consolidated statement of changes in equity of the Group and statement of changes in equity of the Company

	Share capital S\$'000	Currency translation reserve S\$'000	Fair value reserve S\$'000	Accumulated losses S\$'000	Equity attributable to owners of the Company S\$'000	Non- controlling interests S\$'000	Total equity S\$'000
The Group							
At 1 January 2024, as restated (audited)	55,757	169	(27)	(51,545)	4,354	(397)	3,957
Total comprehensive income / (loss) for the period							
Loss for the period	-	-	-	(1,226)	(1,226)	(28)	(1,254)
Other comprehensive income / (loss)							
Foreign currency translation differences	-	51	-	-	51	(14)	37
Total other comprehensive income / (loss)	-	51	-	-	51	(14)	37
Total comprehensive income / (loss) for the period	-	51	-	(1,226)	(1,175)	(42)	(1,217)
At 30 June 2024 (unaudited)	55,757	220	(27)	(52,771)	3,179	(439)	2,740

C. Condensed interim consolidated statement of changes in equity of the Group and statement of changes in equity of the Company

	Share capital S\$'000	Share-based compensation reserve S\$'000	Capital reserve S\$'000	Accumulated losses S\$'000	Total S\$'000
<u>The Company</u>					
At 1 January 2025 (audited)	170,474	2,515	*	(174,293)	(1,304)
Issuance of new shares pursuant to:					
Placement shares on 27 June 2025	424	-	-	-	424
Share issue expenses for placement shares on 27 June 2025	(20)	-	-	-	(20)
Issuance of convertible loan pursuant to:					
Convertible loan on 4 April 2025	-	-	40	-	40
Convertible loan issue expenses for convertible loan on 4 April 2025	-	-	(3)	-	(3)
Total comprehensive loss for the period	-	-	-	(281)	(281)
At 30 June 2025 (unaudited)	170,878	2,515	37	(174,574)	(1,144)
At 1 January 2024 (audited)	170,474	2,515	*	(171,226)	1,763
Total comprehensive loss for the period	-	-	-	(470)	(470)
At 30 June 2024 (unaudited)	170,474	2,515	*	(171,696)	1,293

* Amount less than S\$1,000.

D. Condensed interim consolidated statement of cash flows

	Group	
	6 months ended	
	30-Jun-25	30-Jun-24
	(Unaudited)	(Unaudited)
	S\$'000	S\$'000
<u>Cash flows from operating activities</u>		
Loss before taxation for the period	(1,399)	(1,254)
Adjustments for:		
Bad debts	119	-
Amortisation of intangible assets	17	50
Depreciation of property, plant and equipment	68	37
Interest income	(9)	(32)
Interest expense	89	23
Loss on disposal of property, plant and equipment	-	*
Write back of other payables	(25)	-
Unrealised foreign exchange gain	(11)	(31)
	(1,151)	(1,207)
Changes in working capital:		
Inventory	*	*
Trade and other receivables	(173)	5,766
Trade and other payables	316	(7,322)
Cash used in operations	(1,008)	(2,763)
Interest income received	9	28
Interest paid	(27)	(20)
Income tax refund/(paid)	6	(4)
Net cash used in operating activities	(1,020)	(2,759)
<u>Cash flows from investing activities</u>		
Purchase of property, plant and equipment	(75)	(83)
Purchase of intangible assets	-	(20)
Payment of initial direct costs capitalised as right-of-use asset	-	(6)
Net cash used in investing activities	(75)	(109)
<u>Cash flows from financing activities</u>		
Net proceeds from issuance of new shares	404	-
Net proceeds from issuance of convertible loan	1,839	-
Payment of lease liabilities	(29)	-
Payment of lease interest	(5)	*
Repayment of borrowing	(221)	(92)
Net cash generated from / (used in) financing activities	1,988	(92)
Net changes in cash and cash equivalents	893	(2,960)
Effect of exchange rate fluctuations on cash held	12	37
Cash and cash equivalents at beginning of financial period	4,154	9,396
Cash and cash equivalents at end of financial period	5,059	6,473

* Amount less than S\$1,000.

E. Notes to the condensed interim consolidated financial statements

These notes form an integral part of the condensed interim consolidated financial statements.

1 Corporate information

OxPay Financial Limited (the “**Company**”) is a company incorporated in Singapore. The address of the Company’s registered office is 138 Cecil Street, #08-01 Cecil Court, Singapore 069538.

These condensed interim consolidated financial statements as at and for the six months ended 30 June 2025 comprise those of the Company and its subsidiaries (the “**Group**”).

The principal activities of the Group are to carry on payment technology solution licensing, development and related hardware sales and, or rental, and, electronic payment processing as aggregator and master merchant.

2 Basis of Preparation

The condensed interim consolidated financial statements for the six months ended 30 June 2025 (“**1H2025**”, and for the corresponding six months ended 30 June 2024, “**1H2024**”) have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last audited consolidated financial statements for the financial year ended 31 December 2024 (“**FY2024**”).

The accounting policies and methods of computations adopted are consistent with those adopted by the Company in its most recently audited consolidated financial statements of the Group for FY2024, which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1 of the condensed interim consolidated financial statements.

The condensed interim consolidated financial statements are presented in Singapore dollar which is the Company’s functional currency.

Going concern basis

The Group incurred a net loss after tax for the period of S\$1,399,000 and reported net operating cash outflows of S\$1,020,000 for the financial period ended 30 June 2025.

These conditions may indicate the existence of a material uncertainty that may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern.

Notwithstanding the above, the Directors consider that it is appropriate for the financial statements of the Group to be prepared on a going concern basis, as the Directors has assessed that the Group has sufficient cash flow at least for the next twelve months from the date of this announcement to enable the Company to continue its operations and meet its financial obligations as and when they fall due, having considered the following:

- (a) the Group’s internal resources (including the liquidity of the existing assets of the Group);
- (b) the financial support from the controlling shareholder of the Company for a period of at least twelve months from the date of approval of the Group’s last audited consolidated financial statements for FY2024 (being 4 April 2025);
- (c) the entry by the Company into a convertible loan agreement dated 17 January 2025 with Oxley Capital Management Pte. Ltd. (the “**Lender**”) pursuant to which the Lender has agreed to grant to the Company a convertible loan facility of a principal amount of up to S\$2,000,000 on and subject

E. Notes to the condensed interim consolidated financial statements

to the terms and conditions of the convertible loan agreement. The full amount of the loan has been disbursed to the Group in April 2025; and

- (d) the entry by the Company into a convertible loan agreement dated 28 May 2025 with the Lender pursuant to which the Lender has agreed to grant to the Company a convertible loan facility of a principal amount of up to S\$2,500,000 on and subject to the terms and conditions of the convertible loan agreement.

2.1 New and amended standards adopted by the Group

The Group and the Company have adopted all the new and revised SFRS(I)s and SFRS(I) Interpretations that are relevant to its operations and effective for the annual period beginning on 1 January 2025. The adoption of these new and revised SFRS(I)s and SFRS(I) Interpretations has no material effect on the performance and financial position of the Group and of the Company for the current financial period reported on. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 Use of judgements and estimates

The preparation of the financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3 Seasonal operations

The Group's merchant payment services ("MPS") business segment is subject to seasonal fluctuations in line with those experienced by the merchants which it services. These customers of the Group in the MPS segment typically experience higher sales and transaction volumes during public holidays and festive seasons. Accordingly, more payments are processed before and during public holidays and festive seasons which translate to a higher amount of payment processing fees being collected by the Group. The Group's digital commerce enabling solutions ("DCES") business segment is not affected by any seasonal changes in demand.

4 Segment and revenue information

The Group is principally engaged in the provision of merchant payment processing services and digital commerce enabling services, with focus on the retail, transportation, and food and beverage industries. The Group operates two distinct business segments:

- 4.1 MPS business segment – The Group provides payment processing services through its unified platform and smart software, which can be (a) installed onto or integrated with any smart devices (including mobile phones, tablets, and smart point-of-sales ("POS") terminals) for merchants with physical stores or (b) integrated into websites and applications of online merchants.
- 4.2 DCES business segment – The Group provides its ancillary services, such as the sale and lease of smart POS terminals, provision of proprietary and licensed software as a service, and white-labelling of its proprietary or licenced software, and development of bespoke software for its merchants.
- 4.3 Unallocated segment refers to the income, expenses, assets and liabilities that are not allocated to MPS or DCES. It primarily comprises income (if any), expenses, assets and liabilities that are associated with the Company and any other adjustments that may be made on the consolidated accounts to the Group.

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

E. Notes to the condensed interim consolidated financial statements

4.1 Reportable segments

	Group			
	6 months ended 30 June 2025			
	MPS (Unaudited) S\$'000	DCES (Unaudited) S\$'000	Unallocated (Unaudited) S\$'000	Consolidated (Unaudited) S\$'000
Total segment revenue	1,462	815	-	2,277
Inter-segment revenue	-	-	-	-
Revenue from external parties	1,462	815	-	2,277
Depreciation	(59)	(9)	-	(68)
Amortisation	(17)	*	-	(17)
Finance income	9	*	-	9
Finance costs	(36)	*	(68)	(104)
Segment loss	(926)	(83)	(390)	(1,399)
Other material non-cash items:				
Reportable segment assets	6,189	830	-	7,019
Reportable segment liabilities	(6,776)	(395)	-	(7171)
Capital expenditure	43	32	-	75

* Amount less than S\$1,000.

E. Notes to the condensed interim consolidated financial statements

4.1 Reportable segments (cont'd)

	Group			
	6 months ended 30 June 2024			
	MPS (Unaudited) S\$'000	DCES (Unaudited) S\$'000	Unallocated (Unaudited) S\$'000	Consolidated (Unaudited) S\$'000
Total segment revenue	1,570	236	-	1,806
Inter-segment revenue	-	-	-	-
Revenue from external parties	1,570	236	-	1,806
Depreciation	(34)	(3)	-	(37)
Amortisation	(50)	*	-	(50)
Finance income	32	*	-	32
Finance costs	(18)	*	(20)	(38)
Segment (loss) / profit	(764)	9	(499)	(1,254)
Other material non-cash items:				
Reportable segment assets	7,890	426	-	8,316
Reportable segment liabilities	(5,355)	(50)	-	(5,405)
Capital expenditure	98	5	-	103

* Amount less than S\$1,000.

E. Notes to the condensed interim consolidated financial statements

4.2 Disaggregation of revenue

	Group 6 months ended 30 June 2025			
	MPS (Unaudited) S\$'000	DCES (Unaudited) S\$'000	Others (Unaudited) S\$'000	Consolidated (Unaudited) S\$'000
Types of goods or services				
Transaction revenue	1,381	-	-	1,381
Sales of services	55	815	-	870
Other revenue	26	-	-	26
	1,462	815	-	2,277
Timing of revenue recognition where performance obligations are:				
Satisfied at a point in time	1,441	815	-	2,256
Satisfied over time	21	-	-	21
	1,462	815	-	2,277
Geographical information				
Singapore	1,169	3	-	1,172
Malaysia	293	812	-	1,105
Thailand	-	-	-	-
	1,462	815	-	2,277
	Group 6 months ended 30 June 2024			
	MPS (Unaudited) S\$'000	DCES (Unaudited) S\$'000	Others (Unaudited) S\$'000	Consolidated (Unaudited) S\$'000
Types of goods or services				
Transaction revenue	1,523	-	-	1,523
Sales of services	-	236	-	236
Other revenue	47	-	-	47
	1,570	236	-	1,806
Timing of revenue recognition where performance obligations are:				
Satisfied at a point in time	1,557	2	-	1,559
Satisfied over time	13	234	-	247
	1,570	236	-	1,806
Geographical information				
Singapore	1,242	2	-	1,244
Malaysia	325	234	-	559
Thailand	3	-	-	3
	1,570	236	-	1,806

E. Notes to the condensed interim consolidated financial statements

	Group 6 months ended		Increase/ (Decrease) (%)
	30-Jun-25 (Unaudited) S\$'000	30-Jun-24 (Unaudited) S\$'000	
5 Other income			
Government grants	135	11	N.M.
Sundry income	25	-	N.M.
	160	11	N.M.

	Group 6 months ended		Increase/ (Decrease) (%)
	30-Jun-25 (Unaudited) S\$'000	30-Jun-24 (Unaudited) S\$'000	
6 Administrative expenses			
Employee compensation	1,322	1,098	20
Bad debts	119	-	N.M.
Professional services fees	208	269	(23)
Occupancy costs	15	51	(71)
Directors' fees	120	120	-
SGX listing and related expenses	17	16	6
Other administrative expenses	688	879	(22)
	2,489	2,433	2

	Group 6 months ended		Increase/ (Decrease) (%)
	30-Jun-25 (Unaudited) S\$'000	30-Jun-24 (Unaudited) S\$'000	
7 Other operating expenses			
Amortisation of intangible assets	17	50	(66)
Depreciation of property, plant and equipment	68	37	84
Fine and penalty	110	-	N.M.
Loss on disposal of property, plant and equipment	-	*	N.M.
Travelling and accommodation expenses	5	13	(62)
	200	100	100

N.M.: Not meaningful

* Amount less than S\$1,000.

E. Notes to the condensed interim consolidated financial statements

Group 6 months ended			
	30-Jun-25 (Unaudited) S\$'000	30-Jun-24 (Unaudited) S\$'000	Increase/ (Decrease) (%)
8 Finance income and costs			
Interest income arising from financial assets measured at amortised cost	9	32	(72)
Total Finance Income	9	32	(72)
Interest expense on loan	30	20	50
Interest expense on convertible loan	54	-	N.M.
Interest expense on lease	5	3	67
Foreign exchange loss, net	15	15	-
Total Finance Cost	104	38	N.M.

N.M.: Not meaningful

9 Net Asset Value

	Group		Company	
	As at 30 June 2025	As at 31 December 2024	As at 30 June 2025	As at 31 December 2024
Net asset value per ordinary share (S\$ cents)	0.11	0.45	(0.37)	(0.47)
No. of ordinary shares	311,253,152	275,843,137	311,253,152	275,843,137

Net asset value is based on the equity attributable to owners of the Company as at 30 June 2025 and as at 31 December 2024 respectively.

10 Loss per share

	Group 6 months ended	
	30-Jun-25 (Unaudited)	30-Jun-24 (Unaudited)
Loss attributable to owners of the Company (S\$'000)	(1,371)	(1,226)
Weighted average number of ordinary shares outstanding for basic loss per share	276,430,043	275,843,137
Weighted average number of ordinary shares outstanding for diluted loss per share	276,430,043	275,843,137
(a) Basic loss per share (S\$ cents)	(0.50)	(0.44)
(b) Diluted loss per share (S\$ cents)	(0.50)	(0.44)

Diluted loss per share

For the purpose of calculating diluted loss per share, the weighted average number of ordinary shares in issue are adjusted for the dilutive effects of potential ordinary share issues for the respective financial periods.

There are no potential dilutive ordinary share issues as at 30 June 2025 and 2024.

E. Notes to the condensed interim consolidated financial statements

11 Property, plant and equipment

Group	Computer Software and equipment	Office equipment, Furniture & Fittings and Renovation	Payment terminals	Motor vehicles	Leased office space	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Cost						
Balance as at 1 January 2025	119	72	151	34	209	585
Additions	4	-	71	-	-	75
Disposal	(3)	-	-	-	-	(3)
Effect of movements in exchange rate	(3)	*	*	(1)	-	(4)
Balance as at 30 June 2025	117	72	222	33	209	653
Accumulated depreciation						
Balance as at 1 January 2025	89	16	51	34	45	235
Depreciation charge	6	11	19	-	32	68
Disposal	(3)	-	-	-	-	(3)
Effect of movements in exchange rate	(2)	1	(2)	(1)	-	(4)
Balance as at 30 June 2025	90	28	68	33	77	296
Accumulated impairment						
Balance as at 1 January 2025 and 30 June 2025	9	-	1	-	-	10
Carrying amounts						
Balance as at 1 January 2025	21	56	99	-	164	340
Balance as at 30 June 2025	18	44	153	-	132	347

Company

The Company does not have any property, plant and equipment as at 30 June 2025 and 31 December 2024.

* Amount less than S\$1,000.

E. Notes to the condensed interim consolidated financial statements

12 Intangible Assets

Group	Goodwill S\$'000	Patent and Trademark S\$'000	Software Development S\$'000	Total S\$'000
Cost				
Balance as at 1 January 2025	541	-	1,250	1,791
Additions	-	-	-	-
Balance as at 30 June 2025	541	-	1,250	1,791
Accumulated amortisation				
Balance as at 1 January 2025	-	-	1,073	1,073
Amortisation charge	-	-	17	17
Balance as at 30 June 2025	-	-	1,090	1,090
Accumulated impairment losses				
Balance as at 1 January 2025	541	-	19	560
Impairment charge	-	-	-	-
Balance as at 30 June 2025	541	-	19	560
Net Book Value				
Balance as at 1 January 2025	-	-	158	158
Balance as at 30 June 2025	-	-	141	141

Impairment test

Software development

The Group has 7 software developments as at 30 June 2025 (31 December 2024: 7 software developments) that can be used by small business and merchants to facilitate payments using their own mobile devices. 1 of these software developments was impaired in prior years and no software developments were impaired in 1H2025.

Company

The Company does not have any intangibles assets as at 30 June 2025 and 31 December 2024.

13 Financial assets at fair value through other comprehensive income ("FVOCI")

Financial assets at fair value through other comprehensive income comprise the following:

	The Group 30-Jun-25 (Unaudited) S\$'000	31-Dec-24 (Audited) S\$'000
Indonesia unquoted equity security		
- PT Iforte Payment Infrastructure ("PT Iforte")	493	493

E. Notes to the condensed interim consolidated financial statements

13 Financial assets at fair value through other comprehensive income ("FVOCI") (cont'd)

As at 30 June 2025, financial asset at FVOCI relates to a 4.16% (31 December 2024 – 4.16%) equity interest in PT Iforte Payment Infrastructure, a company incorporated in Indonesia that is engaged in the business of providing mobile payment technology and development services. The equity investment is not held for trading. Accordingly, the Group has elected to designate it as at FVOCI because the Group views that recognising short-term fluctuations in fair value in profit or loss is not consistent with the Group's strategy of holding the investment for long-term purposes and realising its performance potential in the long run.

14 Borrowing

Group	As at 30-Jun-25 (Unaudited)		As at 31-Dec-2024 (Audited)	
	Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
Amount repayable in one (1) year or less, or on demand				
Bank loans	-	797	-	441
Convertible loan	-	33	-	-
	-	830	-	441
Amount repayable after one (1) year				
Bank loans	-	22	-	595
Convertible loan	-	1,823	-	-
	-	1,845	-	595

Notes on Group's Borrowing

One bank loan is unsecured and carries an interest of 4.5% per annum for a period of 5 years from 2023. As at the date of this announcement, the bank loan has been fully repaid.

The other bank loan is unsecured and carries an interest of 7.85% per annum for a period of 2 years from 2024.

The convertible loan is unsecured and carries an interest of 6.9% per annum for a period of 2 years from 2025.

Details of any collateral and contingent liability

As at 30 June 2025 and 31 December 2024, the Group has no banker's guarantees or other collateral and contingent liability. The Group was required to place security deposits of S\$100,000 and S\$200,000 to a certain payment acquirer and the Monetary Authority of Singapore ("MAS"), respectively. The security deposits are required by the payment acquirer and MAS in the event that the Group is unable to settle any outstanding amount due to the payment acquirer and pursuant to the requirement under section 22 of the Payment Services Act 2019. As of reporting date, the Group does not expect any situation that would result in its inability to settle any payable due to the payment acquirer or MAS.

E. Notes to the condensed interim consolidated financial statements

15 Lease

Lease as a lessee

The Group makes monthly lease repayments to lease office premises used for administrative and operational activities. The leases typically run for a period of 3 years, with an option to renew the lease after that date.

Information about leases for which the Group is a lessee is presented below.

(a) Right-of-use asset

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment (see Note 11).

Group	2025 (Unaudited) S\$'000	2024 (Unaudited) S\$'000
Balance as at 1 January	164	-
Additions	-	209
Depreciation charge for the period	(32)	(16)
Balance as at 30 June	132	193

Amounts recognised in profit or loss

Group	Period ended 30-Jun-25 (Unaudited) S\$'000	Period ended 30-Jun-24 (Unaudited) S\$'000
Interest on lease liability	5	3

Amounts recognised in statement of cash flows

Group	Period ended 30-Jun-25 (Unaudited) S\$'000	Period ended 30-Jun-24 (Unaudited) S\$'000
Total cash outflow for lease	35	-

Company

The Company does not have any lease liability as at 30 June 2025 and 31 December 2024.

E. Notes to the condensed interim consolidated financial statements

16 Share Capital

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per ordinary share at shareholders' meetings of the Company. All shares rank equally with regards to the Company's residual assets. The following tables set out the share capital movements during the financial period and comparative period.

	Company 2025	
	No. of shares	S\$'000
Issued and fully paid ordinary shares, with no par value:		
At 1 January 2025	275,843,137	170,474
Issue of ordinary shares for cash	35,410,015	404
At 30 June 2025	311,253,152	170,878

	Company 2024	
	No. of shares	S\$'000
Issued and fully paid ordinary shares, with no par value:		
At 1 January 2024 and 30 June 2024	275,843,137	170,474

	Group 2025	
		S\$'000
Issued and fully paid ordinary shares, with no par value:		
At 1 January 2025		55,757
Issue of ordinary shares for cash	16.1	424
Share issue expense	16.1	(20)
Subtotal		404
At 30 June 2025		56,161

	Group 2024	
		S\$'000
Issued and fully paid ordinary shares, with no par value:		
At 1 January 2024 and 30 June 2024		55,757

16.1 Placement shares issued on 27 June 2025

On 27 June 2025, the Company completed the placement of 35,410,015 new ordinary shares at the issue price of S\$0.01197 per new ordinary share to a subscriber, raising gross proceeds of S\$423,857.88. Net proceeds received after deducting direct expenses relating to the placement was S\$404,237.88.

As at 30 June 2025, the Company has an outstanding convertible loan of S\$2.03 million (including interest), which is convertible to 86,875,776 ordinary shares (2024: NIL ordinary shares) upon conversion.

E. Notes to the condensed interim consolidated financial statements

17 Subsequent Events

As at the date of this announcement, the Group has fully repaid an unsecured bank loan, which carries an interest of 4.5% per annum for a period of 5 years from 2023.

Save for the above-mentioned, there are no known subsequent events which have led to adjustments to this set of condensed interim consolidated financial statements.

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalyst Rules

- 1 Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.**

The condensed interim consolidated statement of financial position of the Company and its subsidiaries as at 30 June 2025 and the related condensed interim consolidated profit or loss and other comprehensive income, condensed interim consolidated statement of changes in equity, statement of changes in equity of the Company and condensed interim consolidated statement of cash flows for the six months ended 30 June 2025 and explanatory notes have not been audited or reviewed by the Company's auditors.

- 2 Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of a matter).**

Not applicable. The figures have not been audited or reviewed by the Company's auditors.

- 3 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-**

- (a) Updates on the efforts taken to resolve each outstanding audit issue
(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable. The Group's latest audited consolidated financial statements for the financial year ended 31 December 2024 are not subject to an adverse opinion, qualified opinion or disclaimer of opinion issued by the Company's auditors.

- 4 Additional disclosures on securities issued by the issuer**

- 4.1 Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

The Company had 311,253,152 issued shares as at 30 June 2025 (31 December 2024: 275,843,137).

Please refer to Notes 14 and 16 in Section E - Notes to the condensed interim consolidated financial statements of this report for further details of the convertible loan and the changes in the Company's share capital for 1H2025, respectively.

Save as disclosed above, the Company did not have any treasury shares, subsidiary holdings or other convertibles as at 30 June 2025 and 30 June 2024.

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

- 4.2 To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	As at 30 June 2025	As at 31 December 2024
Number of issued shares excluding treasury shares	311,253,152	275,843,137

The Company did not have any treasury shares as at 30 June 2025 and 31 December 2024.

- 4.3 A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company does not have any treasury shares during and as at the end of the current financial period reported on.

- 4.4 A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company does not have any subsidiary holdings during and as at the end of the current financial period reported on.

5 Review of performance of the Group

- a. **Condensed interim consolidated statement of profit or loss and other comprehensive income of the Group**

The Group recorded a net loss of S\$1.4 million in 1H2025, as compared to a net loss of S\$1.3 million in 1H2024.

The followings are the key factors contributing to the Group's results for 1H2025, as compared to the same period in 1H2024:

- Revenue increased by 26% or S\$0.5 million for 1H2025, from S\$1.8 million in 1H2024 to S\$2.3 million in 1H2025. The increase in revenue was mainly due to the increase in sales from the DCES business segment for Malaysia and partially offset by the decrease in sales from the MPS business segment for Singapore.
- Gross profit margin decreased from 70% in 1H2024 to 54% in 1H2025, mainly due to the increase in DCES revenue for Malaysia which carried a lower profit margin and one-off revenue recognition of WorldPay's merchants' settlement of S\$0.2 million in 1H2024 (the "Settlement"). Overall gross profit had decreased by 4% or S\$0.1 million due to (i) the lower gross profit margin in 1H2025 as compared to 1H2024; and (ii) the Settlement.
- Other income increased by S\$0.15 million in 1H2025 as compared to 1H2024. The increase was due to the increase in government grants as compared to 1H2024.
- Finance income decreased by 72% in 1H2025. This was mainly due to the decrease in cash balances with banks, as compared to 1H2024.
- Administrative expenses increased by 2% or S\$0.1 million, from S\$2.4 million in 1H2024 to S\$2.5 million in 1H2025. The increase in administrative expenses was mainly due to the increase in employee compensation of S\$0.2 million and write-off of merchant receivables of S\$0.1 million as bad debts, partially offset by the decrease in other administrative expenses of S\$0.2 million.

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalyst Rules

- f. Other operating expenses increased by 100% in 1H2025 as compared to 1H2024. The increase was mainly due to a fine and penalty of S\$0.1 million incurred in 1H2025. Please refer to the Company's announcement dated 27 June 2025 for more information on the fine and penalty.
- g. Finance costs increased by S\$0.1 million in 1H2025 as compared to 1H2024. The increase was mainly due to the interest accrued from a convertible loan of a principal amount of S\$2,000,000 issued during the period.

b. Condensed interim consolidated statement of financial position

As at 30 June 2025, the Group was in a negative equity position of S\$0.2 million as compared to a positive equity position of S\$0.8 million as at 31 December 2024. This decrease was mainly due to the losses of S\$1.4 million incurred in 1H2025 and partially offset by proceeds from the issuance of shares of S\$0.4 million.

Notwithstanding the aforementioned negative equity position of the Group, (i) the Group recorded positive equity attributable to owners of the Company of S\$0.3 million as at 30 June 2025; and (ii) the Group reported a positive working capital position of S\$0.7 million as at 30 June 2025, as compared to S\$0.5 million as at 31 December 2024. Please refer to Note 2 in Section E - Notes to the condensed interim consolidated financial statements of this report for further details on the preparation of the financial statements of the Group on a going concern basis.

Non-current assets

There was no significant movement in non-current assets as at 30 June 2025 as compared to 31 December 2024. This was mainly due to purchase of property, plant and equipment of S\$0.1 million and offset by depreciation of property, plant and equipment charged in 1H2025.

Current assets

Current assets comprised cash and cash equivalents, trade and other receivables and inventories. Current assets increased by S\$1.0 million from S\$5.0 million as at 31 December 2024 to S\$6.0 million as at 30 June 2025, mainly due to the increase in cash and cash equivalents of S\$0.9 million. The increase in cash and cash equivalents was mainly attributable to the cash generated from financing activities.

Please refer to the section on "Condensed interim consolidated statement of cash flows" below for the reasons in the movement of cash and cash equivalents.

Current liabilities

Current liabilities comprised trade and other payables, borrowings and lease liability. Current liabilities increased by S\$0.7 million from S\$4.6 million as at 31 December 2024 to S\$5.3 million as at 30 June 2025, mainly attributable to increase in borrowings.

Trade and other payables increased by S\$0.3 million from S\$4.1 million as at 31 December 2024 to S\$4.4 million as at 30 June 2025. This was mainly due to increase in merchant payables.

Non-current liabilities

Non-current liabilities comprised borrowings and lease liability. Non-current liabilities increased by S\$1.2 million from S\$0.7 million as at 31 December 2024 to S\$1.9 million as at 30 June 2025. This was mainly due to increase in borrowings of S\$1.3 million.

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

c. Condensed interim consolidated statement of cash flows

The Group's cash and cash equivalents increased by S\$0.9 million from S\$4.2 million as at 31 December 2024 to S\$5.1 million as at 30 June 2025. The increase in cash and cash equivalents in 1H2025 was mainly due to:

- i. Net cash generated from financing activities of S\$2.0 million, mainly due to net proceeds from the issuance of new ordinary shares of S\$0.4 million and a convertible loan S\$1.8 million, partially offset by the repayment of borrowing of S\$0.2 million; partially offset by
- ii. Net cash used in operating activities of S\$1.0 million, mainly due to the operating cash outflows before working capital changes of S\$1.1 million and increase in trade and other receivables of S\$0.2 million, which was partially offset by the increase in trade and other payables of S\$0.3 million; and
- iii. Net cash used in investment activities of S\$0.1 million, mainly due to the purchase of property, plant and equipment.

6 Where a forecast, or a prospect statement has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable. There is no forecast or prospect statement which has been previously disclosed to shareholders.

7 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 6 months.

Singapore's economy grew 4.3% in 2Q2025, extending the 4.1% growth in the preceding quarter. However, the Ministry of Trade and Industry cautioned that uncertainty and downside risks remain in 2H2025, given the "lack of clarity" over the U.S. tariff policies¹. While near-term macroeconomic volatility is expected, the structural growth trajectory of Singapore's payments industry remains robust.

Singapore's payment market size stood at US\$23.5 billion in 2025 and is expected to grow at a compound annual growth rate of 9.63% to reach US\$37.3 billion by 2030². Dedicated government support is expected to accelerate the growth. In June 2025, the MAS and the Association of Banks in Singapore jointly launched the Singapore Payments Network, providing a collaborative framework for banks and payment providers to innovate and enhance the nation's payment infrastructure³.

In addition, merchants increasingly recognise that customers highly value flexibility at checkout. For small and medium enterprises in particular, the ability to accept multiple payment types has become more of a basic requirement for survival in the digital economy⁴. The growing acceptance of digital payment solutions has lowered barriers to merchant

¹ [The Ministry of Trade and Industry Singapore: Singapore's GDP Grew by 4.3 Per Cent in the Second Quarter of 2025](#)

² [Mordor Intelligence: Singapore payments market size & share analysis – growth trends and forecasts \(2025 - 2030\)](#)

³ [Monetary Authority of Singapore: MAS and ABS Announce the Incorporation of New Payments Entity – Singapore Payments Network \(SPaN\) – to Position National Payment Schemes for Next Stage of Growth](#)

⁴ [Fintech Singapore: The Next Decade of Growth in Southeast Asia's Booming Digital Payments Ecosystem](#)

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

acquisition. However, convincing merchants to adopt specific solutions has become increasingly challenging amid intensifying competition.

Against this backdrop, the Group remains cautiously optimistic about its growth prospects, which is supported by 1) its distinct focus on micro, small and medium enterprises which are often overlooked by banks and large financial institutions, mitigating direct competition, 2) user-friendly one-stop payment solutions that offer merchants convenient access to multiple payment options, maximising wallet share per customer, and 3) its ongoing innovation to expand its product portfolio, strengthening competitive edge.

To further capitalise on the industry tailwinds, the Group has appointed a payment industry veteran, Mr. Chin Mun Chung ("**Mr. Chin**"), as Executive Director and Chief Executive Officer. Mr. Chin leads product innovation and launches, with a focus on unlocking the full value of the Group's comprehensive one-stop payment solutions. The Group has also appointed a new Chief Risk Officer, Mr. Victor Ong, whose expertise is expected to enhance the Group's regulatory compliance as the Group advances its product development and launches.

Moving forward, the Group will prioritise expanding into essential and digital services sectors, which remain more resilient amidst the macroeconomic headwinds.

The Group will make timely announcements via SGXNET of any material business developments to enable shareholders to make informed investment decisions.

8 Dividends

Not applicable.

9 If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended for 1H2025 as the Company is in an accumulated losses position.

10 If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have a general mandate from shareholders for interested person transactions.

The Company has entered into a convertible loan agreement dated 17 January 2025 (the "**Convertible Loan Agreement**") with Oxley Capital Management Pte. Ltd. (the "**Lender**") pursuant to which the Lender has agreed to grant to the Company a convertible loan facility of a principal amount of up to S\$2,000,000 on and subject to the terms and conditions of the Convertible Loan Agreement (the "**Convertible Loan Facility**"). The Lender is an exempt private company incorporated in Singapore, whose sole shareholder and director is Ching Chiat Kwong. In view that the Lender is wholly-owned by Ching Chiat Kwong, who is the Non-Executive Non-Independent Chairman and controlling shareholder of the Company, and hence who is an interested person under Chapter 9 of the Catalist Rules, the grant of the

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

Convertible Loan Facility by the Lender to the Company is an interested person transaction for the purposes of Chapter 9 of the Catalist Rules. The value of the interested person transaction (being the grant of the Convertible Loan Facility by the Lender to the Company) amounts to the aggregate price of the conversion shares, being S\$2,276,000, which represents approximately 53.33% of the audited consolidated net tangible assets of the Group as at 31 December 2023. The Company has obtained the relevant shareholders' approvals for the Convertible Loan Facility. Please refer to the Company's announcement dated 18 January 2025 and the Company's circular dated 13 March 2025 for more information on the Convertible Loan Facility.

In addition, the Company has entered into a convertible loan agreement dated 28 May 2025 (the **"Second Convertible Loan Agreement"**) with the Lender pursuant to which the Lender has agreed to grant to the Company a convertible loan facility of a principal amount of up to S\$2,500,000 on and subject to the terms and conditions of the Second Convertible Loan Agreement (the **"Second Convertible Loan Facility"**). The value of the interested person transaction (being the grant of the Second Convertible Loan Facility by the Lender to the Company) amounts to the aggregate price of the conversion shares, being S\$2,845,000, which represents approximately 260.29% of the latest audited consolidated net tangible assets of the Group as at 31 December 2024. Please refer to the Company's announcement dated 29 May 2025 for more information on the Second Convertible Loan Facility. The Company will be convening an extraordinary general meeting in due course to seek the relevant approvals for the Second Convertible Loan Facility from shareholders.

Save for the above, there were no interested person transactions entered into by the Group with a value of S\$100,000 or more during 1H2025.

11 Disclosure of acquisition (including incorporations) and sale of shares since the end of the previous reporting period pursuant to Rule 706A of the Catalist Rules.

The Group has not carried out any acquisitions (including incorporations) and realisations of shares in subsidiaries and/or associated companies since the end of the previous reporting period, up to 30 June 2025.

12 Use of Proceeds

a) On 17 January 2025, the Company entered into the Convertible Loan Agreement for a principal amount of up to S\$2,000,000, raising net proceeds of approximately S\$1,839,000 (the **"Convertible Loan Net Proceeds"**). Please refer to the Company's announcements dated 23 June 2024, 26 August 2024, 14 November 2024, 18 January 2025, 10 February 2025, 13 March 2025, 28 March 2025, 8 July 2025 and 12 August 2025 for more details.

The following is a summary of the utilisation of the Convertible Loan Net Proceeds:

Use of Convertible Loan Net Proceeds	Allocation of the Convertible Loan Net Proceeds (\$'000)	Amount utilised as at the date of this announcement (\$'000)	Balance of the Convertible Loan Net Proceeds as at the date of this announcement (\$'000)
General working capital of the Group	1,839	1,255	584

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

Out of the Convertible Loan Net Proceeds of S\$1,839,000, S\$1,255,000 has been utilised for (i) operating expenses (approximately 30.2%); (ii) employee remuneration and statutory contributions (approximately 24.4%) and (iii) repayment of existing loan facilities (approximately 45.4%).

The above utilisation of the Convertible Loan Net Proceeds is consistent with the intended use as disclosed in the Company's circular dated 13 March 2025 in relation to the Convertible Loan Agreement. The Company will continue to provide periodic announcements on the utilisation of the balance of the Convertible Loan Net Proceeds as and when such proceeds are materially disbursed or utilised, and whether such use is in accordance with the stated use.

b) On 27 June 2025, the Company completed a placement of 35,410,015 new ordinary shares at an issue price of S\$0.01197 per share (the "**June Placement**"), raising net proceeds of approximately S\$404,000 (the "**June Placement Net Proceeds**"). Please refer to the Company's announcements dated 28 May 2025, 19 June 2025 and 27 June 2025 for more information on the June Placement.

As at the date of this announcement, the Company has not utilised any of the June Placement Net Proceeds:

Use of June Placement Net Proceeds	Allocation of the June Placement Net Proceeds (S\$'000)	Amount utilised as at the date of this announcement (S\$'000)	Balance of the June Placement Net Proceeds as at the date of this announcement (S\$'000)
General working capital of the Group	404	-	404

The Company will provide periodic announcements on the utilisation of the June Placement Net Proceeds as and when such proceeds are materially disbursed or utilised, and whether such use is in accordance with the stated use.

13 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules.

The Company confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from its Directors and Executive Officers in the format set out in Appendix 7H of the Catalist Rules.

F. Other Supplementary Information Pursuant to Appendix 7C of the Catalist Rules

14 Confirmation by the Board pursuant to Rule 705(5) of the Catalist Rules.

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the unaudited condensed interim consolidated financial statements of the Group for the six months financial period ended 30 June 2025 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Ching Chiat Kwong
Non-Executive Non-Independent
Chairman

Chin Mun Chung
Executive Director and Chief Executive Officer

**BY ORDER OF THE BOARD
OXPAY FINANCIAL LIMITED**

Chin Mun Chung
Executive Director and Chief Executive Officer
Singapore

14 August 2025